

**Constitution of the
Canadian Reformed School Society
of
Fergus-Guelph and District Incorporated**

June 17, 1977

CONSTITUTION

of the
CANADIAN REFORMED SCHOOL SOCIETY OF FERGUS-GUELPH & DISTRICT

for the following objects, that is to say:

- (a) To establish, maintain and conduct in the Township of Nichol and in the City of Guelph...both in the County of Wellington, a school or schools for the general instruction and education of children, on both the primary and secondary levels, in accordance with the infallible Word of God as confessed in the Three Forms of Unity, the Belgic Confession, the Heidelberg Catechism and the Canons of Dort;
- (b) For the objects aforesaid, to construct, improve and maintain buildings or classrooms and to lease buildings or classrooms where necessary and to purchase, take on lease hire or otherwise acquire and hold lands or buildings or any interest therein for the purpose of creating facilities for the instruction and education of children;
- (c) To hire, engage or otherwise secure the services of principals, teachers, instructors or other persons for the promotion and carrying out of any of the objects of the corporation;
- (d) To solicit, receive, acquire and hold gifts, donations, legacies and devises and generally, without limiting the foregoing, to solicit, receive and hold contributions of money and real or personal property for the objects of the Corporation; to sell or convert any such real or personal property into money from time to time; to invest and reinvest any principal in investments authorized by law for the investment of trust funds; and to disburse and distribute such money and property in the furtherance of the objects of the Corporation;
- (e) To consider and discuss all questions affecting the interests of the said school or schools or classrooms; to initiate and watch over and if necessary to promote deputations in relation to general matters affecting the said school, or schools or classrooms; to originate and promote improvements in the general welfare in the said school or schools or classrooms; and to take such other steps and proceedings as may be deemed expedient in that behalf;
- (f) To establish, undertake, superintend and administer a fund or scholarships for the purpose of assisting persons from the said school or schools or classrooms in such manner as the Corporation may determine;
- (g) To make grants and awards of scholarships for meritorious achievements or otherwise; and
- (h) To enter into any arrangement with any authorities, federal, provincial, municipal, local or otherwise, including agreements for affiliation or federation with any other school, college or university, that may seem conducive to the Corporation's objects or any of them and to obtain from any such authority any rights, privileges and concessions which the Corporation may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions;

THE OFFICE of the Corporation to be situate in the said Township of Nichol: and

THE FIRST DIRECTORS of the Corporation to be Mac Van Grootheest, Hendrik Eise Moesker, Harry De Witt, Herman Van Veen, Paul Wing-Nich Chong, Harry Bouwman, Klaas Sikkema, John San Knecht and John Derk Gansekoele;

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

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that, in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of liabilities shall be distributed to one or more registered charitable organizations in Canada, which adhere to the doctrine expressed in the standards of the Canadian Reformed Churches as accepted within the federation of the said Churches as at the date of incorporation of the Corporation;

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

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

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the directors of the Corporation shall be elected and shall retire in rotation in the following manner, that is to say, at the first meeting of members for the election of directors three (3) 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, three (3) for a term of two (2) years from the date of their election or until the second annual meeting of members after such date, whichever first occurs, and three (3) 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.

GIVEN under my hand and seal of office at the City of Toronto in the said Province of Ontario this sixth day of May in the year of our Lord one thousand nine hundred and seventy-seven.

S. Handleman
Minister of Consumer and
Commercial Relations

5. (cont.)(suite)

- A. Delete the objects as set out in as paragraphs (a) — (h) inclusive in the Letters Patent, and substitute the following:

"To establish, maintain and operate in the Province of Ontario, a school or schools for the general instruction and education of children, other than on a secondary level, in accordance with the infallible Word of God as confessed in the Belgic Confession, the Heidelberg Catechism and the Canons of Dort."

- B. The following provision is hereby deleted from the Letters Patent:

"The Head Office of the Corporation to be situate in the said Township of Nichol ";

and the following substituted in its place:

"The Head Office of the Corporation shall be in the Township of Centre Wellington, Ontario, or in such other place as the Board of Directors may from time to time determine."

- C. The following provisions are hereby deleted from the Letters Patent:

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

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that, in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of liabilities, shall be distributed to one or more registered charitable organizations in Canada, which adhere to the doctrine expressed in the standards of the Canadian Reformed Churches as accepted within the federation of the said Churches as at the date of incorporation of the Corporation;

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

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

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the directors of the Corporation shall be elected and shall retire in rotation in the following manner, that is to say, at the first meeting of members for the election of directors three (3) 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, three (3) for a term of two (2) years from the date of their election or until the second annual meeting of members after such date, whichever first occurs, and three (3) 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 this election, whichever first occurs.

and the following substituted as special provisions:

- "(a) The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.**
- (b) The Corporation shall be subject to the *Charities Accounting Act* and the *Charitable Gifts Act*.**
- (c) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.**
- (d) The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the *Corporations Act* shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.**
- (e) If it is made to appear to the satisfaction of the Minister, upon report of the Public Guardian and Trustee, that the corporation has failed to comply with any of the provisions of the *Charities Accounting Act* or the *Charitable Gifts Act*, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an order under subsection 317(1) of the *Corporations Act* to cancel the letters patent of the corporation and declare them to be dissolved.**
- (f) Upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the *Income Tax Act* (Canada), in Canada, which adhere to and operate consistently with the objects of the Corporation.**
- (g) To invest the funds of the corporation in such manner as determined by the directors, and in making such investments the directors shall not be subject to the *Trustee Act*, but provided that such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly a conflict of interest.**

- (h) For the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the *Corporations Act*, or by any other statutes or laws from time to time applicable, except where such power is limited by these letters patent or the statute or common law relating to charities, and in particular, without limiting the generality of the foregoing:**
- (i) to accumulate from time to time part of the fund or funds of the corporation and income there from, subject to any statutes or laws from time to time applicable;**
 - (ii) to invest funds of the corporation in such manner as the directors may determine;**
 - (iii) to solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental to the solicitation and receiving of same;**
 - (iv) to acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental to the acquisition, and to sell, dispose of and convey the same, or any part thereof as the directors may consider advisable;**
 - (v) to acquire or hold by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest necessary for the actual use and occupation of the corporation or for carrying on the corporation's charitable activities, and when no longer necessary, to sell, dispose of and convey the real property or any part of it;**
 - (vi) to employ and pay such teachers, principal(s), instructors, administrators, assistants, clerks, agents, representations and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses as may be necessary, provided that the corporation shall not pay any remuneration to a director in any capacity whatsoever;**
 - (vii) to co-operate, liaise, and contract with other charitable organizations, institutions and agencies which carry on similar objects to that of the corporation;**
 - (viii) to enter into any arrangements, agreements or contracts that are consistent with the corporation's objects with any ministries of the Government of Ontario, departments of the Governments of Canada, municipal governments, local authorities or federal or provincial agencies, boards and commissions or similar authorities, that the directors consider desirable to obtain, further or carry out the objects of the corporation;**
 - (ix) to draw, make, set, endorse, execute, issue, negotiate or otherwise deal with negotiable or transferable instruments; and**
 - (x) to do all such acts and things which are necessary or incidental for the attainment of the objects of the corporation.**

