



**BY-LAWS
OF
THE CATHOLIC INDEPENDENT SCHOOLS
OF VANCOUVER ARCHDIOCESE**

1). INTERPRETATION

1.1 Definitions

In these by-laws:

- a) **"Act"** means the Societies Act of British Columbia as amended from time to time.
- b) **"By-laws"** means these by-laws as altered from time to time.
- c) **"Special Resolution"** means a resolution presented at a General meeting where the members of the Society vote, by approved means as described in the by-laws, on the special resolution and it may be passed with a two-thirds (or otherwise specified in these bylaws) majority of voting members.
- d) **"Archbishop"** is the person who is the Roman Catholic Archbishop of Vancouver appointed as such pursuant to the Canon Law of the Roman Catholic Church, and the person who in the vacancy of the Roman Catholic Archbishop of Vancouver then any Interim Administrator of the Archdiocese of Vancouver. The Archbishop is, in addition, also a corporation sole incorporated by private statute in the Province of British Columbia.
- e) **"Archbishop's Representative"** is a Roman Catholic Priest appointed by the Roman Catholic Archbishop of Vancouver as the Archbishop's Representative to a Regional School operated by the Society.
- f) **"Archdiocese"** is an unincorporated voluntary association of the Roman Catholic faithful resident within the canonically defined territory of the Archdiocese under the Governance of the Archbishop of Vancouver and his successors in accordance with the Canon Law of the Roman Catholic Church.
- g) **"Board"** means the Board of Directors of the Society.
- h) **"Directors"** mean those persons who are the members of the Board from time to time.
- i) **"Education Committee"** is a committee established and operating by authority of both the Archdiocese and the Society for the purpose of administering and managing a particular

Parochial School or particular Regional School of the Society, and is empowered by both the Archdiocese and the Society to appoint a Lay Person, who is a member of the Education Committee, to be an ex-officio member of the Society.

- j) **"Episcopal Vicar for Catholic Schools"** is a Roman Catholic Priest appointed from time to time by the Archbishop to be in relation to all Roman Catholic Schools functioning in the Archdiocese, and official representative in that respect on behalf of the Archbishop.
- k) **"Lay Person"** is a member of the Archdiocese but other than an ordained priest.
- l) **"Lay Person Representative"** is any Lay Person who has been appointed from time to time by the Archbishop through either a Parish Education Committee or through a Regional Education Committee, to be a Representative of either a particular School or a Regional School.
- m) **"Parish"** is a specific unincorporated association of the faithful of the Roman Catholic Church being a part of the Roman Catholic Archdiocese of Vancouver and functioning under the management and governance of a Roman Catholic priest appointed by the Archbishop.
- n) **"Parish Education Committee"** is and has been authorized and charged by both the Archdiocese and the Society for the promotion, operation and internal management of a Parochial School.
- o) **"Parochial School"** is a School, which is not a Regional School, and which is physically located within the territorial boundaries of a Parish.
- p) **"Pastor"** is a Priest appointed as a Pastor or Administrator of a Parish by the Archbishop.
- q) **"Priest"** is a person ordained as a priest in accordance with the Canon Law of the Roman Catholic Church.
- r) **"Pastor of a Parochial School"** is the Archbishop's Representative in respect to a School which provides educational services mainly to children of a particular Parish.
- s) **"Regional Education Committee"** is and has been a group of persons established, authorized and charged by both the Archdiocese and the Society for the promotion, operation and internal management of a particular Regional School.
- t) **"Regional School"** is a Roman Catholic School of the Society and is a Regional School which provides educational services to a group of parishes designated by the Archbishop.
- u) **"Regulations of the Society"** are present and future rules and policies of the Society in respect to the administration and operation of the Schools and the functions of all personnel of the Society.
- v) **"School"** means the schools which are held and operated by the Society in the furtherance of the religious Catholic purposes of the Archdiocese and any and all future schools then held and operated by the Society.
- w) **"Vicar General"** is a priest appointed by the Archbishop to assist the Archbishop in the governance of the Archdiocese in accordance with the Canon Law of the Roman Catholic Church.

1.2 Definitions in Act apply

The definitions in the Act apply to these by-laws.

1.3 Conflict with Act or Regulations

If there is a conflict between these by-laws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

1.4 Singular and Gender

Unless otherwise specifically provided herein, words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

1.5 Headings for Convenience

The headings appearing in these By-laws are for convenience only and in no way define, limit or enlarge the scope or meaning of the provisions of these By-laws.

