

ORANGEVILLE CHRISTIAN SCHOOL SOCIETY



CONSTITUTION & BY-LAWS

Revised 2009

Preamble

Believing it is our duty and privilege as Christian parents and community to provide Christian day school education for our children, we the undersigned resolve to work diligently toward the building and maintenance of such a school. We believe that such education is grounded in the Lordship of Jesus' rule in both creation and redemption. Only through such education can our children receive the proper preparation to carry out the mandate given to man in the beginning to exercise dominion over all the earth, and to show forth the greatness of God and the redeeming power of Christ to all mankind.

Article I - Name

Orangeville Christian School Society.

Article II - Basis

The basis of the Society is the Bible, which is the word of God.

Article III - Principle Educational Guidelines

We believe that the Lord God, by graciously giving us the scriptures, has revealed to His people ordering principles intensely relevant to education, and mandates man to bring the whole word of God to bear in all its power upon education. Therefore we confess:

1. **Life:**
That human life in its entirety is religion, for God created man to serve Him everywhere. He requires us to educate our children for this purpose.
2. **Bible:**
That the Bible as the written Word of God is the Truth by which the Holy Spirit enlightens and renews our understanding of God, ourselves, our fellowman, and the world, and is the infallible authority by which He directs and governs all our activities, including the education of our children.
3. **Creation:**
That the world in its origin, gracious preservation and ultimate restoration, is the work of the Triune God with the glorification of His name as its purpose. Therefore, the world can only be understood rightly in its relationship to him.
4. **Human Kind:**
That humans, (and therefore also the child), was created in the image of God to enjoy covenant fellowship with his Creator and to reflect Him in his person and works. He was commanded to exercise dominion over the world in strict and loving obedience to God, and to interpret all reality in accordance with His norms.
5. **Sin:**
That sin is disobedience to God's will and that, in Adam, man by sinning forsook his office and task, estranged himself from God and his neighbour, and brought God's curse upon creation. As a result, man has become corrupt in heart, and blind to the true meaning of life. Consequently, man represses and misuses the knowledge of God which confronts him in creation and Scripture.
6. **Christ:**
That Jesus Christ, our living Lord, who is truly God and fully man, of whom the Scriptures testify, has reconciled the world to God and redeemed our life in its entirety. Through his Holy Spirit, he reviews our hearts to love God and our neighbour, and redirects our understanding to know rightly God, ourselves, and the world.
7. **Kingdom:**
That the kingdom of God encompasses all of life. Christ as the ruler of this kingdom makes life, including education, possible and meaningful. In obedience to Christ, we reject any attempt to withdraw any area of life from the divine commandment to love the Lord with all our heart and mind.
8. **Purpose of Education:**
That the purpose of Christian Education is to develop within the child a discerning mind, and to direct and guide his/her growth in Truth so that he/she may be better equipped to live the Christian life in God's world.
9. **Parents:**
That God has given parents the privilege and responsibility to nurture and educate their

children. Therefore, Christian parents ought to enrol their children in, and provide for, a school which provides God-centered learning.

10. **The Child:**

That the child, entrusted by God to parents, needs guidance, correction, and instruction. Children of believing parents share in the promise of the covenant, and as such, are entitled to Christian Education.

11. **Teachers:**

That teachers fulfill a parental responsibility while educating the child in the school with an authority and calling from God. Teachers are accountable to God and to the Christian school community in the exercise of their unique pedagogical responsibility within the classroom.

12. **The Christian School:**

That the Christian School is a faithful response of all believers to God's covenant promises and demands addressed to the whole Christian community. In accordance with legitimate standards and provisions, such schools possess the freedom to function in education in complete and voluntary submission to Christ.

Article IV - Purpose

The purpose of the Association is to establish and maintain Christian Schools for the daily instruction of the children of the community and surrounding area. Such instructions are to be in accordance with Article II and III.

Article V - Membership

The membership of the Association shall consist of all persons who:

- a) indicate agreement with Article II, III and V of this constitution
- b) have attained the age of 18 years
- c) have paid their membership fee

Article VI - Board of Trustees

The affairs and business of the society shall be conducted by a board of trustees consisting of at least six (6) members to be chosen as provided in the by-laws of the society.

