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| Durham Christian High School |
| Constitution and By-Laws |
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| June 2021 |
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Constitution and By-Laws

Durham Christian High School

June 2021

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# Definitions

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

**“Act”** means the Corporations Act, Revised Statutes of Ontario, 1990, c.C.38 as from time to time amended, and every statute that may be substituted therefore and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes.

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.

“**Board**” means the Board of Trustees of the Corporation.

“**By-laws**” means these by-laws and all other by-laws and special by-laws of the Corporation.

“**Corporation**” means the Corporation incorporated by Letters Patent issued pursuant to the Corporations Act of the Province of Ontario and named Ontario Alliance of Christian School Societies.

“**Member**” means an individual who has as his or her foundational basis the essence of By-law 1 and who furthermore agrees to pay the annual fees as determined by the Board of Trustees. Approval of a member shall be at the discretion of the board.

“**Meeting of members**” includes an annual meeting of members or a special meeting of members.

“**Majority**” shall mean fifty percent (50%) plus one (1) of the votes cast.

“**Officer**” shall mean any Trustee who is elected by the Board to the office of Chair, Vice-Chair, Secretary, Treasurer or Past Chair.

“**Ordinary** **resolution**” means a formal expression of intention submitted to a meeting of the members of the Corporation and passed at the meeting, with or without amendment by at least a majority of the votes cast.

“**Special resolution**” means a formal expression of intention submitted to a special meeting of the members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment by at least two-thirds (2/3) of the votes cast.

“**Telephonic** or electronic means or other communication facility” means any means other than direct speech or writing by which information or data is transmitted.

“**Trustee**” means an elected member of the Board, who are called directors within the meaning of the Act.

# Table of Contents

[Definitions 3](#_Toc74666063)

[Table of Contents 4](#_Toc74666064)

[Revision History 4](#_Toc74666065)

[By-Law No.1 5](#_Toc74666066)

[Preamble 5](#_Toc74666067)

[Article I – Preserved from Previous Constitution 5](#_Toc74666068)

[Article II – Name 6](#_Toc74666069)

[Article III – Purpose of the Society 6](#_Toc74666070)

[Article IV – Purpose of Education 7](#_Toc74666071)

[By-Law No.2 9](#_Toc74666072)

[Article I - Membership in Society 9](#_Toc74666073)

[Article II – Power of Directors 13](#_Toc74666074)

[Article III – Officers 18](#_Toc74666075)

[Article IV – Finance 21](#_Toc74666076)

[Article V – Dissolution 22](#_Toc74666077)

[Article VI – Amendments 22](#_Toc74666078)

# Revision History

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| --- | --- |
| **Revised** | **Approved by DCHS Membership** |
|  |  |
| April 2010 | Nov. 25, 2010 |
| May 2012 | May 28, 2012 |
| September 2014 | November 27, 2014 |
| May 2020 | June 4, 2020 |
| June 2021 | November 2021 |
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### A By-Law relating generally to the Constitution of Durham Christian High School

# By-Law No.1

## Preamble

Believing that it is our duty and privilege as Christian parents to provide Christian education for our children and believing that this can best be accomplished by concerted action, we do hereby make and adopt the following article of association to with:

## Article I – Preserved from Previous Constitution

This article is preserved from Articles 2, 3 and 10 of the previous version of the constitution to honour the requirements of Article 10 - Amendments and is not subject to change.

### Basis (Former Article 2)

The supreme standard of the Association for secondary education is the scripture of the Old and New Testaments, which are the infallible word of God, as interpreted by the Reformed Standards (e.g. Belgic Confession, Heidelberg Catechism, Canons of Dort, and the Westminster Confession and Catechism), revealing among other things, ordering principles intensely relevant to education. This basis allows for the following principle guidelines for Christian education: Since God mandates man to bring the whole Word of God to bear in all its power upon education, we believe:

1. human life in its entirety is religion, for God created man to serve Him everywhere, and requires us to educate our children for His service;
2. the Bible as the written Word of God is the Truth by which the Holy Spirit enlightens our understanding of God, ourselves and the world, and the infallible authority by which He directs and governs all our activities, including the education of our children;
3. since the world, in its origin, gracious preservation and ultimate restoration, is the work of the Triune God, and the glorification of His name its purpose, we can understand the world rightly only in its relation to Him;
4. man was created in the image of God to enjoy covenantal fellowship with his Creator and to reflect in his person and works the excellences of his Maker, and was to exercise dominion over the world in strict and loving obedience to God and to interpret all reality in accordance with His design and law;
5. sin is disobedience of God's law and that man, by sinning, forsook his office and task, estranged himself from God and his neighbour, and brought God's curse upon the creation. As a result, man has become corrupt in heart and blind to the true meaning of life and represses and misuses the knowledge of God which confronts him in creation and in Scripture;
6. Jesus Christ, our living Lord, of Whom the Scriptures testify, has reconciled the world to God and redeems our life in its entirety. Through His Spirit He renews our hearts to love God and our neighbor and redirects our understanding to rightly know God, ourselves and the world;
7. the kingship of the Lord Jesus Christ encompasses all spheres of life, and this makes education possible and meaningful. In obedience to Christ, we reject every attempt to withdraw any area of life from the divine commandment to love the Lord with all our heart and mind;
8. the purpose of Christian education is to direct and guide the child to commit their heart to Christ, to attain to understanding, wisdom and righteousness, and to perform his competent and responsible service to the Lord in church, state and society;
9. God has given parents the responsibility to nurture and educate their children. Therefore, parents should establish and maintain schools;
10. the child entrusted by God to parents, needs ordering, correction and instruction. Children of the Christian home are a heritage of the Lord and share in the promises and the demands of the covenant. Hence, they ought to receive Christian education;
11. the Christian school is an institution established and controlled by an association of Christian believers, which functions in education through total and voluntary submission to Christ;
12. the teacher, as servant of God, exercises authority in the performance of his/her office in educating the child in the school;
13. the curriculum of the Christian School is the medium through which the child is oriented to a life in Christ and helped in his/her strife to meet the purpose of its creation.

### Purpose (Former Article 3)

The Association's purpose is the establishment and maintenance of a school for secondary education in accordance with the basis of this Association.

### Amendments (Former Article 10)

This constitution may be amended by two-thirds vote of those present at any general membership meeting of the Association provided that notice as set forth in Articles 4, Section 7 has been sent to each member. Articles 2, 3, and 10 of the constitution are not subject to change.

## Article II – Name

This organization shall be known as the DURHAM CHRISTIAN HIGH SCHOOL, hereinafter referred to as the Society.

## Article III – Purpose of the Society

The purpose of the society is to maintain a school for the daily instruction of our children, such instruction to be directed toward the end that these children may occupy their places worthily in society, church and state.

### The Bible

We believe the Bible to be the written Word of God, by which the Holy Spirit enlightens our understanding of God, ourselves, and the world. We believe that the Bible is the infallible authority by which He directs and governs all our activities, including the education of our children.

### God

We believe in one God: creator of all, holy, and sovereign, existing in three equal Persons, the Father, the Son, and the Holy Spirit. This only true and living God has revealed Himself in the Bible, in Christ Jesus, and in His creation.

### Christ

We believe in the deity of the Lord Jesus Christ, in His existence with the Father, in His virgin birth, sinless life, bodily resurrection, substitutionary death, ascension, and personal bodily return; that He is Lord.

### The Holy Spirit

We believe in the deity of the Holy Spirit who convinces of sin, of righteousness, and of judgment; who regenerates, sanctifies, illuminates, comforts those who believe in Jesus Christ, and empowers His people individually and together to fulfill their gospel and cultural mandate.

### Creation

We believe that the world, in its origin, gracious preservation and ultimate restoration, is the work of the Triune God. Since the glorification of His Name is its purpose, we can understand the world rightly only in its relation to Him.

### Humankind

We believe that all people have been created by God in His image to be stewards of His creation and to enjoy fellowship with the Creator. Furthermore, all people, given special gifts far above any other creature, received the responsibility to be over all things in accordance with God’s will and to His honour and glory.