2). MEMBERS

2.1 Branch Societies

The Society is authorized to establish and maintain one or more branch societies, with powers not exceeding the powers of this Society.

2.2 Membership

2.2.1 The Members of the Society are the present Members of the Society, and those persons who subsequently become Members in accordance with the By-laws of the Society, and, in either case, have not ceased to be Members.

2.2.2 There are no ordinary Members of the Society.

2.2.3 All the Members of the Society are ex-officio Members and each of them is entitled to vote at any meeting of the Society.

2.2.4 Each person meeting the qualifications set out in By-law 2.2.5 shall become a Member upon signing the Register of Members.

2.2.5 The ex-officio Members of the Society are:

- (a) the Archbishop;
- (b) the Vicar-General;
- (c) the Episcopal Vicar for Catholic Schools;
- (d) each and every Pastor of a Parochial School;
- (e) each and every Archbishop's Representative for a Regional School;
- (f) each and every Lay Person Representative in respect to a Parish School; and
- (g) each and every Lay Person Representative in respect to a Regional School.

2.2.6 In the event that a School is at any time permanently closed or terminated, each Pastor of such School and each Archbishop's Representative of such School and each Archbishop's Representative for a Regional School of such School and each Lay Person Representative in respect to such School and each Lay Person Representative in respect to a Regional School, shall cease to be an ex-officio Member of the Society.

2.2.7 In the event that a new School is or at any time in future established by the Society, then each Pastor of such new School or each Archbishop's Representative of such new School, and each Archbishop's Representative for a Regional School of such new School; and each Lay Person Representative in respect to a Parish School of such new School; and each Lay Person Representative in respect to a Regional School of such new School, shall thereupon be appointed by either the Archbishop or by the Board as an ex-officio Member of the Society.

2.2.8 The present ex-officio Members of the Society continue to be ex-officio Members of the Society.

2.2.9 Membership in the Society is not transferable.

2.2.10 Every Member shall uphold and are subject to the Constitution and By-Laws of the Society.

2.2.11 All Members are deemed to be in good standing.

2.2.12 Save and except for the Archbishop, the Vicar-General and the Episcopal Vicar for Catholic Schools, notices to the other Members of the Society by either the Society or the Board of Directors of the Society, for whatever purpose, whether required pursuant to the Societies Act or pursuant to the By-laws shall be deemed to have been delivered to any such present Members, if the notice is sent or has been sent in writing by mail or otherwise to the Education Committee of any particular School, at the address of the particular School.

2.2.13 The Directors shall have the power, by a vote of three-fifths of those present, to expel or suspend and replace any Member whose conduct shall be considered by them to be improper, unbecoming or likely to endanger the interest or character of the Society, or who wilfully commits a breach of the By-Laws or Regulations of the Society. No member shall be expelled or suspended and replaced without first being notified of the charges and then given an opportunity to be heard by the Directors at a meeting to be called for the purpose.

2.2.14 Any Member who shall be expelled may be re-admitted by the unanimous vote of the Board of Directors.

2.2.15 All Members of the Society must be over the age of nineteen (19) years and must be residing in the Province of British Columbia.

2.2.16 Admission to membership shall be in accordance with the Constitution and with these By-Laws.

2.2.17 Any Member may resign or withdraw from the Society on giving written notice to the Society.

2.2.18 The Roman Catholic Archbishop of Vancouver, and any interim Administrator of the Archdiocese shall have the right to ratify and approve the appointment or discharge or to require the discharge of either any of the Members or Directors, administrators and employees of the Society. This provision was previously unalterable.

2.3 Duties of Members

2.3.1 Every member must uphold the Constitution of the Society and must comply with these By-Laws.

2.3.2 Within the context of and in relation to these By-Laws, the Society and its Members, Directors and administrators, teachers, and employees shall recognize, respect and obey the instructions of either the person who is The Roman Catholic Archbishop of Vancouver, or, alternatively, in the event of a vacancy of The Roman Catholic Archbishop of Vancouver, then any Interim Administrator of the Archdiocese of Vancouver. This provision was previously unalterable.

2.3.3 The Society, its Members, Directors, administrators, teachers, and employees, shall at all times carry out and support all the purposes and functions of the Society in accordance with the teachings and doctrines, and faith and morals of the Roman Catholic Church through the Magisterium of the Roman Catholic Church, (referred to in these By-Laws of the Society as "Catholicity"). This provision was previously unalterable.