Article VII - Duties of the Board of Trustees

The Board of Trustees shall perform the following duties:

- a) to determine school policies in harmony with the principles and purposes of the Society;
- b) to engage a principal and teaching staff who are qualified to carry out the educational programme and policies of the school;
- c) to devise ways and means of obtaining the necessary funds for operating the school and determine how these funds shall be distributed;
- d) to harmonize the curriculum of the school as much as possible with the regulations set forth by the Ontario Ministry of Education provided such regulations do not conflict with the principles and purposes of the Society;
- e) to propagate the cause of Christian education in the district by means of public meetings, distribution of literature, and to promote this cause in general through the Ontario Alliance of Christian Schools and Christian Schools International;

- f) To appoint the Committees annually, as provided in the by-laws and such other Committees as the Board may deem necessary and designate the Chair of such Committees.

Article VIII - Officers of the Board

The officers of the society shall be a President, Vice-President, and Secretary. They shall be elected by the Board of Trustees from among their own membership at the first board meeting following each annual spring meeting. (Amended Spring 1999)

Article IX - Meetings

1. The society shall hold two (2) stated meetings each year, one in the spring and one in the fall. The time and place for these meetings shall be determined by the board.
2. At the regular spring meeting of the society, the Board of Trustees shall render reports concerning the activities of the society, deliver a well prepared financial statement over the first six (6) months of the financial year, present a budget for the ensuing year and call the attention of the society to such other matters as the Board may deem necessary.
3. At the spring meeting, the Board of Trustees shall present nominations for the vacancies in the Board of Trustees, render reports on the activities of the society, deliver a well prepared statement of the finances of the previous financial year, and call the attention of the society to such other matters as the Board may deem necessary. (amended May 30, 1994)
4. The Board of Trustees shall notify the members at least ten (10) days in advance of the meeting.
5. Special Meetings - The board, the president, the vice-president or the board pursuant to a petition signed by not less than twenty (20) members and presented to the board, shall have power to call a special meeting of members at any time.

Article X - Finances

The funds necessary for the operation of the Association and the school maintained by the Society shall be obtained primarily from the dues and other assessments paid by the members from donations, and from fees paid by the parents of children attending the school. The annual dues and fees shall approximate as nearly as possible the annual cost of operating the school. To the extent that the annual dues and fees are insufficient to meet the budget in any year, the deficit shall be raised by special assessments from members, donations, church offerings, fund drives, gifts from persons and other organizations and by other means consistent with the purpose and character of the Association.

Until changed by resolution of the Board, the financial year of the Society shall end on the 31st day of August in each year.

Article XI - Dissolution

The Society cannot be dissolved except upon a proposal of the Board of Trustees and a two-thirds majority vote at a general meeting of the Society which has been called together to consider this proposal. In case of such dissolution, the property and monies belonging to the organization shall be donated after liquidation to such a Christian educational cause in Canada according to terms agreed to by Orangeville Christian School Society on April 2, 2001. (See Appendix)

Article XII - Amendments

This constitution may be amended by a two-thirds majority vote at any general meeting of the society, provided that two (2) weeks' previous notice has been sent to each member stating the desired change. Articles II, III and XII of this constitution are not subject to change.

Article XIII - Interpretation

The Board of Trustees shall have power to interpret and construe this constitution and all by-laws, rules and regulations adopted pursuant thereto in all cases where the interpretation or construction thereof shall be called into question. The decision of the Board shall be final, subject to the right of any aggrieved member to take an appeal to the next general meeting. The appeal must be submitted in writing to the Board at least thirty (30) days prior to the date of such meeting. A two-thirds majority vote of the members present will be necessary to alter the decision made by the Board.

By Law No. 1

A by-law relating generally to the transaction of the affairs of the Orangeville Christian School Society.