### Salvation

We believe that salvation is by the sovereign grace of God; that by the appointment of the Father, Christ voluntarily suffered and died, paying the penalty for our sins; that justification is by faith alone in the sufficient sacrifice and resurrection of the Lord Jesus Christ.

### The Second Coming

We believe in the bodily resurrection of the just and the unjust; the eternal punishment of the lost; and the eternal blessedness of the saved.

## Article IV – Purpose of Education

We believe that the purpose of Christian education is to work in partnership with home and church in guiding the child to commit his/her heart to Jesus Christ and to see all of life—physical, emotional, mental and spiritual, both in and out of school—with its disciplines, virtues, relationships: and a world outlook from God’s point of view as revealed in the Word of God.

### School

We believe the school is an educational institution established and directed by an association of Christian believers; therefore the educational principles must be distinctively Biblical in emphasis and character. The school possesses the freedom to function in education in total and voluntary submission to Christ and is not subject to any church organization.

### Life

We believe that life should be an inner attitude and outward demonstration of total commitment to God. Such a Spirit filled life is characterized by loving God and your neighbours with all your heart. We believe that God created man to serve Him totally, and requires us to educate our children for His service.

### Parents

We believe that God in His infinite wisdom has given parents the prime responsibility to teach their children to know and love the Lord in all righteousness, nurture, train, and educate their children. Therefore, parents should establish and maintain Christian schools.

### Child

We believe that the child, entrusted by God to parents, needs structure, correction, and instruction. Children of the Christian home are a heritage of the Lord and share in the promises and the demands of Christ’s covenant with His people. Hence, they ought to receive Christian education.

### Teacher

We believe that the teacher is responsible to God and also to the parents, through the board, for the performance of his/her office of educating the child in the school. As a servant to the students, the teacher is accountable to be an example of mature Christian behaviour.

### Christian Unity

We believe that based on love as defined in the Bible, and because of the unique nature of a non-denominational school, that harmony and unity are fundamental to the goals of the school.

### A By-Law relating generally to the transaction of the affairs of Durham Christian High School

# By-Law No.2

## Article I - Membership in Society

### Membership

* 1. Each person, eighteen years of age or older who complies with the requirements set forth in this and other Bylaws of the Society shall be approved, subject to discretion of the directors of the Society, to be a member of the Society (hereinafter called a “member”). There shall be one class of membership. Membership includes the privilege of voting at meetings of the Society and eligibility for the board of directors. Membership also includes the continued obligation of readiness to participate in the activities of the Society.

### Application for Membership

* 1. All applicants for membership shall file an “Application for Membership” with the Membership Committee indicating their agreement with the basis, principle guidelines and purpose of the Society, as expressed in the Objects of the Society and By-law #1. The Membership Committee shall process the “Application for Membership” according to procedures established by the directors of the Society. If there is no Membership Committee, its duties pursuant to this By-law shall be performed by the directors of the Society.

### Admission of Members

* 1. Upon being notified by the Membership Committee, or the directors, that he/she is eligible for membership, the applicant shall forthwith be admitted to membership upon payment of the appropriate dues.

### Resignation

* 1. Any member may resign by filing a written resignation with the Board but such resignation shall not relieve the members so resigning of the obligation to pay any dues, or other charges accrued, unpaid or pledged.

### Termination of Membership

* 1. A membership in the Society is terminated when:

1. the member dies,
2. a member fails to maintain any qualifications for membership described in these by-laws;
3. the member resigns by delivering a written resignation to the chair of the board of the Society in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the by-laws;
5. the member’s term of membership expires; or
6. the Society is liquidated or dissolved under the Act.
   * 1. **Effect of Termination of Membership** – Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.
     2. **Discipline of Members** – The board shall have authority to suspend or expel any member from the Society for any one or more of the following grounds:
7. violating any provision of the bylaws or written policies of the Society;
8. carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion;
9. for any reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.
   * 1. **Appeal of Suspension** – In the event that the board determines that a member should be expelled or suspended from membership in the Society, the president, or such other officer as may be designated by the board, shall provide twenty (20) days’ notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make write submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board’s decision shall be final and binding on the member, without any further right of appeal.