- (i) **All members and directors of the corporation, together with all teachers, principals, administrators or instructors retained or hired by the corporation, must be communicant members in good standing of a Canadian Reformed Church or of a church with whom the federation of Canadian Reformed Churches maintain a sister church relationship.**
- (j) **The directors of the Corporation 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 three (3) 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, three (3) for a term of two (2) years from the date of their election or until the second annual meeting of members after such date, whichever first occurs, and three (3) 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 this election, whichever first occurs."**

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of CANADIAN REFORMED SCHOOL SOCIETY OF FERGUS-GUELPH AND DISTRICT BE IT ENACTED as a by-law of the CANADIAN REFORMED SCHOOL SOCIETY OF FERGUS-GUELPH AND DISTRICT.

SECTION ONE
INTERPRETATION

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

"Act" means The 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 Society from time to time in force and effect;

"letters patent" means the letters patent of incorporation of the Society dated May 6, 1977, 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 of a committee of the board, his address as recorded in the records of the Society;

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

"Society" means Canadian Reformed School Society of Fergus-Guelph and District incorporated by letters patent under the Act;

save as aforesaid, words and expressions defined in the Act have the same meanings when used therein; and

words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

SECTION TWO
GENERAL PROVISIONS

- 2.01 Head Office - Until changed in accordance with the Act, the head office of the Society shall be at the Township of Nichol in the Province of Ontario and at such location therein as the board may from time to time determine by resolution.
- 2.02. Corporate Seal - Until changed by resolution of the board, the corporate seal of the Society shall be in the form impressed hereon.

SECTION THREE
DIRECTORS

- 3.01 Number of Directors and Quorum - Until changed in accordance with the Act, the board shall consist of nine directors of whom five shall constitute a quorum for the transaction of business.
- 3.02 Qualifications - No person shall be qualified for election or appointment as a director if he is not a communicant member in good standing of a Canadian Reformed Church: if he is an undischarged bankrupt; if he is mentally incompetent or incapable of managing his affairs; or if 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 communicant member in good standing of a Canadian Reformed Church.
- 3.03 Consent - No election or appointment of a person as a director shall be effective unless (a) he consents in writing to act as a director before his election, or appointment or within 10 days thereafter, or (b) he was present at the meeting when he was elected or appointed and did not refuse at that meeting to act as a director.
- 3.04 Nomination - The board shall, prior to each annual meeting or other members' meeting at which directors are to be elected, present a slate of members for election at such meeting in a number double the number of vacancies on the board and shall give four weeks' notice thereof. The members may add further nominations to such slate by submitting the same to the board in writing at least two weeks in advance of such meeting. Each such further nomination shall be made by two members and shall be supported by the written consent of the nominee.
- 3.05 Election and Term - The Directors of the Society shall be elected and shall retire in rotation in the following manner, that is to say, at the first meeting of members for the election of directors three directors shall be elected to hold office for a term of three years from the date of their election or until the third annual meeting of members after such date, whichever first occurs, three for a term of two years from the date of their election or until the second annual meeting, whichever first occurs, and three for a term of one 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 these directors whose term of office has expired and each director so elected shall hold office for a term of three years or until the third annual meeting after his election, whichever first occurs. Directors, if qualified, shall be eligible for re-election, provided that no person may hold office as

director for more than two consecutive terms. 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.

- 3.06 Removal of Directors - The members of the Society may, by resolutions 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. The resulting vacancy may be Filled in accordance with the procedure specified in 3.04.
- 3.07 Vacation of Office The office of director shall be vacated upon the occurrence of any of the following events: (a) if he ceases to be a communicant member in good standing of a Canadian Reformed Church; (b) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act; (c) if an order is made declaring him to be mentally incompetent 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.
- 3.08 Vacancies - If a vacancy shall occur in the board, the remaining directors shall forthwith call a meeting of members to fill the vacancy. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.
- 3.09 Action by the Board - The board shall manage or supervise the management of the affairs of the Society. The powers of the board may be exercised by a meeting at which a quorum of directors is present by a by-law or resolution consented to in accordance with the Act by the signature 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 a quorum remains in office.
- Without in any way limiting the generality of the foregoing, the directors are charged with the following specific duties:
- a) to determine school policies in harmony with the principles and purposes of the Society;
 - b) to engage 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; and
 - d) to appoint some of its members to visit the school at least twice a year to assure themselves of the faithful carrying on of the school's educational programme and policies.
- 3.10 PLACE OF MEETINGS - Meetings of the board shall be held at the head office of the Society, or if the board so determine, at any place elsewhere in Ontario,
- 3.11 CALLING OF MEETING - Meetings of the board shall be held from time to time at such place (subject to section 3.09) at such time and such day as the board, the president, the vice-president, or any two directors may determine. Notice of the time and place of every meeting so called shall be given in the manner provided in Section Twelve 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,

3.12 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 of the meeting being held in their absence. Provided a quorum of directors is present the board may also without notice hold a meeting immediately following the meeting of members at which directors were elected.

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

3.14 ORDER OF PROCEDURE OF MEETINGS - The following matters shall normally be dealt with at each board meeting:

- a) Prayer and Scripture reading
- b) Roll Call
- c) Reading of the minutes of the previous meeting
- d) Reading of papers and correspondence
- e) Report of the principal
- f) Report of the standing committees
- g) Report of special committees
- h) Consideration of unfinished business
- i) Consideration of new business
- j) Question period
- k) Adjournment and closing prayer

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

3.16 VOTES OF 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 of all meetings of the board shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by show of hands. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

3.17 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 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 of such interest is required by the Act, such declaration and disclosure shall have been made and the director shall have refrained from voting on the contract or transaction,

3.18 EMUNERATION AND EXPENSES - The directors shall receive no remuneration for acting as such, but they shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Society in any other capacity and receiving remuneration therefore.

SECTION FOUR COMMITTEES

4.01 EXECUTIVE COMMITTEE - Whenever the board consists of more than 6 directors the board may elect from among its number an executive committee to be composed of not fewer than 3 directors, which committee may exercise all the powers of the board, subject to any restrictions imposed from time to time by the board,

4.02 STANDING COMMITTEES - The board shall each year following the election of directors. elect or appoint from among the members of the Society the following standing committees, whose function shall be advisory only, and the board may appoint the chairman or provide for their election or appointment.