2.4 Dissolution of Society

2.4.1 In the event of the winding up or dissolution of the Society, the liquidator appointed shall cause all assets of the Society as are available for distribution to be transferred with approval of The Roman Catholic Archbishop of Vancouver or any interim Administrator, to an organization or organizations situated in the territorial jurisdiction of the Roman Catholic Archdiocese of British Columbia and devoted to the advancement of the educational purposes of the Roman Catholic Church. This provision was previously unalterable.

2.5 Rights of Members

2.5.1 All Members shall have access to the Register of Members (that contains Members' contact information), unless the Board of Directors passes a resolution to prohibit access if it considers that disclosure to be harmful. However, Members can apply for access through legal means. The Board will provide the Member with the notice period and time of availability as specified by the Board from time to time.

2.5.2 All Members enrolled in good standing on the records of the Society, shall be entitled to notice of the Annual General Meeting of the Society and of any special general meeting held in the calendar year prior to the holding of the Annual General Meeting.

2.5.3 All Members have a right to complain in a court of law if the Society is believed to be operating in a manner oppressive or unfairly prejudicial to the Member.

2.5.4 All Members have a right to requisition a Special or Extraordinary meeting to be held by the Board of Directors. The requisition shall be made in writing and shall specify the reason for the meeting.

2.5.5 All Members have a right to make proposals for consideration at an Annual General Meeting or Special or Extraordinary General Meeting.

2.6 Membership Dues

No dues shall be payable by Members.

3). MEETINGS OF MEMBERS

3.1 Annual General Meetings

An annual general meeting will be held at least once in every calendar year on the date from time to time determined by the President and not more than 15 months after the date of adjournment of the last preceding annual general meeting.

3.2 Notice for Annual General Meeting

Notice in the manner described in Section 14.3 of each annual general meeting setting forth the date, time and place of the meeting, and, with respect to special business, the general nature of that business, will be given not less than 14 days prior to the meeting.

3.3 Notice Omission

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the persons entitled to receive notice does not invalidate proceedings at that meeting unless such proceedings involve the appointment or the expulsion of a Member, in which case the proceedings will be invalidated only to the extent and in respect of any such appointment or expulsion.

3.4 Extraordinary General Meetings

Members of the Society can request a special or extraordinary general meeting if they have the signatures of at least 10% of the Members of the Society. The request must state the required business in 200 words or less and must be sent to each of the Directors. Within 21 days of receipt, the Board of Directors shall issue a call for the meeting to be held within 60 days. Failing to do so, the members may call the meeting themselves. The Society must reimburse to those who have requested the meeting any costs incurred, unless the meeting decides otherwise.

3.5 Notice of Extraordinary General Meeting

Notice of each extraordinary general meeting setting forth the date, time and place of the meeting and stating the purpose of the meeting will be given at least 14 days prior to the meeting.

3.6 Notice Waiver

The Members may, by unanimous consent in writing given before, at or after a general meeting, waive or reduce the period of notice of the meeting.

4). PROCEEDINGS AT MEETINGS

4.1 Special Business

- (a) all business at a general meeting; and
- (b) all business that is transacted at an annual general meeting, except,
 - i. the consideration of the financial statements,
 - ii. the report of the Directors,
 - iii. the report of the auditors
 - iv. the appointment of the auditors, and
 - v. such other business as, under these By-laws, ought to be transacted at an annual general meeting, or which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

4.2 Quorum

At a general meeting twenty (20) Members will constitute a quorum.

4.3 Chair of a General Meeting

The President will preside as chair at all meetings of the Society. If at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice President will preside as chair. If neither the President nor the Vice President is present, the Members will choose one of the Members present to preside as chair of that meeting.

4.4 Lack of Quorum

4.4.1 If a general meeting cannot be held due to the lack of a quorum, such a meeting will be dissolved if it was convened upon requisition pursuant to Section 3.5. Otherwise, it will be deemed to be adjourned to a future date not less than seventy-two hours later which may be determined by the Members present at the meeting place, notwithstanding the lack of a quorum, or if not so determined, by the President, the Vice President and one other Member. If at the adjourned meeting a quorum is not present within thirty minutes of the time appointed, then subject to the quorum requirements of the Societies Act the Members present will constitute a quorum.

4.4.2 If, at any time during a general meeting, there ceases to be a quorum of members present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.5 Adjourned Meetings

A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.6 Notice for Adjourned Meetings

When a meeting is adjourned for 14 days or more, notice of the adjourned meeting will be given not less than seven days prior to the meeting.