### Membership Fees

* 1. A membership fee for members shall be set by the directors of the Society from time to time. The payment of such membership fees shall entitle the member to receive the Society’s information and to vote at meetings of members. There are no other benefits receivable by the member for the payment of the membership fees. The Secretary or Treasurer shall notify the members of the fees at any time payable by them.

### Annual Meetings

* 1. Annual meetings of members shall be held at such place and at such time as the directors may determine for the purpose of hearing and receiving the reports and statements required by the Act to be read and laid before the members at any annual meeting, electing directors, appointing an auditor and authorizing the directors of the Society to fix the auditor’s remuneration.

### Special Meetings

* 1. The directors of the Society may at any time and from time to time call a special meeting of members of the Society to be held at such time and at such place as the directors determine. The phrase “meeting of members” wherever it occurs in this bylaw shall mean and include the annual meetings of members and any special meetings of members.

### Request for Meeting

* 1. The directors of the Society must call a special meeting of the members if they are asked to do so by a written request signed by at least 10% of the members of the Society.

### Notice of Meetings

* 1. No public notice or advertisement of any meeting of members shall be required, but notice of the time and place of each such meeting shall be given by any means authorized by the directors of the Society, not less than ten (10) days nor more than fifty (50) days before the day on which the meeting is to be held, to the auditor, the directors and to each member. Notice of a special meeting of members shall state or be accompanied by a statement of the nature of that special business in sufficient detail to permit the member to form a reasoned judgment thereon; and the text of any special resolution or bylaw to be submitted to the meeting.

### Reports to Members

* 1. Subject to the provisions of the Act, a copy of the financial statements for the period that began immediately after the end of the last completed financial year and ended not more than (6) months before the annual meeting, a copy of the auditor’s report and any further information respecting the financial position of the Society and the results of its operations required by the bylaws shall be provided by various means to each member not less than ten (10) days before such meeting.

### Persons Entitled to be Present

* 1. Persons entitled to attend a meeting of members shall include members, and the auditor of the Society. Any other persons may be admitted by invitation of the Chair of the meeting.

### Quorum

* 1. A quorum for the transaction of business at any properly constituted meeting of members shall consist of those members in attendance at the meeting.

### Right to Vote

* 1. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

### Absentee Ballots

* 1. Voting by absentee ballots shall be permitted. Absentee ballots:

1. shall be on a form obtained from the office of the directors of the Society, which shall be available when notice of the meeting is distributed;
2. must be signed by a member;
3. must be in a sealed envelope;
4. are to specify the resolution(s) and are valid only for the stated resolution(s).

### Scrutinizers

* 1. At each meeting of members one or more scrutinizers may be appointed by the Chair or by a resolution of the meeting to serve at the meeting.

### Votes to Govern

* 1. At all meetings of members every question (except amendments to bylaws) shall be decided by the majority of the votes duly cast on the question.

### Show of Hands or Voice Vote

* 1. Every question shall be decided by a show of hands or voice vote unless the members request otherwise. Election for directors of the Society shall be done by ballot.

### Tie Votes

* 1. In case of a tie vote at any meeting of members, the issue shall be considered defeated; the Chair shall not be entitled to a deciding vote.

## Article II – Power of Directors

* 1. The directors of the Society shall manage or supervise the management of the activities and affairs of the Society.

### Duties of the Directors of the Society

* 1. Without limiting the generality of paragraph 2.1 above, the directors of the Society shall:

1. determine Society policies in harmony with the Objects and Bylaws, including, without limitation, respecting the:
   * admission of students for enrolment, and for the suspension or expulsion of students;
   * and the recruitment, hiring and termination of administrative, teaching and other staff,
   * and to supervise the administration of such policies by the administration of the Society, and/or by committees established by the directors for that purpose;
2. employ and appoint administrators and other personnel qualified to carry out the programs and policies of the Society;
3. devise ways and means of obtaining the necessary funds for carrying out the programs and policies of the Society and determining how these funds shall be disbursed;
4. assure itself that the programs and policies of the Society are faithfully carried out;
5. appoint out of its membership such committees, as it may deem necessary for the performance of its duties;
6. enter into any arrangements with any authorities, federal, provincial, municipal, or otherwise, including agreements for affiliation or federation with any other school, college or university that may seem conducive to the Society’s objects or any of them and to obtain from any such authority any rights, privileges and concessions which the Society may think it desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
7. ensure that all necessary books and records of the Society required by the bylaws of the Society or by an applicable statute or law are regularly and properly kept.