4.02.01 EDUCATION COMMITTEE This committee shall:

- a) consider all matters relative to the educational programme and policies of the school and make recommendations concerning the same to the board,
- b) investigate the qualifications of candidates for administrative and teaching positions and make recommendations to the board in respect of appointments and salaries,
- c) keep itself informed in regard to the scriptural character and scholastic quality of the instruction given by the teaching staff, of the course of study, of discipline and of the general educational needs of the school, and make recommendations concerning these and allied matters to the board.

4.02.02 EX-OFFICIO MEMBER The principal is ex-officio an advisory member of the Education Committee.

4.02.03 FINANCE COMMITTEE - This committee shall

- a) recommend to the board a budget for the ensuing year;
- b) make suggestions to the board as to the manner in which the school is to be maintained financially, indicating the various sources of income and how moneys are to be collected from these sources;
- c) make recommendations to the board regarding the payment of tuition of children whose parents are financially unable to pay the required tuition fees.

4.02.04 PUBLIC RELATIONS COMMITTEE - This committee shall

- a) recommend to the board a programme of action by means of which the cause of Reformed education may be advanced and strengthened;
- b) make the necessary arrangements to carry out such a programme;
- c) call on parents who are not members or do not send their children to the school and to visit Families and single persons moving into the community.

4.02.05 PROPERTY COMMITTEE - This committee shall

- a) concern itself with all phases of the proper care, maintenance and adequacy of the physical equipment of the school and make recommendations to the board concerning these matters;
- b) make recommendations to the board concerning the appointment work and salary of the caretaker.

- 4.02.06 TRANSPORTATION COMMITTEE - This committee shall concern itself with all matters concerning the transportation of children to and from the school, and make recommendation to the board concerning these matters.
- 4.03 SPECIAL COMMITTEES - The board may from time to time elect or appoint such special committees as it may deem advisable, but the functions of any such special committees shall be advisory only.
- 4.04 EX-OFFICIO MEMBERS: The president is an ex-officio advisory member of all standing and special committees and is entitled to receive notice of and to attend all meetings of such committees.
- 4.05 PROCEDURE: Unless otherwise ordered by the board. each standing and special committee shall have power to Fix its quorum at not less than the majority of its members and to regulate its procedure, hut the hoard shall elect or appoint the chairman of each such committee.

SECTION FIVE

OFFICERS

- 5.01 ELECTION OR ANOINTMENT - There shall be a president, a vice-president, a treasurer, a secretary and such other officers as the board may determine from time to time. The president and vice-president shall be elected by the board from among their number at the first meeting of the board after the annual election of directors, provided that in 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 he settled from time to time by the board,
- 5.02 PRESIDENT The president shall be the chief executive officer of the Society and, subject to the authority of the board, shall have general supervision of the affairs of the Society, The president shall be responsible for the enforcement of the provisions of the Society's 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.
- 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. as well as of committees of the board (unless such committees are directed by the board to supply their own secretaries) and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to directors, members, auditors and members of committees of the board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Society 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 shall have such other duties as the board or the president may prescribe.
- 5.05 TREASURER - The treasurer shall keep proper accounting records in compliance with the Act and, under the direction of the board shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society; he shall render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Society; and he shall have such other duties as the board or the president may prescribe.

- 5.06 DUTIES OF ASSISTANTS AND OTHER OFFICERS - The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board or the president may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistance unless the board or the president otherwise directs.
- 5.07 VARIATION OF DUTIES - From time to time the board may vary, add to or limit the powers and duties of any officer.
- 5.08 TERM OF OFFICE- The board may remove at its pleasure any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer elected or appointed by the board shall hold office until his successor is elected or appointed.
- 5.09 TERMS OF EMPLOYMENT AND REMUNERATION - The terms of employment and the remuneration of officers elected or appointed by the board shall be settled by it from time to time.
- 5.10 AGENTS AND ATTORNEYS - The board shall have power from time to time to appoint agents or attorneys for the Society in or out of Canada with such power of management or otherwise (including the power to sub-delegate) as may be thought fit.
- 5.11 FIDELITY BONDS - The board may require such officers, employees and agents of the Society as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

Feb 23

SECTION SIX PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 6.01 LIMITATION OF LIABILITY - No director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss of damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of 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 wilful neglect or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the Act.
- 6.02 INDEMNITY - Every director and every officer of the society and every other person who has undertaken or is about to undertake any liability on behalf of the Society and his heirs, executors, administrators and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Society from and against:
- a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office.; and

- b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Society.

SECTION SEVEN
MEMBERSHIP

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

CONDITIONS OF MEMBERSHIP IN
CANADIAN REFORMED SCHOOL SOCIETY OF FERGUS-GUELPH AND DISTRICT
(hereinafter called the "Society')

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

- a) We believe that it is both privilege and duty that the children of the Covenant be educated in accordance with Holy Scripture and to the honour and glory of the Covenant God and are convinced that this can best be accomplished in parentally controlled independent schools.
- b) We hereby acknowledge that the basis of the Society is Holy Scripture, as confessed in the Three Forms of Unity: the Belgic Confession, the Heidelberg Catechism, and the Canons of Dort.
- c) The principal purpose of the Society is to maintain a school for the daily instruction of the children of the members in accordance with the basis of the Society SCE out in clause (b)
- d) All parents and guardians and single persons (including widows and widowers) of 18 years and older are eligible for membership in the Society provided they are communicant members in good standing of a Canadian Reformed Church. The annual dues and other assessments and tuition fees will be determined by the board of directors of the Society and must be approved by the membership. Membership confers the privilege of voting at the meetings of the Society as provided for in the by-laws, and implies as well a readiness to participate in activities entered into by the Society.
- d) 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 by the board of directors.
- e) Members may resign by giving notice in writing to the board of directors of the Society.
- f) A member shall remain liable for payment of any assessment or other sum levied or which become payable by him to the Society prior to his resignation.
- g) 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.
- h) In the event of dissolution or winding-up of the Society all its remaining assets after payment of shall be distributed to one or more registered charitable organizations in Canada which adhere to the doctrine, expressed in the standards of the Canadian Reformed Churches as accepted within the federation of the said Churches as at the date of incorporation of the Society.
- i) The foregoing conditions of membership, with the exception of clauses (b), (c) and (i) and this clause, shall be amended only by special resolution of the board of directors of the Society confirmed and ratified at special meeting of the members of the Society at which at least two-thirds of the members are present and at which two-thirds of the members are in favour of the resolution. If at such meeting the required number of members are not present, a second special meeting of

members shall be called at which the proposed amendments may be accepted, if at least two-thirds of the members present vote in favour of the resolution, even though less than two-thirds of the members are present at such meeting. Clauses (b), (c), and (i) and this clause shall not hereafter be altered or amended in any way at any time-

7.02 CLASSES OF MEMBERSHIP- The membership of the Society shall consist of the following classes:

7.02.01 REGULAR MEMBERSHIP- Regular membership shall compose single persons (including widows and widowers) and married couples who do have school age children, or whose children are beyond school age.