4.7 No Casting Vote

In case of an equality of votes, the person presiding as chair of a general meeting will not have a casting or second vote in addition to the vote the person presiding as chair may be entitled to as a Member and the proposed resolution will not pass.

4.8 One Vote Per Member

A Member present at a general meeting is entitled to one vote.

4.9 Voting Manner

Voting in the case of an ordinary resolution will be conducted by show of hands except when an ordinary resolution is passed requiring voting by secret ballot, and in the case of a Special Resolution will be conducted by secret ballot.

4.10 No Proxies

Voting by proxy is not permitted.

4.11 Ordinary Resolution

At a general meeting at which a quorum is present, the affirmative votes of the majority of Members present are sufficient to pass an ordinary resolution of the Society. A resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on it, is as valid and effectual as an ordinary resolution as if it had been passed at a general meeting duly called and constituted.

4.12 Special Resolution

Any change to By-Laws 2.2.18, 2.3.2, 2.3.3, or 2.4.1 shall require a Special Resolution which shall be submitted to the Members at the same time as the notice of the Annual General Meeting and shall require the affirmative votes of 100% of Members present or written consent by 100% of the Members who would have been entitled to vote on it.

4.13 Counterparts

An ordinary resolution or a Special Resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Each resolution will be filed with minutes of the proceedings of the Members. An ordinary resolution will be effective on the date stated therein or in the latest date stated in any counterpart. A Special Resolution will take effect on the date of its acceptance by the Registrar of Companies as being in compliance with the Societies Act or, if the Special Resolution is accepted and a later date is specified in any counterpart of the Special Resolution, on that later date.

4.14 Proposals by Members

Members may make a proposal for consideration at a General Meeting and it shall be added to the Agenda if it has the signatures of at least 5% of the Members, and not less than two signatures. The proposal must be expressed in 200 words or less and must be received at least 7 days before the Notice of Meeting is to be sent. If a valid proposal is received, the Board of Directors shall add it to the Agenda

unless the same proposal was considered in either of previous two (2) calendar years before the current year.

5). DIRECTORS

5.1 Responsibility of Board of Directors

The Board will manage the properties and affairs of the Society in accordance with the Constitution and By-Laws.

5.2 Composition of the Board

5.2.1 The Board will consist of not less than seven (7) and not more than eleven (11) persons, appointed or entitled in accordance with these By-laws.

5.2.2 Most of the Directors of the Society must be ordinarily resident in British Columbia.

5.4 Mandatory Directors

The Members will at each and every Annual General Meeting appoint the Archbishop and the Vicar General and the Episcopal Vicar for Catholic Schools as Directors. Of the elected Directors, three must be Pastors.

5.5 A person, whether an ex-officio Member or not an ex-officio Member of the Society, may be a Director of the Society.

5.6 Other than the Archbishop, the Vicar General, and the Episcopal Vicar for Catholic Schools, the term of office of any other Director of the Society, will be fixed for a three-year (3) term (renewable once for a maximum of six (6) years in total).

5.7 Appointment of Provisional Directors after Adoption by the Society of These By-Laws Upon:

- (a) these By-Laws becoming in force and effect in accordance with the Societies Act; and
- (b) upon the President of the Society depositing a document in writing with the Society signed by the President of the Society, concerning a list of provisional Directors of the Society, and listing the length of terms of office of each provisional Director of the Society, all such provisional Directors of the Society shall be deemed to be thereupon duly elected and ratified as Directors of the Society for such individual periods of time as stated in the aforementioned document.

5.8 Restriction on Employees Being Directors

Employees and relatives of employees of the Society are not eligible for election to or to serve the Board of Directors, while they continue to be employees or relatives of employees of the Society.

5.9 Possible Group Election

If the nominations do not exceed the number required to fill the vacancies, the names of all nominees for directorship may be placed upon one ballot and the nominees elected as a group, and in such case voting may be by show of hands. In the event that the nominations exceed the number required to fill the vacancies, the election shall be by ballot and those nominees receiving the highest number of votes shall be deemed to be elected. In the event of a tie between any two or more nominees receiving the lowest number of votes a second ballot or more shall be taken.

5.10 Possible Director May Audit Director Meetings

In the event that a Director shall resign as a Director of the Society prior to two months before an annual general meeting, the Board of Directors, during the vacancy created by such resignation may allow a person approved as a potential member of the Board of Directors of the Society, to attend meetings of

the Board of Directors, as a listener, and may, with the approval of the Board of Directors, communicate with the members of the Board of Directors at any meetings of the Board of Directors.