### Number of Directors and Quorum

* 1. Subject to the bylaws of the Society, the number of directors of the Society shall be that number of directors determined from time to time by special resolution of the members, or if a special resolution of the members empowers the directors to determine the number, by resolution of the directors. A majority of the number of directors shall constitute a quorum at any meeting of the directors. Notwithstanding vacancies, the remaining directors may exercise all the power of the directors of the Society so long as a quorum of the directors of the Society remains in office.

### Qualifications

* 1. Each director shall be eighteen (18) or more years of age and shall be an individual as defined by the Act and must be a member in good standing of the Society.

### Residents of Canada

* 1. Directors of the Society shall be ordinarily resident in Canada.

### Election and Term

* 1. Directors shall be elected by ballot from the slate of nominees presented to the members by the board of directors at the annual meeting of the Society and become official members of the board of directors of the Society immediately.

The term of office of the directors of the Society shall be for three (3) years. A director may serve an additional one (1) year terms for a maximum of 2 additional years, each additional year requiring the approval of the Society. In order that the board members may be retired in proper succession, the terms of office shall be spaced so that no more than one-third of the directors retire in any one year.

### Eligibility of Directors

* 1. In order to be eligible to be a director of the Society, a person:

1. must have been, or is currently, a member of the Society in good standing
2. must not be under 18 years old;
3. must not have been found incapable of managing property under federal or provincial statutes;
4. must not have been found incapable by any court in Canada or elsewhere;
5. must not have the status of bankrupt;
6. must not be an “ineligible individual” as defined in the Income Tax Act.

### Removal of Directors

* 1. The office of a director shall be automatically vacated if:

1. a director shall resign his/her office by delivering a written resignation to the Corresponding Secretary of the Society;
2. at a special meeting of the members of the Society a resolution is passed by ordinary resolution that such director be removed from office immediately;
3. on death of a director;
4. a director ceases to be a member of the Society;
5. a director fails to attend 3 consecutive meetings without acceptable notice;
6. becomes ineligible under any of the points listed in eligibility of directors.

### Vacancies

* 1. Vacancies on the board of directors, however caused, so long as quorum of the directors remains in office, may be filled by appointment by the board of directors from the members of the Society, until the next meeting of the members. Such appointment shall be ratified at the next meeting of the members. The new director shall serve for the unexpired term of their predecessor and may be re-elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancies. If they fail to call a meeting of the members or if there are no directors remaining in office, a meeting may be called by any member.

### Calling of Meetings

* 1. Meetings of the directors of the Society shall be held from time to time, not less than 6 per year, at such place, at such time and on such day as the President or Vice-President or any two (2) directors may determine, and the Secretary shall call meetings when directed or authorized by the President or Vice-President or by any two (2) directors. Notice of every meeting so called shall be given by any of the means authorized by the directors to each director not less than forty-eight hours (excluding any part of a Saturday, Sunday or holiday as defined by the Legislation Act (Ontario) for the time being in force (“holiday”) before the time when the meeting is to be held and, subject to the Act, such notice may, but need not, specify the purpose of or the business to be transacted, save that no notice of a meeting shall be necessary if all the directors are present, and do not object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Emergency meetings shall be called at the discretion of the President with the timing of such meeting to be determined by the President.

### Place of Meeting

* 1. Meetings of the directors of the Society may be held at the registered office of the Society or at any other place within the County of Canada.