7.02.02 PARENTAL MEMBERSHIP - Parental membership shall comprise parents and guardians of school age children.

7.02.03 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 the dues and fees payable by regular or parental members.

7.03 HUSBAND AND WIFE - For all purposes of the by-laws of the Society a regular, parental or special membership held by a husband and wife shall be regarded as a single membership.

7.04 MEMBERSHIP DUES, ASSESSMENTS AND FEES - No dues or fees are payable by members, except such, if any, as shall from time to time be fixed by majority vote of the board of directors. which vote shall become effective only when confirmed by a majority vote of the members at an annual or other general meeting. The board shall, upon request, notify any member of the dues or fees at any time payable by him. A person automatically ceases to be a member of the Society if he fails to pay his arrears of dues or fees within 30 days after notice to him of such arrears by the board, but any such member may be reinstated by unanimous vote of the board.

7.05 TERMINATION OF MEMBERSHIP - A person ceases to be a member in the following case:

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

7.06 CONTRIBUTING ASSOCIATES - A person is a contributing associate (but not a member) of the Society if he is admitted by the board as such and pays a minimum fee set by the board.

SECTION EIGHT MEETINGS OF MEMBERS

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

- 8.02 GENERAL AND SPECIAL MEETINGS - The board, the president, or the vice-president shall have power to call a general or special meeting of members at any time.
- 8.03 PLACE OF MEETING - Meetings of members shall be held at the head office of the Society 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 MEETINGS - 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 days before the date of the meeting to each member. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Society are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.
- 8.05 RECORD DATE FOR NOTICE - The record date for notice shall be the day on which notice is given, and only those persons who are entered in the register of members at that date shall be entitled to notice of any meeting of members.
- 8.06 MEETINGS WITHOUT NOTICE - A meeting of members may be held without notice at any time and at any place permitted by the Act or the letters patent or by-laws (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 at such meeting any business may be transacted which the Society at a meeting of members may transact.
- 8.07 CHAIRMAN, SECRETARY AND SCRUTINEERS - The president, or, in his absence the vice-president shall be chairman of any meeting of members, If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote may choose one of their number to be chairman. If the secretary and assistant secretary of the Society are both absent, the chairman will appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.
- 8.08 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 of 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 one-third of the members present in person or represented by proxy and entitled to vote at the meeting, provided that in no case shall any meeting be held unless there are at least five members present in person who are entitled to vote at the meeting.
- 8.10 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 another member as his proxy to attend and act for him at the meeting in the manner, to the extent and with the power conferred by the instrument appointing him. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer. An instrument appointing a proxy shall be acted upon only if it has been

received by the secretary of the Society' or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

- 8.12 HUSBAND AND WIFE -In all cases where a husband and wife are members, either of them present in person or represented by proxy at a meeting of members may, in the absence of the other, vote thereon; but if both of them shall be present in person or represented by proxy, they shall vote together as one on all questions,
- 8.13 VOTES TO GOVERN- At any meeting of members every question shall, unless otherwise required by the letters patent by-laws or by-law, be determined by the majority of the votes cast on the question. 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 (by ballot or otherwise) is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall be taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.
- 8.15 POLLS - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairman may require or any person entitled to vote may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or by proxy shall be entitled to one vote, and the result of the poll so taken shall be the decision of the members upon the said question.
- 8.16 ADJOURNMENT- The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

SECTION NINE

FINANCIAL AND BUSINESS MATTERS OF THE SOCIETY

- 9.01 FINANCES - The funds necessary for the operation of the Society and the school maintained by the Society shall be obtained primarily from the dues and other assessments paid by the members, from donations, and from tuition fees paid by the parents of children attending the school. The annual dues and tuition fees 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 purposes and character of the Society.
- 9.02 FINANCIAL YEAR - Until changed by resolution of the board the financial year of the Society shall end on the last day of 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, assistant treasurer, or any other office created by by-laws or the hoard. In addition, the board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

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

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

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

9.07 VOTING RIGHTS IN OTHER BODIES CORPORATE - The signing officers of the Society may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Society. Such instrument, certificates or other evidence shall he in favour of such person or persons as may be determined by the officers signing or arranging for them. In addition, the hoard 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 amount (to a maximum of \$10,000) 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, movable or immovable property of the Society, including hook 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 IDEM - The board may exceed the \$10,000 limit set in the previous section only after it has obtained the consent of the members given at a duly constituted meeting of members.

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

11.02 CONDITIONS OF APPOINTMENT - All permanent members of the teaching staff must be members of the Society. They must be communicant members of a Canadian Reformed Church, spiritually sound in their teaching and lead exemplary Christian lives.

11.03 DISMISSAL OF TEACHERS - The Board has the authority to dismiss a teacher who proves to be unfit for the work because such teacher's instruction or personal life conflicts with the basis and purpose of the organization.

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

11.05 SCHOOL TERM - The school term shall be determined by the board and such holidays and vacations shall be allowed as may be decided upon by the board,

SECTION TWELVE NOTICES

12.01 METHOD OF GIVING NOTICES - Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letter 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 recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication, or if posted up on the bulletin board or boards of the Canadian Reformed Churches of Fergus and Guelph or published in the Bulletin or Bulletins of the said Churches or in the Bulletin of the Society. A notice so delivered shall be deemed

to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office of public letterbox; a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriated communication company or agency or its representative for dispatch. A notice so posted up shall be deemed to have been given when it is posted up on such bulletin board or boards; and to have been given when it is posted up on such bulletin board or boards: and a notice so published shall be deemed to have been given when it is published in either or both of the said bulletins. 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 to be reliable.

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

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

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

SECTION THIRTEEN EFFECTIVE DATE

13.01 EFFECTIVE DATE - This by-law shall come into force when passed by the board, save that Section 4,01, 10.01, 10.02, and 10.03 shall not come into force until confirmed by the members in accordance with the Act.

- PASSED by the Board the 17th day of June 1977.

K. Sikkema
President

J.D. Gansekoele
Secretary

CONFIRMED by the members in accordance with the Act the 17th day of June 1977.

J.D. Gansekoele
Secretary

BY-LAW NO, 2

A by-law authorizing the acquisition of the assets of CANADIAN REFORMED SCHOOL SOCIETY OF FERGUS-GUELPH

BE IT ENACTED as a by-law of CANADIAN REFORMED SCHOOL SOCIETY OF FERGUS-GUELPH AND DISTRICT (herein called the "Society") as follows:

1. That the Society do acquire for the sum of One Dollar all the assets and undertakings of the Canadian Reformed School society of Fergus-Guelph (herein called the "unincorporated society") as of July 1, 1977, in order that the Society may continue to operate the elementary school presently operated by the unincorporated society and may commence operation of the secondary school presently being planned by the unincorporated society.