5.11 Mandate of Nomination Committee

The mandate of the Nomination Committee is to propose to the Members a slate of persons for election as Directors, having regard to the Constitution and By-laws of the Society and the duties and responsibilities of the Directors of the Society.

5.12 Appointment of Nomination Committee

The Nomination Committee shall be appointed by the President. Such Committee shall seek eligible and potential Board members representing a variety of interests and concerns, skills and experience, analyze attendance at the Board Meetings and consult with those who did not attend, and plan orientation for new Board members. The aforesaid Committee shall recruit persons for Board membership and shall be specifically charged with the task of making nominations for election to the Board of Directors at the Annual General Meeting. Any person so nominated shall deliver to the Nomination Committee his or her consent in writing in respect to such nomination.

5.13 Alternate Form of Nomination

Nominations for election to the Board of Directors may be made only by either the aforementioned Nomination Committee or by any two members of the Society at least three days prior to the Annual General Meeting. A nomination will be in writing and will be accompanied by the written consent to such nomination or nominations by the person or persons so nominated.

5.14 Removal of Directors

In addition to the power and authority of the Archbishop referred to in By-Law 2.2.18, the Members may remove by Special Resolution any Director elected, other than the Archbishop, the Vicar General or the Episcopal Vicar for Catholic Schools. A person who ceases to be a Member by expulsion pursuant to By-Law 2.2.13 shall, if that person is also a Director, at the same time cease to be a Director. Any vacancy in the elected Directors may be filled by the Board of Directors or will be filled by the Members at the next Annual General Meeting.

5.15 No Remuneration

A Director will not be remunerated for being or acting as a Director but a Director will be reimbursed, with the Board's approval, for all expenses necessarily and reasonably incurred by the Director while engaged in affairs on behalf of the Society.

5.16 Directors Act Valid

No rule made by the Society in general meetings invalidates a prior act of the Directors that would have been valid if that rule had not been made.

6). PROCEEDINGS OF DIRECTORS

6.1 Meeting Times and Notice

The Directors will strive to meet a minimum of eight times annually, and only if required in the months of June, July, August and December, on a date and at a time and place fixed by the Board. The Secretary will give at least three (3) days notice of a meeting if the meeting is to be held on a day or at time or place other than that fixed by the Board.

6.2 Calling a Meeting

The President, Vice-President or any two Directors may call by written request additional meetings of the Board. A meeting so called will be convened by the President within ten days of receipt at the office of the Secretary of the written request stating the purpose of the meeting and signed by the person or persons calling the meeting.

6.3 Chair of Meeting

The President will preside as chair at all meetings of the Board. If at any time the President is not present within 10 minutes after the time appointed for holding the meeting, the Vice-President will preside. If neither the President nor the Vice-President is present, the Directors will choose one of the other Directors present to preside as chair at that meeting.

6.4 Quorum

The quorum necessary for the transaction of business at a meeting of the Board will be a majority of the Directors who comprise the Board from time to time. No motions, other than the election of a Chair and the adjournment or termination of the meeting, will be conducted at a meeting of the Board at a time when a quorum is not present. If at any time during a meeting of the Board there ceases to be a quorum present, business then in progress may only take the form of discussion or recommendation until there is a quorum present or until the meeting is adjourned or terminated.

6.5 Emergency Meetings

Notice of a meeting of the Board, other than regular meetings contemplated by By-Law 4.1 setting forth the date, time, place and purpose of the meeting will be given to the Directors not less than seven (7) days prior to the meeting. Notwithstanding the foregoing, emergency meetings of the Board may be convened by the President on such shorter notice as the President deems appropriate in the circumstances, provided a reasonable effort is made to notify every Director of such a meeting. The Directors may, by unanimous consent in writing given before, at or after a meeting of the Board, waive or reduce any period of notice required for such meeting.

6.6 Majority Decides

At a meeting at which a quorum is present, unless otherwise specifically provided in these By-laws, the affirmative votes of the majority of the Directors present are sufficient to pass any resolution of the Board.

6.7 Written Resolutions

A resolution in writing signed by all of the Directors is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing.

6.8 Effective Time for Written Resolutions

A resolution in writing pursuant to Section 6.7 will be filed with the minutes of the proceedings of the Board and will be effective on the date stated therein or on the latest date stated in any counterpart.

6.9 No Casting Vote

In case of the equality of votes the person presiding as chair at a meeting of the Board does not have a casting or second vote in addition to the vote the person presiding as chair may be entitled to as a Director and the proposed resolution will not pass.