BE IT ENACTED as a by-law of Orangeville Christian School Society

Section One

Interpretation

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

“**Act**” means The Corporations Act (Ontario), and any Act that may be substituted therefore, as from time to time amended;

“**board**” means the board of directors of the Society;

“**by-laws**” means this by-law and all other by-laws of the Association from time to time in force and effect;

“**Articles of Society**” means the Articles of incorporation of the Society as from time to time supplemented;

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

“**meeting of members**” includes an annual or other general meeting of members and a special meeting of members;

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

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

“**Society**” means Orangeville Christian School Society incorporated by Articles of Society under the Act;

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

Section Two

General Provisions

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

Section Three

Directors

3.01 **Number of Directors and Quorum** Until changed in accordance with the Act, the board shall consist of six (6) directors of whom three (3) shall constitute a quorum for the transaction of business.

3.02 **Qualification** No person shall be qualified for election or appointment as a director if he is an undischarged bankrupt: if he is mentally incompetent or incapable of managing his affairs; or he has not attained 18 years of age. A director shall be a member of the Society throughout his term of office. A person shall automatically cease to be a director if he ceases to be a member in good standing of the Society.

3.03 **Consent** No election or appointment of a person as a director shall be effective unless (a) he consents in writing to act as a director before his election or appointment or within 10 days thereafter, or (b) he was present at the meeting when he was elected or appointed and did not refuse at that meeting to act as a director.

3.04 **Election and Term** The directors of the Society shall be elected and shall retire in rotation in the following manner, that is to say, at the first meeting of members for the election of directors, two (2) directors shall be elected to hold office for a term of three (3) years from the date of their election or until the third annual meeting of members after such date, whichever first occurs, two (2) for a term of two (2) years from the date of their election or until the second annual meeting, whichever first occurs, and two (2) for a term of one (1) year from the date of their election or until the next annual meeting after such date, whichever first occurs, and thereafter at each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office for a term of three (3) years or until the third annual meeting after his election, whichever first occurs. Directors, if qualified, shall be eligible for re-election. The election shall be by ballot. If an election of directors is not held at the proper time, the directors shall continue in office until their successors are elected.

3.05 **Removal of Directors** The members of the Society may, by resolution passed by at least two-thirds of the votes cast thereon at a meeting of members called for that purpose, remove any director before the expiration of his term of office and may by a majority of votes cast at such a meeting, elect any person in his stead for the remainder of his term.

3.06 **Vacation of Office** The office of a director shall be vacated upon the occurrence of any of the following events: (a) if he ceases to be a member in good standing of the Society; (b) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act; (c) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs; (d) if he shall be removed from office by resolution of the members as provided in section 3.05; or (e) if by notice in writing to the Society he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

3.07 **Vacancies** If a vacancy shall occur in the board, the remaining directors, if constituting a quorum may appoint a qualified person to fill the vacancy for the remainder of the term. In the absence of a quorum the remaining directors shall forthwith call a meeting of members to fill the vacancy. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

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

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

- a) to determine school policies in harmony with the principles and purposes of the society;
- b) to engage a principal and teaching staff who are qualified to carry out the educational programme and policies of the school;
- c) to devise ways and means of obtaining the necessary funds for operating the school and determine how these funds shall be distributed;
- d) to harmonize the curriculum of the school as much as possible with the regulations set forth by the Ontario Ministry of Education, provided such regulations do not conflict with the principles and purposes of the Society;
- e) to propagate the cause of Christian education in the district by means of public meetings, distribution of literature, and to promote this cause in general through the Ontario Alliance of Christian Schools and Christian Schools International;
- f) to appoint the Committees annually as provided in the by-laws and such other Committees as the Board may deem necessary and designate the Chairman of such Committees.

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

3.10 **Calling of Meetings** Meetings of the board shall be held from time to time at such place (subject to section 3.09) at such time and on such day as the board, the president, the vice-president, or any two (2) directors may determine. Notice of the time and place of every meeting so called shall be given in the manner provided in Section Twelve to each director (a) not less than 72 hours before the time when the meeting is to be held if the notice is mailed, or (b) not less than 24 hours before the time when the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication; provided that no notice of a meeting shall be necessary if all the directors in office are present or if those absent waive notice of or otherwise consent to such meeting being held.