That the Society do assume, all debts and liabilities of the unincorporated society as or July 1, 1977.

That the proper officers of the Society be and they are hereby authorized to make or do all things necessary or incidental thereto.

PASSED by the Board the 17th day of June 1977.

K. Sikkema
President

J.D. Gamsekoele
Secretary

CONFIRMED by the Members in accordance with the Act the 17th day of June 1977.

J.D. Gansekoele
Secretary

ONTARIO CORPORATIONS

SPECIAL BY-LAW TO AUTHORIZE THE DIRECTORS TO BORROW AND GIVE SECURITY
CANADIAN REFORMED SCHOOL SOCIETY OF FERGUS-GUELPH AND DISTRICT
Head Office: Maranatha Christian School, R.R. #2 Elora, Ontario NOB 1S0

INCORPORATED UNDER The Corporations Act

SPECIAL BY-LAW NO. 3

BE IT ENACTED AS A SPECIAL BY-LAW OF THE CORPORATION AS FOLLOWS: The

Directors of the Corporation are hereby authorized from time to time

- a) to borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- b) to issue debt obligations of the Corporation;
- c) to pledge or sell such debt obligations for such sums and at such prices as may be deemed expedient;
- d) to mortgage, hypothecate, charge or pledge, or give security in any manner whatever upon, all or any currently owned or subsequently acquired property, real and personal, immovable and movable, undertaking, book debts, powers, franchises and rights of the Corporation, to secure any debt obligations of the Corporation, present or future, or any money borrowed or to be borrowed or any other debt or liability of the Corporation, present or future;
- e) to delegate to such officer(s) or Director(s) of the Corporation as the Directors may designate all or any of the foregoing powers to such extent and in such manner as the Directors may determine.

This Special by-law shall remain in force and be binding upon the Corporation as regards any party acting on the faith thereof, until a copy, certified by the Secretary of the Corporation under the Corporation's seal, of a Special By-law repealing or replacing this Special By-law shall have been received by such party and duly acknowledged in writing.

ENACTED this 17th day of June 1977.

AS WITNESS the corporate seal of the Corporation.

K. Sikkema
President

J.D. Gansekoele
Secretary

CERTIFICATE

It is hereby certified by the undersigned that the foregoing Special By-lain was duly passed by the Directors of the above named Corporation and was duly sanctioned and/or confirmed by the Shareholders/members or the Corporation in accordance with the Articles or Charter and By-laws and all other laws governing the Corporation and was executed in the manner above indicted and that the said Special By-law is now in full force and effect.

AS WITNESS the corporate seal of the Corporation this
17th day of June 1977.

Corporate Seal

J.D. Gansekoele
Secretary

The following amendment was accepted at a meeting of the members on October 14, 1977,

Section Three, item 3.02 of the by-law
- after line 4 - age, "or is an employee of the Society."

BY-LAW NO. 4

A by-law relating generally to the conduct of the affairs of the **CANADIAN REFORMED SCHOOL SOCIETY OF FERGUS-GUELPH AND DISTRICT (hereinafter called the "Corporation")**

WHEREAS:

The Corporation was incorporated as a non-share, non-for-profit, charitable corporation by way of letters patent granted effective May 6, 1977;

The directors and members of the Corporation have deemed it appropriate that a new general operating bylaw be adopted for regulating the affairs of the Corporation, and that By-law no 1 be repealed;

NOW THEREFORE be it enacted as a by-law of the Corporation as follows:

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, R.S.O. 1990, c.C.38, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the By-Laws of the Corporation shall be read as referring to the amended or substituted provisions thereof; ;

"Board" means the board of directors of the Corporation;

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

"Corporation" means the Canadian Reformed School Society of Fergus-Guelph and District incorporated by the Letters Patent pursuant to the predecessor legislation of the Act;

"Letters Patent" means the letters patent of incorporation of the Corporation dated May 6, 1977, as from time to time supplemented;

"Non-business day" means Saturday, Sunday, and any other day that is a statutory holiday in accordance with applicable law;

"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 of a

committee of the Board, his address as recorded in the records of the Corporation;

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

- 1.02 Terms- All terms contained in the By-Laws which are defined in the Act shall have the meanings given to such terms in the Act.
- 1.03 Number and Gender- words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.
- 1.04 Headings – The headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

SECTION TWO GENERAL PROVISIONS

- 2.01 Head Office – Until changed in accordance with the Act, the head office of the Corporation shall be in the Township of Centre Wellington in the Province of Ontario and at such location therein as the Board may from time to time determine by resolution.

Corporate Seal – Until changed by resolution of the Board, the corporate seal of the Corporation shall be in the form impressed hereon.

SECTION THREE DIRECTORS

- 3.01 Number of Directors and Quorum – Until changed in accordance with the Act, the Board shall consist of nine directors of whom five shall constitute a quorum for the transaction of business.
- 3.02 Qualifications — No person shall be qualified for election or appointment as a director if:
- a) he is not a communicant member in good standing of a Canadian Reformed Church or of a Church with whom the federation of the Canadian Reformed Churches maintains a sister church relationship;
 - b) if he is an undischarged bankrupt;
 - c) if he is mentally incompetent or incapable of managing his affairs;
 - d) if he has not attained 18 years of age; or
 - e) is an employee of the Corporation.

A director shall be a member of the Corporation throughout his term of office. A person shall automatically cease to be a director if he ceases to be a communicant member in good standing of a Canadian Reformed Church or of a Church with whom the federation of the Canadian Reformed Churches maintains a sister church relationship.

- 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 Nomination – The Board shall, prior to each annual meeting or other members' meeting at which directors are to be elected, present a slate of members for election at such meeting in a number double the number of vacancies on the Board and shall give four weeks notice thereof. The members may add further nominations to such slate by submitting the same to the board in writing at least two weeks in

advance of such meeting. Each such further nomination shall be made by two members and shall be supported by the written consent of the nominee.

- 3.05 Election and Term – The Directors of the Corporation shall be elected and shall retire in rotation in the following manner, that is to say, at each annual meeting of the members 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 years or until the third annual meeting after his election, whichever first occurs. Directors, if qualified, shall be eligible for re-election, provided that no person may hold office as director for more than two consecutive terms. If someone serves two consecutive terms as a director, provided at least one year has elapsed following the completion of his second term, such individual shall then again be eligible for re-election as a member of the Board. 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.
- 3.06 Removal of Directors – The members of the Corporation may, by resolutions 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. The resulting vacancy may be filled in accordance with the procedure specified in 3.04
- 3.07 Vacation of Office – The office of director shall be vacated upon the occurrence of any of the following events: (a) if he ceases to be a communicant member in a good standing of a Canadian Reformed Church or of a Church with whom the federation of the Canadian Reformed Churches maintains a sister church relationship; (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 mentally incompetent or incapable of managing his affairs; (d) if he shall be removed from office by resolution of the members as provided in section 3.06; or (e) if by notice in writing to the Corporation he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.
- 3.08 Vacancies – If a vacancy shall occur in the Board, the remaining directors shall forthwith call a meeting of members to fill the vacancy. If the number of directors is increased, a vacancy or vacancies on the Board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.
- 3.09 Action by the Board – The Board shall manage or supervise the management of the affairs of the Corporation. The powers of the Board may be exercised by a meeting at which a quorum of directors is present or by a by-law or resolution consented to in accordance with the Act by the signature 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 a quorum remains in office.