6.10 Attendance by Phone

Any Director may attend any meeting of the Board by telephone, teleconference or other means of communication whereby that Director can hear, and be heard by, the other Directors attending in person. A Director attending by telephone, teleconference or other such means will be deemed to be present at the meeting and will be counted in the quorum.

6.11 Defects do not Invalidate

Subject to the provisions of the Societies Act, all acts done by any meeting of the Board or a committee of the Board, or by any person believing himself to be a Director, will, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Director or of the members of such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and appointed and was qualified to be a Director.

6.12 Board Sets Rules of Order

Except as provided otherwise in these By-laws, the rules of order selected by the Board from time to time will apply to all meetings of Members, Directors and committees appointed by the Board.

6.13 Copies of Minutes

The Secretary will provide to the Directors a copy of the minutes of each meeting of the Board promptly following the meeting.

7). Officers

7.1 The following are ex-officio Officers of the Society, namely the President, the Vice-President, the Secretary and the Treasurer:

- (a) the Archbishop is the President of the Society. A President, when present, shall preside at all meetings of the Board of Directors and at general meetings, be responsible for supervising the other Directors in the execution of their duties, and shall perform such other duties as may from time to time be determined by the Board of Directors;
- (b) the Episcopal Vicar for Catholic Schools is the Vice-President of the Society, and shall preside in the absence of the President, be responsible for carrying out the duties of the President if the President is unable to act and perform such other duties as may be determined by the Board of Directors;
- (c) the Vicar General is the Secretary whose duties shall be to keep a current record of the proceedings of all meetings of the Society and of the Board of Directors. The Secretary shall have the charge of and shall safely keep the corporate seal and all documents and records of the Society. The Secretary shall give notice of all meetings, with the assistance, where practical, of the Superintendent or a person from the Superintendent's Office. In the absence of the Secretary from a meeting, the Board shall appoint another Director to act as Secretary at the meeting; and
- (d) the Treasurer shall be a Director, who is elected by the Board of Directors to be Treasurer, whose duty shall be to exercise general supervision over the financial affairs of the Society, the receipts and expenditures of the Society, submit financial statements to the Board of Directors as requested, and making the Society's tax filings .

8). SENIOR MANAGER**8.1 Senior Manager**

The Superintendent of the Catholic Independent Schools of Vancouver Archdiocese is the Senior Manager and is appointed by the Board of Directors to manage the activities and internal affairs of the Society as delegated by the Board.

8.2 The Senior Manager has the same qualifications as does a director. He/she is an ex-officio board member without a vote. The Senior Manager carries out the duties and responsibilities as directed by the Board.

9). BOARD COMMITTEES

9.1 Board Establishes Committees

The Board may continue existing committees and may by resolution establish any new or other committees as the Board decides, consisting of such member or members of their body or such other persons as they think fit. The Board will appoint a chair and establish terms of reference for each such committee.

9.2 Minutes Required

All committees appointed at any time by the Board will keep regular minutes of their transactions and will report to the Board at the next regularly scheduled Board meeting.

9.3 Board Supervises

The Board will have the power at any time to revoke or override any authority given to or acts to be done by any such committee, except as to acts done before such revocation or overriding, and to terminate the appointment or change the membership of the committees and to fill vacancies in them.

9.4 Board Retains Authority

No delegation of authority by the Board to any committee or person will preclude the Board from exercising the authority required to meet its responsibilities for the management of the properties and the affairs of the Society.

9.5 Committees Set Rules of Order

Subject to any procedures, rules and regulations of the Board and these By-laws, the committees of the Society may make rules for the conduct of their business as they may deem necessary and may meet and adjourn in accordance with the terms of reference established for the committee by the Board from time to time.

9.6 Quorum and Meeting Call

Unless otherwise provided by the Board or these By-laws, a majority of the members of any committee of the Society will constitute a quorum thereof, and the committee will meet at the call of its chair or any two members thereof.

9.7 Majority Decides, No Casting Vote

Questions arising at any meeting of a committee will be determined by the majority of votes of the members of any committee of the Society present and in case of an equality of votes the person presiding as chair of the committee will not have a casting or second vote.

9.8 Written Resolutions

A resolution approved in writing by all the members of any committee of the Society will be as valid and effectual as if it had been passed at a meeting of such committee duly called and constituted. A written resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing.

9.9 Effective Time for Written Resolutions

Committee resolutions will be filed with the minutes of the proceedings of the committee and will be effective on the date stated therein or on the latest date stated in any counterpart.