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

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

3.13 **Order of Procedure of Meeting** The following order of procedure shall be adhered to at all board meetings:

- a) Prayer and Scripture reading
- b) Roll Call
- c) Approval of the minutes of the previous meeting
- d) Reading of papers and correspondence

- e) Report of the principal
- f) Report of the standing committee
- g) Report of the special committees
- h) Consideration of unfinished business
- i) Consideration of new business
- j) Adjournment and closing prayer.

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

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

3.16 **Conflict of Interest** A director shall not be disqualified by reason of his office from contracting with the Society. Subject to the provisions of the Act, a director shall not by reason only of his office be accountable to the Society or to its members for any profit or gain realized from such a contract or transaction in which he has an interest, and such contract or transaction shall not be voidable by reason only of such interest, provided that if a declaration and disclosure shall have been made and the director shall have refrained from voting as a director on the contract or transaction.

3.17 **Remuneration and Expenses** The directors shall receive no remuneration for acting as such, nor shall they be entitled to be reimbursed for traveling and other expenses except as authorized by the board. Nothing herein contained shall preclude any director from serving the Society in any other capacity and receiving remuneration therefore.

Section Four

Committees

4.01 **Standing Committees** The Board shall each year approve members for, and direct Standing Committees. Specific mandates, committee membership, and reporting procedures are decided upon by the Board, at its discretion, as required.

4.01.01 **Community Relations Committee** - This committee shall:

- a) design/implement activities that promote OCS to the broader community and build and maintain its existing community.

4.01.02 **Contract Partnership Committee** - This committee shall:

- a) encourage a fair and productive work environment for the staff.

4.01.03 **Executive Committee** - This committee shall:

- a) assist the Board to function effectively.

4.01.04 **Program Committee** - This committee shall:

- a) ensure that OCS curriculum and student activities are consistent with the society vision and/or the school's mission.

4.01.05 **Facilities and Maintenance Committee**- This committee shall:

a) encourage stewardly use and maintenance of the OCS facilities.

4.01.06 **Financial Committee** - This committee shall:

a) Ensure that OCS is operated in a fiscally responsible manner.

4.01.07 **Human Resources** Committee – This committee shall:

a) encourage the most effective use of human resources available for the school operation

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

4.03 **Ex-officio Members** The president is an ex-officio member of all standing and special committees and is entitled to receive notice of and to attend all meetings of such committees.

4.04 **Procedure** Unless otherwise ordered by the board, each standing and special committee shall have power to fix its quorum at not less than a majority of its members and to regulate its procedure, but the reports of all meetings shall be made to the board promptly.

4.05 The committees shall serve the board with the advise on matters assigned to them by the By-Laws of the Society or by specific mandate of the board. The committees may make recommendations to the board at their own initiative in their own specific field. The committees shall not finalize action unless specifically mandated by these by-laws or by the board.

Section Five

Officers

5.01 **Election or Appointment** There shall be a president, a vice-president, and a secretary and such other officers as the board may determine by by-law from time to time. The president, vice-president, and secretary shall be elected by the board from among their number at the first meeting of the board after the annual election of directors, provided that in default of such election the then incumbents, being members of the board shall hold office until their successors are elected. The other officers of the Society need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board. (amended Spring 1999)

5.02 **President** The president shall be the chief executive officer of the Society and, subject to the authority of the board, shall have general supervision of the affairs of the Society. The president shall be responsible for the enforcement of the provisions of the Society by-laws, particularly as they relate to the principles and purposes of the Society as defined in the “Conditions of Membership” in Section 7.01.

5.03 **Vice-President** During the absence or disability of the president, his duties shall be performed and his powers exercised by the vice-president. The vice-president shall have such other powers and duties as the board or the president may prescribe.

5.04 **Secretary** The secretary shall attend and be the secretary of all meetings of members, of the board, and of the executive committee and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he/she shall give or cause to be given, as and when instructed, all notices to directors, members, auditors and members of committees of the board; he/she 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 instruments belonging to the Society, except when some other officer or agent has been appointed for that purpose; and he/she shall have such other duties as the board or the president

may prescribe.