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

1. to determine school policies in harmony with the principles and purposes of the Corporation;
2. to engage a principal and teaching staff who are qualified to carry out the educational programme and policies of the school;
3. to devise ways and means of obtaining the necessary funds for operating the school and determine how these funds shall be distributed; and
4. to appoint some of its members to visit the school at least twice a year to assure themselves of the faithful carrying on of the school's educational programme and policies.

- 3.10 PLACE OF MEETING – Meetings of the Board shall be held at the head office of the Corporation, or if the Board so determines, at any place elsewhere in Ontario.
- 3.11 CALLING OF MEETING – Meetings of the Board shall be held from the time to time at such place (subject to section 3.10) at such time and such day as the Board, the president, the vice-president, or any two directors may determine. Notice of the time and place of every meeting so called shall be given in the manner provided in Section Twelve 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 48 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 are present or if those absent waive notice of or otherwise consent to such meeting being held.
- 3.12 NO NOTICE REQUIRED IN CERTAIN CASES – No formal notice of any meeting of the Board is required if all the directors are present or if those absent have signified their consent of the meeting being held in their absence. Provided a quorum of directors is present the Board may also without notice hold a meeting immediately following the meeting of members at which directors were elected.
- 3.13 REGULAR MEETING – The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any regular meeting.
- 3.14 ORDER OF PROCEDURE OF MEETINGS – The following matters shall be normally be dealt with at each Board meeting, without limitation:
- a) Singing, Scripture reading and Prayer
 - b) Roll Call
 - c) minutes of the previous meeting
 - d) papers and correspondence
 - e) Report of the principal
 - f) Reports of the standing committees
 - g) Reports of the special committees
 - h) Consideration of unfinished business
 - i) Consideration of new business
 - j) Question period
 - k) Singing and closing prayer
 - l) Adjournment
- 3.15 CHAIRMAN – Subject to Section 5.02, the president, or in his absence the vice-president shall be chairman of any meeting of the Board. If no such officer is present, the directors present shall choose one of their number to be chairman.
- 3.16 VOTES OF 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 of all meetings of the Board shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by show of hands. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number of proportion of the votes recorded in favor of or against such resolution.

- 3.17 CONFLICT OF INTEREST – A director shall not be disqualified by reason of his office from contracting with the Corporation. Subject to the provisions of the Act, a director shall not by reason of his office be accountable to the Corporation 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 of such interest is required by the Act, such declaration and disclosure shall have been made and the director shall have refrained from voting on the contract or transaction.
- 3.18 REMUNERATION AND EXPENSES – The directors shall receive no remuneration for acting as such, but they shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefore.
- 3.19 Validity of Actions – No act or proceeding of any director or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or the Board.
- 3.20 Meetings by Telephone, Electronic or Other Communication Facilities – If all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by 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 the meeting by those means is deemed for the purposes of the Act to be present at the meeting.

SECTION FOUR COMMITTEES

- 4.01 EXECUTIVE COMMITTEE – Whenever the Board consists of more than 6 directors the board may elect from among its number an executive committee to be composed of not fewer than 3 directors, which committee may exercise all the powers of the Board, subject to any restrictions imposed from time to time by the Board.
- 4.02 STANDING COMMITTEES – The Board shall each year following the election of directors, elect or appoint from among the members of the Corporation the following standing committees, whose function shall be advisory only, and the Board may appoint the chairman of each such committee or provide for their election or appointment.
- 4.02.01 EDUCATION COMMITTEE – This committee shall:
- a) consider all matters relative to the educational programme and policies of the school and make recommendations concerning the same to the Board,
 - b) investigate the qualifications of candidates for administrative and teaching positions and make recommendations to the Board in respect of appointments and salaries,
 - c) keep itself informed in regard to the scriptural character and scholastic quality of the instruction given by the teaching staff, of the course of study, of discipline and of the general educational needs of the school, and make recommendations concerning these and allied matters to the Board.
- 4.02.02. EX-OFFICIO MEMBER – The principal is ex-officio an advisory member of the Education Committee.

- 4.02.03 FINANCE COMMITTEE – This committee shall
- a) recommend to the Board a budget for the ensuing year;
 - b) make suggestions to the Board as to the manner in which the school is to be maintained financially, indicating the various sources of income and how moneys are to be collected from these sources;
 - c) make recommendations to the Board regarding the payment of tuition of children whose parents are financially unable to pay the required tuition fees.
- 4.02.04 PUBLIC RELATIONS COMMITTEE – This committee shall
- a) recommend to the Board a program of action by means of which the cause of Reformed education may be advanced and strengthened;
 - b) make the necessary arrangements to carry out such a programme;
 - c) call on parents who are not members or do not send their children to the school and to visit members and single persons moving into the community.
- 4.02.05 PROPERTY COMMITTEE – This committee shall
- a) concern itself with all phases of the proper care, maintenance and adequacy of the physical equipment of the school and make recommendations to the Board concerning these matters;
 - b) make recommendations to the Board concerning the appointment, work, and salary of the caretaker.
- 4.02.06 TRANSPORTATION COMMITTEE – This committee shall concern itself with all matters concerning the transportation of children to and from the school, and make recommendations to the Board concerning these matters.
- 4.03 SPECIAL COMMITTEES – The Board may from time to time elect or appoint such special committees as it may deem advisable, but the functions of any such special committees shall be advisory only.
- 4.04 EX-OFFICIO MEMBERS – The president is an ex-officio advisory member of all standing and special committees and is entitled to receive notice of and to attend all meetings of such committees.
- 4.05 PROCEDURE – Unless otherwise ordered by the Board, each standing and special committee shall have power to fix its quorum at not less than the majority of its members and to regulate its procedure, but the Board, in its discretion and at its option, shall elect or appoint the chairman of each such committee.