9.10 President's Attendance and Membership

The President will be entitled to receive notice of, attend at and participate in all meetings of all committees of the Society. The President may be appointed as a member of any committee and in that event, he will be counted in the quorum and will be entitled to vote.

10). SIGNING AUTHORITY

10.1 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the Archbishop or his designate,
- (b) if (a) is unable to provide a signature, by the Episcopal Vicar for Catholic Schools
- (c) by the Chairperson of the Finance Committee along with one of either (a) or (b).

11). SEAL

11.1 Board Decides

The Board may provide a common seal for the Society and the Board will have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

11.2 Use of Seal

The common seal may be affixed only:

- (a) when authorized by resolution of the Board and in the presence of the persons prescribed in the resolution; or
- (b) in the presence of any two Directors or any one Director together with the Superintendent and President;
- (c) notwithstanding the foregoing, the Secretary may use the seal of the Society and attest the affixing thereof for the purpose of certification of resolutions duly passed by the Society and for the execution of certificates issued by the Society in respect to graduation of a volunteer of the Society or for expressions of gratitude by the Society.

12). BORROWING

12.1 General Requirements for Borrowing

The Board of Directors may exercise all the powers of the Society to borrow or raise or secure the payment of money, in such manner and form, at such times, and upon such terms as they may think fit, subject to the Societies Act.

13). AUDITORS

13.1 Appointment and Qualification

Every auditor of the Society will hold the professional qualifications specified, and will be otherwise eligible under the Societies Act.

13.2 Term

At each Annual General Meeting the Society will appoint an auditor to hold office until that person is re-appointed or that person's successor is appointed at the next Annual General Meeting.

13.3 Accounts

The Board of Directors shall present to the Members of the Society at the Annual General Meeting each year, audited financial statements for the previous fiscal year prepared according to Generally Accepted Accounting Principles.

13.4 Removal

An auditor may be removed by ordinary resolution of the Members.

13.5 Notice of Removal

An auditor will be informed forthwith in writing of appointment or removal.

13.6 Eligibility

No Director, officer or employee of the Society will be auditor, but the auditor may be a Member of the Society.

13.7 Annual General Meeting Attendance

The auditor may attend each Annual General Meeting.

14). NOTICES TO MEMBERS AND DIRECTORS**14.1 Manner**

A notice may be given to a Member or a Director either personally, by mail at his or her registered address or by email.

14.2 Deemed Receipt

A notice sent by mail will be deemed to have been given on the third day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

14.3 General Meetings

Notice of a general meeting will be given to:

- (a) every Member shown on the register of Members on the day notice is given; and
- (b) if the general meeting is an Annual General Meeting, the auditor.

No other person is entitled to receive notice of a general meeting.

15). CONTRACTS OR PURCHASE ORDERS**15.1 Board Decides**

The Board may enter into agreements on behalf of the Society. Contracts or purchase orders may be used for all purchase of material, supplies, equipment, leases, construction or repair services or any other service the Board deems required for application across all schools.

16). CONFLICT OF INTEREST AND CONFIDENTIALITY**16.1 No Remuneration**

No Member or Director will accept any remuneration from the Society for services rendered to the Society in that person's capacity as a Member or Director. This Section does not apply to the expenses necessarily and reasonably incurred by a Member or Director with the approval of the Board of Directors.

16.2 Disclosure, Approval and Abstention

The Society will not enter into any transaction or contract with a Member, a Director, an Officer, an employee or a member of any committee of the Board or of a family member of any of the aforesaid persons, or a corporation or other entity in which any of the aforesaid persons has an interest, and no such person will have any direct or indirect financial interest in any transaction or contract with the Society unless:

- (a) such Member, Director, Officer, employee or committee member on his or her own behalf or on behalf of his or her family member or corporation or entity, as the case may be, has disclosed fully and promptly the nature and extent of the interest to the Board;
- (b) after his or her disclosure, the proposed contract or transaction is approved by the Board, or re-approved by the Board if such interest is acquired after the contact or transaction has been entered into by the Society;
- (c) if the person with an interest is a Director or is a member of the family of a Director or a corporation or entity in which both or either of them has an interest, the Director abstains from voting on the approval or re-approval of the proposed contract or transaction and the Director is not counted in the quorum at the meeting of the Board at which the proposed contract or transaction is approved or re-approved.