### Participation by Telephone

* 1. With the unanimous consent of all the directors of the Society present at or participating in a meeting, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a director participating in such a meeting by such means is deemed to be present at that meeting. If a majority of the directors participating at a meeting held as herein provided are then in Canada the meeting shall be deemed to have been held in Canada.

### Votes to Govern

* 1. At all the meetings of the directors of the Society, every question shall be decided by a majority of the votes cast on the question and in case of any equality of votes, the Chair of the meeting shall have a deciding vote. A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors is as valid as if it had been passed at a meeting of directors or a committee of directors.

### Remuneration of Directors

* 1. The directors shall receive no remuneration for being a director and no director shall directly or indirectly receive any profit from occupying the position of director. A director may be reimbursed for reasonable expenses incurred in the performance of his/her, provided such expenditures have been pre-approved by the directors of the Society.

### Indemnity of Directors

* 1. Every director or officer of the Society or other persons who has undertaken or is about to undertake any liability on behalf of the Society and their heirs, executors, administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

1. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or things whatsoever made, done or committed by them in or about the execution of the duties of office or respect of any such liability;
2. all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof, provided such director or officer acted honestly and in good faith with a view to the best interests of the Society and, if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, such director or officer had reasonable grounds for believing that his conduct was lawful.

### Declaration of Interest

* 1. Every director or officer of the Society who:

1. is a party to a material contract or transaction or proposed material contract or transaction with the Society; or
2. is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Society shall disclose, at the times provided by the Act, to the Society or request to have entered in the minutes of the meetings of the directors the nature and extent of his/her interest. Subject to the Act, a director to whom the foregoing applies shall not attend any part of a meeting of the directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.

### Charitable corporations

* 1. No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.
  2. Every director and officer of the Society in exercising his/her powers and discharging his/her duties shall act lawfully, honestly and in good faith with a view to the best interests of the Society; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Society shall comply with the Act, the regulations, bylaws, board policies and any decisions made at a duly called meeting of the members.

### Insurance for Directors and Officers

* 1. The Society may purchase and maintain insurance for the benefit of current and former directors or officers of the Society, against any liability incurred by them in their capacity as a director or officer of the Society, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Society.

## Article III – Officers

### Elected Officers

* 1. The directors of the Society may from time to time designate the offices of the Society, appoint officers, specify their duties and subject to the Act, delegate to them powers to manage the business and affairs of the Society. A director may be appointed to any office of the Society and the same person may hold two or more offices of the Society. In the absence of a written agreement to the contrary, the directors of the Society may remove at their pleasure any officer of the Society. The directors of the Society shall settle the terms of office from time to time. Unless otherwise from time to time specified by the directors of the Society the offices of the Society, if so designated, and the offices so appointed shall have the following duties and powers.

### President

* 1. The President shall preside at and chair all meetings of the members and of the directors of the Society and shall be charged with the general supervision of the business and affairs of the Society and enforce the provisions of the bylaws. The President shall be appointed from amongst the directors. The President may attend meetings of all committees, but shall not have voting privileges, as such.

### Vice-President

* 1. During the absence or inability of the President, the duties may be performed and powers may be exercised by the Vice-President. They shall also perform such duties and exercise such powers as the President may from time to time delegate to them or the board may prescribe. In the absence of the President and Vice-President, a chairperson shall be appointed by the directors of the Society for meetings occurring during their absence.

### Secretary

* 1. The Secretary shall give, or cause to be given, all notices required to be given to members, directors and members of committees; they shall attend all meetings of the directors and of the members and shall enter or cause to be entered in book kept for that purpose minutes of all proceedings at such meetings; they shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Society and of all books, papers, records, documents and other instruments belonging to the Society. The Secretary shall process all correspondence and keep the Chair informed about correspondence received.

### Treasurer

* 1. The treasurer shall ensure that full and accurate books of account are kept and in which shall be recorded all receipts and disbursements of the Society and, under the direction of the directors of the Society, shall control the deposit of money, the safe keeping of securities and the disbursement of the funds of the Society; they shall render to the directors of the Society at the meetings thereof, or whenever required of them an account of all transactions as Treasurer and of the financial position of the Society.