SECTION FIVE OFFICERS

- 5.01 ELECTION OR APPOINTMENT – There shall be a president, a vice-president, a treasurer, a secretary and such other officers as the Board may determine from time to time. The president and vice-president shall be elected by the Board from among their number at the first meeting of the Board after the annual election of directors, provided that in 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 Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

- 5.02 PRESIDENT – The president shall be the chief executive of the Corporation and, subject to the authority of the Board, shall have general supervision of the affairs of the Corporation. The president shall be responsible for the enforcement of the provisions of the Corporation's 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, as well as of committees of the Board (unless such committees are directed by the Board to supply their own secretaries) and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to directors, members, auditors, and members of committees of the Board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose; and he shall have such other duties as the Board or the president may prescribe.
- 5.05 TREASURER – The treasurer shall keep proper accounting records in compliance with the Act and, under the direction of the Board shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the Board whenever required an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall have such other duties as the Board or the president may prescribe.
- 5.06 DUTIES OF ASSISTANTS AND OTHER OFFICERS – The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the president may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistance unless the Board or the president otherwise directs.
- 5.07 VARIATION OF DUTIES – From time to time the Board may vary, add to or limit the powers and duties of any officer.
- 5.08 TERM OF OFFICE – The Board may remove at its pleasure any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer elected or appointed by the Board shall hold office until his successor is elected or appointed.
- 5.09 TERMS OF EMPLOYMENT AND REMUNERATION – The terms of employment and the remuneration of officers elected or appointed by the Board shall be settled by it from time to time.
- 5.10 AGENTS AND ATTORNEYS – The Board shall have power from time to time to appoint agents or attorneys for the Corporation 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 Corporation 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 Corporation 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 Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss of damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation 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 therein 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 Corporation and every other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his heirs, executors, administrators, and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Corporation 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 Corporation.

**SECTION SEVEN
MEMBERSHIP**

- 7.01 CONDITIONS OF MEMBERSHIP – The membership shall consist of the individuals as are admitted as members to the classes of membership defined in Section 7.02 by the Board. Prior to admission as a member each applicant for membership shall acknowledge to the Board or to such members or members of the Board as are designated for that purpose that he subscribes to the principles and purposes of the Corporation, expressed in the following words to be known as "conditions of membership":

CONDITIONS OF MEMBERSHIP IN
CANADIAN REFORMED SCHOOL SOCIETY OF FERGUS-GUELPH AND DISTRICT
(hereinafter called the "Corporation")

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

- a) We believe that it is both a privilege and duty that the children of the Covenant be educated in accordance with Holy Scripture and to the honor and glory of the Covenant God and are convinced that this can best be accomplished in parentally controlled independent schools.
- b) We hereby acknowledge that the basis of the Society is Holy Scripture, as confessed in the three forms of unity, that is; the Belgic Confession, the Heidelberg Catechism and the Canons of Dort.
- c) The primary purpose of the Corporation is to maintain a school for the daily instruction of the children of the members in accordance with the basis of the Society set out in section 7.01(b).
- d) All parents and guardians and singles persons (including widows and widowers) of 18 years and older are eligible for membership in the Corporation provided they are communicant members in

good standing of a Canadian Reformed Church or of a Church with whom the federation of the Canadian Reformed Churches maintains a sister church relationship. The annual dues and other assessments and tuition fees will be determined by the board of directors of the Corporation and must be approved by the membership. 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 Corporation.

- e) Enrolment in the school is open to children of parents and guardians who are members of the Corporation. Any other enrolment is subject to the approval of the board of directors of the Corporation, in their discretion.
- f) Members may resign by giving notice in writing to the board of directors of the Corporation.
- g) A member shall remain liable for payment of any assessment or other sum levied or which become payable by him to the Corporation prior to his resignation.
- h) Subject to the by-laws of the Corporation each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.
- i) In the event of dissolution or winding-up of the Corporation all its remaining assets after payment of liabilities, shall be distributed to one or more registered charitable organizations in Canada which adhere to the doctrine, expressed in the standards of the Canadian Reformed Churches as accepted within the federation of the said Churches as at the date of incorporation of the Corporation.
- j) The foregoing conditions of membership, with the exception of clauses (b), (c), and (i) and this clause, may only be amended by resolution of the board of directors of the Corporation confirmed and ratified by a special resolution of the members at a special meeting of the members of the Corporation at which at least two-thirds of the members are present and of which at least two-thirds of the members present are in favor of the resolution. If at such meeting the required number of members are not present, a second special meeting of members shall be called at which the proposed amendments may be accepted, if at least two-thirds of the members present vote in favor of the resolution, even though less than two-thirds of the members are present at such meeting. Sections 7.01 (b), (c), and (i) and this section 7.01(j) shall not hereafter be altered or amended in any way at any time.

7.02 CLASSES OF MEMBERSHIP – The membership of the Society shall consist of the following classes:

- 7.02.01 REGULAR MEMBERSHIP – Regular membership shall include single persons (including widows and widowers) and married couples who do not have school age children, or whose children are beyond school age.
- 7.02.02 PARENTAL MEMBERSHIP – Parental membership shall be comprised of parents and guardians of school age children.
- 7.02.03 SPECIAL MEMBERSHIP – A special membership, upon special terms, may be granted by the Board, in its discretion, to any single person or married couple who have satisfied the Board that they are unable to pay the dues and fees payable by regular or parental members.
- 7.03 HUSBAND AND WIFE – For all purposes of the by-laws of the Corporation a regular, parental or special membership held by a husband and wife shall be regarded as a single membership.
- 7.04 MEMBERSHIP DUES, ASSESSMENTS AND FEES – No dues or fees are payable by members, except such, if any, as shall from time to time be fixed by majority vote by the Board, which vote shall become effective only when confirmed by a majority vote of the members at an annual or other general meeting. The Board shall, upon request, notify any members of the dues or fees at any time payable by him. A person automatically ceases to be a member of the Corporation if he fails to pay his arrears of

dues or fees within thirty days after notice to him of such arrears by the Board, but any such member may be reinstated by unanimous vote of the Board.

7.05 TERMINATION OF MEMBERSHIP – A person ceases to be a member in the following cases:

- a) upon his death,
- b) by giving notice in writing of his resignation to the Board,
- c) when he ceases to be a communicant member in good standing of a Canadian Reformed Church or of a Church with whom the federation of the Canadian Reformed Churches maintains a sister church relationship; or
- d) if he fails to pay his arrears of dues or fees within thirty days after notice to him of such arrears by the Board.

7.06 CONTRIBUTING ASSOCIATES – A person may be a contributing associate (but not a member) of the Corporation if he is admitted by the Board as such and pays a minimum fee set by the Board from time to time.

SECTION EIGHT MEETINGS OF MEMBERS

8.01 ANNUAL MEETINGS – The annual meeting of members shall be held at such time and on such day in the fall of each year as the Board, the president, or vice-president may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be laid before the annual meeting, electing directors unless it is determined to complete this at another general or special meeting of members, appointing auditors and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

8.02 GENERAL AND SPECIAL MEETINGS – The Board, the president, or the vice-president shall have power to call a general or special meeting of members at any time.