16.3 Exclusions

Subject to the Societies Act, the provisions of Section 16.2 will not apply to:

- (a) the reimbursement of a Member, Director, Officer, employee, or a member of any Board in carrying out the business of the Society;
- (b) the purchase and maintenance of insurance for the benefit of the Directors and Officers pursuant to By-law 17.4
- (c) any person with an interest who is a family member but who does not normally reside with the Member, Director, Officer, employee or committee member, as the case may be;
- (d) any person with an interest which is a corporation or entity in which the Member, Director, Officer, employee or committee member, as the case may be, has a minority interest and if such a person is a corporation, the corporation is listed on any stock exchange; or
- (e) any employee's contract of employment.

16.4 Exemption for Professional Services

The provisions of Sections 16.1, 16.2, and 16.3 do not apply to either an auditor or lawyer who is retained by the Society for the performance of professional services as an auditor or as a lawyer, and is a Member of the Society.

16.5 Press Releases

The Board will give authority to one or more Directors, Officers or employees of the Society to make statements to the news media or public about matters brought before the Board, and no persons other

than those authorized will make any statements of such nature on behalf of the Society; provided that any such statement has been approved by the Roman Catholic Archbishop of Vancouver.

16.6 Confidentiality Respected, Attendance Restricted

Every Director, Officer, member of a committee of the Board or any employee of the Society will respect the confidentiality of matters brought before the Board or committees of the Board. Except as specifically permitted by these By-laws, no person other than Members of the Society will be entitled to attend any general meeting of the Members and no person other than the Directors and the Superintendents will be entitled to attend any meeting of the Board.

17). INDEMNITY AND PROTECTION OF THE DIRECTORS AND OFFICERS

17.1 Scope of Indemnity

Subject to the provisions of the Act, the Board will cause the Society to indemnify a Director, Officer, former Director or former Officer of the Society, who has acted honestly, in good faith and in the best interests of the Society, and the heirs and personal representatives thereof, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, penalty or fine, actually and reasonably incurred by that person, in a civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a Director or Officer of the Society, including any action brought by the Society.

17.2 Deemed Acceptance

Each Director and each Officer of the Society upon being appointed will be deemed to have contracted with the Society on the terms of the foregoing indemnity.

17.3 Failure does not Invalidate

Subject to the provisions of the Act in respect of indemnification of directors and officers, the failure of a Director or an Officer of the Society to comply with the provisions of the Act or of the Constitution and By-Laws of the Society will not invalidate any indemnity to which that person is entitled under this By-law 17.

17.4 Insurance

The Board may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director or Officer of the Society and the heirs or personal representatives of that person, against any liability incurred as a result of acting in such capacity.

18). RECORD-KEEPING

18.1 The Society will adhere to the record-keeping requirements of the Act, including but not limited to records of:

- certificate of incorporation, certified copies of the Constitution, By-laws, statement of Directors and their addresses
- all other documents provided by the Registrar
- orders regarding the Society (court, tribunal or regulatory)
- register of Directors, including their contact information
- consent to act forms of Directors
- disclosure of interests of Directors

- Register of Members, with contact information
- minutes of Members meetings
- written copies of ordinary and special resolutions
- minutes of Directors meetings
- written copies of Directors resolutions
- financial statements including adequate accounting records for all fiscal years, including record of each transaction materially affecting the financial position of the Society.

19). INSPECTION OF BOOKS

19.1 Availability

The books and records of the Society will be open to the inspection of the Members of the Society and any Member who wishes to make such an inspection will apply in writing to the Secretary of the Board. Upon receipt of such an application, the Secretary of the Board will forthwith bring the same to the attention of the Board which will cause the said books and records to be made available for inspection at such time and place as is reasonably convenient to everyone concerned, not later than one week from the day on which the Secretary of the Board received the said application. The provisions will only apply to:

- (a) records relating to financial transactions of the Society; and
- (b) minutes of all meetings of the Society.

19.2 Records

All records maintained by the Secretary in connection with its services are confidential and are not open to the inspection of the membership in their capacity as Member, except as otherwise permitted herein and as required in the Act.

19.3 No Human Resources Records

Without restricting the rights and responsibilities of the Board in their capacity as Directors, all human resources records are confidential and are not available for the inspection of the membership in their capacity as Members.

20). BY-LAWS

20.1 Copies Provided

On being admitted to membership, each Member is entitled to and the Society will give the Member, without charge, a copy of the Constitution and By-laws of the Society.

<i>References</i>	<i>Approved</i> Board of Directors
	<i>Ratified by</i> AGM
	<i>Date</i>
	<i>Revisions</i> 1 November 2016 (AGM)