### Any Other Officers

* 1. The duties of all other officers of the Society shall be such as the terms of their engagement call for or the directors of the Society requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the directors of the Society otherwise directs.

### Variation of Duties

* 1. From time to time the board may vary, add to or limit the powers and duties of any officer or officers.

### Agents and Attorneys

* 1. The directors of the Society shall have power from time to time to appoint agents or attorneys for the Society in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

### Standing Committees

* 1. The directors of the Society may establish such Standing Committees as they determine necessary from time to time.
  2. The number of members for each Standing Committee and the mandate of such Standing Committee shall be determined by the directors from time to time. Standing committees may also be dissolved at the discretion of the directors.
  3. Members on such Standing Committee shall serve without remuneration; provided that a committee member may be paid reasonable expenses incurred by them in the performance of their duties.
  4. The directors of the Society may appoint members to the Standing Committees in such number and for such terms as the directors may determine.
  5. The Chairperson of each Standing Committee shall be appointed from amongst the membership of a particular Standing Committee either by the directors or by the membership of the committee at the first meeting of the Standing Committee during each year. The Chairperson may be but need not be a director of the Society.
  6. The specific duties of each Standing Committee shall be:

1. fulfill the mandate as approved by the directors;
2. keep minutes of each meeting;
3. prepare regular reports for the directors;
4. prepare an annual budget for presentation to the directors, if required by the directors.
   1. Standing Committees shall meet at such times as determined by the Chairperson of the committee, subject to the requirements of the mandate.
   2. The procedures to be adopted during the meetings of each Standing Committee shall be the same as those set out herein for the Board of Directors with modifications as necessary.
   3. The directors may remove any member from any Standing Committee for any reason by resolution of the directors and may fill such vacancy by appointment.

### Special Committees

* 1. The directors may appoint such Special Committees as may be necessary, having such power and authority as may be appropriate, whose members will hold office at the will of the Board of Directors. The directors shall determine the duties of Special Committees.
  2. The appointment of a Chairperson of such a Special Committee shall be determined by the Directors. Members of such Special Committees shall serve without remunerations, provided that such committee member may be paid reasonable expenses incurred by them in the performance of their duties.
  3. The number and time of meetings of such Special Committees shall be determined by the Chairperson of such Special Committee subject to the requirements of the mandate.
  4. All Special Committees shall report to the directors, unless otherwise stipulated by the directors.
  5. The procedures to be adopted during meetings of each Special Committee shall be the same as set out herein for the Board of Directors with modifications as necessary.
  6. The directors may remove any member from a Special Committee for any reason upon Resolution and may fill the vacancy by appointment.

## Article IV – Finance

* 1. The directors may from time to time,

1. borrow money,
2. charge, hypothecate, mortgage or pledge any or all the real or personal property, including books debts and unpaid calls, rights, powers, undertaking and franchises of the company to secure any bonds, debentures, debenture stock or other securities or any liabilities of the society.
   1. The directors may from time to time authorize any director or directors, officer or officers, employee of the society, or any person or persons, whether connected with the society or not, to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with the power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remain due by the society as the directors of the society may authorize, and generally to manage, transact and settle the borrowing of money by the society.
   2. The directors may from time to time authorize any director or directors, officer or officers, employee of the society or other person or persons, whether connected with the society or not, to sign, execute and give on behalf of the society all documents, agreements and promises necessary or desirable for the purpose aforesaid and to raw, make accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments, and the same and all renewable thereof or substitutions therefore so signed shall be binding upon the society.
   3. The power hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purpose of the society possessed by its directors or officers independent of a borrowing bylaw.
   4. The members shall decide on the erection, purchase or sale of a school building or buildings. This decision has to take place by special resolution.

## Article V – Amendments

This constitution may be amended by two-thirds vote at any regular meeting of the Society provided that two weeks’ notice has been sent to each member stating the desired change.

## Article VI – Dissolution

In case of dissolution of the Society the property and moneys belonging to the organization shall be donated after liquidation to such a Christian educational charitable cause as the organization may determine.