8.03 PLACE OF MEETING – Meetings of members shall be held at the head office of the Corporation 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 MEETINGS – 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 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 Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

8.05 RECORD DATE FOR NOTICE – The record date for notice shall be the day on which notice is given, and only those persons who are entered in the register of members at that date shall be entitled to notice of any meeting of members.

8.06 MEETINGS WITHOUT NOTICE – A meeting of members may be held without notice at any time and at any place permitted by the Act or the letters patent or by-laws (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 at such meeting any business may be transacted which the Corporation at a meeting of members may transact.

- 8.07 CHAIRMAN, SECRETARY and SCRUTINEERS – The president, or, in his absence the vice-president shall be chairman of any meeting of members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote may choose one of their number to be chairman. If the secretary and assistant secretary of the Corporation are both absent, the chairman will appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.
- 8.08 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 Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act of 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 one-third of the members present in person or presented by proxy and entitled to vote at the meeting, provided that in no case shall any meeting be held unless there are at least five members present in person who are entitled to vote at the meeting.
- 8.10 RIGHT TO VOTE – At any meeting of members every person shall be entitled to vote who is entered in the records of the Corporation 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 another member as his proxy to attend and act for him at the meeting in the manner, to the extent and with the power conferred by the instrument appointing him. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer. An instrument appointing a proxy shall be acted upon only if it has been received by the secretary of the Corporation 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-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 (by ballot or otherwise) is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall be 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 favor of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

- 8.15 POLLS – On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairman may require or any person entitled to vote may demand a poll thereon. A poll so required or demanded shall be taken in such manner, as the chairman shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or by proxy shall be entitled to one vote, and the result of the poll so taken shall be the decision of the members upon the said question.
- 8.16 ADJOURNMENT – The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

SECTION NINE FINANCIAL AND BUSINESS MATTERS OF THE CORPORATION

- 9.01 FINANCES – The funds necessary for the operation of the Corporation and the school maintained by the Corporation shall be obtained primarily from the dues and other assessments paid by the members, from donations, and from tuition fees paid by the parents of the children attending the school. The annual dues and tuition fees 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 purposes and character of the Corporation.
- 9.02 FINANCIAL YEAR – Until changed by resolution of the Board the financial year of the Corporation shall end on the last day of June in each year.
- 9.03 EXECUTION OF INSTRUMENTS – By-laws, membership certificates, deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Corporation 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, assistant treasurer, or any other office created by by-law or the Board. In addition, the Board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.
- 9.04 BANKING ARRANGEMENTS – The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or other organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.
- 9.05 CHEQUES OR BILLS OF EXCHANGE – All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all, books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

- 9.06 DEPOSIT OF SECURITIES FOR SAFEKEEPING – The securities of the Corporation 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 Corporation signed by such officer or officers, agent or agents, of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board 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 Corporation 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 Corporation. Such instrument, certificates or other evidence shall be in favor of such person or persons as may be determined by the officers signing or arranging for them. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

SECTION TEN BORROWING AND SECURITIES

- 10.01 BORROWING POWER – The Board may from time to time, in such amount (to a maximum of \$10,000) and on such terms as it deems expedient:
- a) borrow money on the credit of the Corporation;
 - b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
 - c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.
- 10.02 IDEM – The Board may exceed the \$10,000 limit set in the previous section only after it has obtained the consent of the members given at a duly constituted meeting of members.
- 10.03 DELEGATIONS – The board may from time to time delegate to such one or more of the directors and officers of the Corporation 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 APPOINTMENT – The principal and teachers shall be appointed by the Board after careful consideration of their spiritual, academic, and physical qualifications. They shall be appointed for such terms, with such salary and upon such conditions (except as herein expressly provided) as the Board may determine.
- 11.02 CONDITIONS OF APPOINTMENT – All permanent members of the teaching staff must be members of the Corporation. They must be communicant members in good standing of a Canadian Reformed Church

or of a church with whom the federation of Canadian Reformed Churches maintains a sister church relationship, spiritually sound in their teaching and lead exemplary Christian lives.

- 11.03 DISMISSAL OF TEACHERS –The Board has the authority to dismiss a teacher who proves to be unfit for the work because such teacher's instruction or personal life conflicts with the basis and purpose of the Corporation.
- 11.04 COURSE OF STUDY –A course of study outlining the work for each grade shall be prepared by the principal in collaboration with the teaching staff; after approval by the Board, this course of study shall govern all instruction in the school.
- 11.05 SCHOOL TERM –The school term shall be determined by the Board and such holidays and vacations shall be allowed as may be decided upon by the Board.

SECTION TWELVE NOTICES

- 12.01 METHOD OF GIVING NOTICES –Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the 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 recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication, or, in the case of notices to members, if
- a) posted on the bulletin board or boards of the Canadian Reformed Churches or churches with whom the federation of Canadian Reformed Churches maintains a sister church relationship of which there are members of the Corporation, in the surrounding area;
 - b) published in the bulletin or bulletins of the said churches; and
 - c) set out in the Bulletin of the Corporation issued and distributed from time to time to the members.

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 five days following when deposited in a post office of public letterbox; a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriated communication company or agency or its representative for dispatch. A notice so posted shall be deemed to have been given when it is posted up on such bulletin board or boards; and a notice so published shall be deemed to have been given when it is published in either or both of the said bulletins. 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 to be reliable.

- 12.02 COMPUTATION OF TIME – In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or any event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 12.03 OMMISSIONS AND ERRORS – The accidental omission to give any notice to any member, director, officer, auditor, or member of a committee of the Board, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

- 12.04 WAIVER OF NOTICE –Any member (or his duly appointed proxy), director, auditor, or member of a committee of the Board may waive any notice required to be given to him under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- 12.05 CLARIFICATION –For clarification and for greater certainty, it is understood and agreed that all business and operations of the Corporation will be conducted in accordance with the By-laws of the Corporation and applicable law and that any change to the By-laws may only be effected strictly in accordance with applicable law and the By-laws and not on an ad-hoc basis.


SECTION THIRTEEN
REPEAL OF PRIOR BYLAWS AND EFFECTIVE DATE

- 13.01 Repeal – Subject to the provisions of section 13.02, By-law no 1 of the Corporation heretofore enacted is hereby repealed.
- 13.02 Exception – The provisions of section 13.01 shall not extend to any By-Law heretofore enacted for the purpose of providing to the Board the power or authority to borrow.
- 13.03 Proviso – Provided, however, that the repeal of prior By-Laws shall not impair in any way the validity of any act or thing done pursuant to such repealed By-Law.
- 13.04 Enactment – This by-law shall come into force without further formality upon its enactment.

Enacted as By-Law no. 4 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 18th day of May 2005 and confirmed by a special resolution of the members of the Corporation at a meeting of the members duly called and regularly held on October 20, 2005.



Chairman and President
R. Faber



Secretary
T. Flach