5.05 **Duties of Assistants and Other Officers** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board or the president may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the president otherwise directs. (amended Spring 1999)

5.06 **Treasurer** The treasurer shall be appointed by the board and shall keep proper accounting records in compliance with the Act and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society. He shall render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Society, and he shall have such other duties as the board or the president may prescribe. (amended Spring 1999)

5.07 **Variation of Duties** From time to time the board may vary, add to or limit the powers and duties of any officer.

5.08 **Term of Office** The board may remove at its pleasure any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer elected or appointed by the board shall hold office until his successor is elected or appointed.

5.09 **Terms of Employment and Remuneration** The terms of employment and the remuneration of officers elected or appointed by the board shall be settled by it from time to time.

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

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

Section Six

Protection of Directors, Officers and Others

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

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

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

Section Seven

Membership

7.01 **Conditions of Membership** The membership shall consist of such single persons or married couples as are admitted as members to the Society by the board. Prior to admission as a member, each applicant for membership shall acknowledge to the board or to such member or members of the board as are designated for that purpose that he subscribes to the principles and purposes of the Society as described by the letters Patent and by-laws of the Society.

7.02 Appeal can be made from the decision of the board on an application for membership to the general membership of the Society.

7.03 The annual dues and other assessment fees will be determined by the board of directors of the Society and must be approved by the membership. Full membership confers the privilege of voting at the meetings of the society as provided for in the by-laws, and implies as well a readiness to participate in activities entered into by the Society. Associate membership confers all the privileges of the aforementioned excluding the right to vote.

7.04 Enrolment in the school is open to children of parents and guardians who are members of the Society. Any other enrolment is subject to the approval of the board of directors of the Society; which enrolment shall be reviewed annually by the board of directors. Parents or guardians of children enrolled at the school who are not members shall be required to execute a parental agreement and may be assessed fees in excess of fees paid by members.

7.05 Membership in the Society may be terminated by presentation of a written notice to the board. The board may terminate the membership of any person for failure to pay the prescribed fees or dues of the Society, or if in the opinion of the board, the person's membership is detrimental to the purpose and principles of the Society. A member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Society prior to his termination.

7.06 Subject to the by-laws of the Society each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

7.07 **Special Membership** A special membership may be granted by the board to any single person or married couple who have satisfied the board that they are unable to pay any or all dues and fees payable by the membership, but in all other respects such member shall have the same rights and privileges as conferred on any other member.

7.08 **Husband and Wife** For all purposes of the by-laws of the Association a membership held by a husband and wife shall be regarded as a single membership.

Section Eight

Meeting of Members

8.01 **Semi-Annual Meetings** The semi-annual meeting of members shall be held at such time and on such day in the fall and spring of each year as the Board, the President, or the Vice-President may from time to time determine for the purpose of receiving the reports and statements required by the Act to be laid before the semi-annual meeting, receiving a report from and/or appointing the auditors, and for the transaction of such business as may properly be brought before the meeting.

At the semi-annual meeting held in the spring, the directors will be elected.

8.02 **General and Special Meetings** The board, the president, the vice-president or the board pursuant to a petition signed by not less than twenty (20) members and presented to the board, shall have power to call a general or special meeting of members at any time.

8.03 **Place of Meetings** Meeting of members shall be held at the head office of the Association or elsewhere in the municipality in which the head office is situated or, if the board shall so determine, at some other place in Ontario.

8.04 **Notice of Meeting** Notice of the time and place of each meeting of members shall be given in the manner provided in Section Twelve not less than ten (10) days before the date of the meeting to each member. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Society are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

8.05 **Record Date for Notice** The record date for notice shall be the day next preceding the day on which notice is given, and only those persons who are entered in the register of members at that date shall be entitled to notice of any meeting of members.

8.06 **Meetings without Notice** A meeting of members may be held without notice at any time and anyplace permitted by the Act or the Letters Patent or by-laws:

- a) if all the members entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held, and
- b) if the auditors are present or waive notice, or otherwise consent such meeting being held; and at such meeting any business may be transacted which the Association at a meeting of members may transact.

8.07 **Chairperson, Secretary and Scrutineers** The president or, in his absence the vice-president, shall be chairperson of any meeting of members. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote may choose one of their number to be chairperson. If the secretary and the assistant secretary of the Association are both absent, the chairperson shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairperson with the consent of the meeting.

8.08 **Persons Entitled to be Present** The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Society and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or by by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

8.09 **Quorum** A quorum for the transaction of business at any meeting of members shall be not less than twenty (20) members present in person or represented by proxy and entitled to vote at the meeting, provided that in no case shall any meeting be held unless there are at least ten (10) members present in person who are entitled to vote at the meeting.

8.10 **Right to Vote** At any meeting of members, every person shall be entitled to vote who is entered in the records of the Society as a member in good standing at least 24 hours before the meeting.

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

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

8.13 **Votes to Govern** At any meeting of members every question shall, unless otherwise required by the Letters Patent or by by-laws, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to a second or casting vote.

8.14 **Show of Hands** Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of

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

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

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

Section Nine

Financial and Business Matters of the Association

9.01 **Finances** The funds necessary for the operation of the Association and the school maintained by the Society shall be obtained primarily from the dues and other assessments paid by the members from donations, and from fees paid by the parents of children attending the school. The annual dues and fees shall approximate as nearly as possible the annual cost of operating the school. To the extent that shall be raised by special assessments from members, donations, church offerings, fund drives, gifts from persons and other organizations and by other means consistent with the purpose and character of the Association.

9.02 **Financial Year** Until changed by resolution of the board, the financial year of the Society shall end on the 31st day of August in each year.

9.03 **Execution of Instruments** By-laws, membership certificates, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Society by two persons, one of whom holds the office of president, vice-president, general manager or director and the other of whom holds one of the said offices or the office of secretary, treasurer, assistant secretary or assistant treasurer or any other office created by by-laws or the board. In addition the board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

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

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

9.06 **Deposit of Securities for Safekeeping** The securities of the Society shall be deposited for safekeeping with one or more

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

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

Section Ten

Borrowing and Securities

10.01 **Borrowing Power** The board may from time to time, in such amounts and on such terms as it deems expedient:

- a) borrow money on the credit of the Society;
- b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations secured or unsecured) of the Society;
- c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, moveable or immovable, property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Society.

10.02 **Delegation** The board may from time to time delegate to such one or more of the directors and officers of the Society as may be designated by the board all or any of the powers conferred on the board by section 10.01 to such extent and in such manner as the board shall determine at the time of each such delegation.

Section Eleven

The Staff

11.01 The principal and the teachers shall be appointed by the board after careful consideration of their spiritual, academic and physical qualifications. They shall be appointed for such terms and with such conditions as the board may determine to be contained in a written contract.

11.02 All members of the teaching staff must be in complete agreement and subscribe to the purpose and principles of the Society. They must be members of a church whose doctrine is in agreement with these articles, must be scripturally sound in their teaching and must lead exemplary Christian lives.

11.03 The principal and the teachers, as well as the board, shall abide by the terms of the contract entered into by both parties. Subject to the terms of the contract, the board has the authority to dismiss a teacher who proves to be unfit for his/her work, if the instruction or personal life of such teacher conflicts with the principles and purpose of the Society, and such decision of the board shall be final subject to appeal to the membership at a special meeting of the members called for that purpose in accordance with paragraph 8.02 or this By-law.

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

11.05 **School Term** The school term shall be determined by the board and such holidays and vacations shall be allowed as may be decided upon by the board.

11.06 The principal, as expert in all school matters, shall be consulted by the Executive Committee, and the standing committees, whenever feasible.

11.07 The substance of Section Eleven shall whenever feasible, be made a part of all contracts entered into between the teaching staff and the Society.

Section Twelve

Notices

12.01 **Method of Giving Notices** Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her recorded address or if mailed to him/her at his recorded address by prepaid air or ordinary mail, or if sent to him/her at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agent or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him/her to be reliable.

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

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

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

Appendix

Letter from Nicolaas H. Schaafsma passed by Orangeville Christian School Society at its Membership Meeting "Integrated Building Plan" on April 2, 2001. Item (g) of Page H.