

**BYLAW**  
**THE NON - PROFIT CORPORATIONS ACT, 1995**  
**BYLAW NO. 1**

A bylaw relating generally to the transaction of the business and affairs of the **Saskatchewan Catholic School Boards Association Inc.** (herein the "Corporation").

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**BE IT ENACTED** as a bylaw of the Corporation as follows:

**STATEMENT OF OBJECTIVES AND GOALS**

The Corporation shares a mutual responsibility with the Catholic community of Saskatchewan to promote, advance and protect rights to a Catholic education, and is dedicated to assisting Catholic communities in establishing and sustaining Catholic school divisions.

**SECTION ONE**

## INTERPRETATION

**1.01 Definitions.** In the bylaws of the Corporation, unless the context otherwise requires:

"**Act**" means *The NonProfit Corporations Act, 1995* (Saskatchewan) and any statute that may be substituted therefor, as from time to time amended;

"**Articles**" means the original Articles of Incorporation dated the 25<sup>th</sup> day of October, 2006, and Articles has the meaning given that term in the Act;

"**Associated persons**" means the following persons:

- (1) The archbishop and bishops of Saskatchewan;
- (2) Secretary-treasurers( or chief financial officers)of Catholic boards of education;
- (3) Parish priests in Saskatchewan;
- (4) Chief executive officers of independent Catholic schools;
- (5) Directors and superintendents of education of Catholic Boards of Education;
- (6) Presidents of Campion College, St. Thomas More College and St. Peter's College.
- (7) members (Trustees) of the boards of education of Saskatchewan Catholic school divisions;

And such other persons as the Board from time to time may approve as Associated persons.

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

"**Bylaws**" means this bylaw and all other bylaws of the Corporation from time to time in force and effect;

"**Corporation**" means the **Saskatchewan Catholic School Boards Association Inc.;**

"**Directors**" means the individuals, or any of them, comprising the Board of Directors of the Corporation from time to time;

"**Member**" means a member of the Corporation, which members consist of each Catholic school board in Saskatchewan.

"**Meeting of Members**" means the annual meeting of Members and a special meeting of Members;

"**President**" herein refers to the individual elected as president of the Corporation from time to time;

**“school board”** means a board of education as established in accordance with *The Education Act, 1995* of Saskatchewan.

**"Special meeting of Members"** means a special meeting of the Members entitled to vote at a meeting of Members;

**"Nonbusiness day"** means Saturday, Sunday and any other day that is a holiday as defined in *The Interpretation Act* (Saskatchewan);

**"Recorded address"** means in the case of a Member the address recorded in the register of Members maintained by the Corporation; and in the case of a director, officer, auditor or other member of a committee of the Board, the latest address as recorded in the records of the Corporation;

**"Representative Directors"** means those Directors who are appointed as members of the Board as contemplated by Subsection 3.04 of these bylaws.

**"Signing officer"** means, in relation to any instrument, a person authorized to sign the same on behalf of the Corporation by the terms of Section 2.04 or by the terms of a resolution duly passed by the Board to such effect;

**SAVE AS AFORESAID**, words and expressions defined in the Act have the same meanings when used herein; and,

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

Expressions referring to writing shall be construed as including references to printing, lithographing, typewriting, photography and other modes or representing or reproducing words in a visual form.

## **SECTION TWO BUSINESS OF THE CORPORATION**

**2.01 Registered Office** - Until changed in accordance with the Act, the registered office of the Corporation shall be in the City of Saskatoon, in the Province of Saskatchewan, and at such other location as the Board may from time to time determine.

**2.02 Corporate Seal** - Until changed by the Board, the corporate seal of the Corporation shall be in the form impressed.

(SEAL)

**2.03 Financial Year** - Until changed by the Board, the financial year of the Corporation shall end on the last day of **August** in each year.

**2.04 Execution of Instruments** - Subject to any resolution of the Board to the contrary, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the corporation by any two of the persons holding the offices of President, Vice-President, Past President, Secretary/Treasurer or such other person or persons as the Board or Executive Committee may direct. The Executive Committee may limit by nature or size of obligation instruments or agreement that may be executed by the foregoing persons and may specify the person authorized to execute on behalf of the Corporation such instruments or agreements. In addition, the Board may from time to time appoint the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer, as designated in this paragraph, may affix the corporate seal to any instrument requiring the same.

**2.05 Banking Arrangements** - The Banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by resolution of or under the authority of the Board. All cheques, drafts, notes, acceptances or orders for payment of money may be endorsed for deposit to the credit of the corporation's bank account by any one of the following: President, Vice-President, Past President, Secretary/Treasurer, or such other person or persons as the Board or Executive Committee may from time to time appoint for that purpose, or if the Board of Directors so determine, by means of a rubber stamp.

**2.06 Investments** - Subject to the limitations contained in any gift to the Corporation or the limitation in the Act in the event the Corporation at a particular time constitutes a charitable corporation, the Corporation shall not be limited to investment in shares, debentures, bonds, mortgages or other financial instruments in which trustees in Saskatchewan are by law permitted to invest, but may make any investment which the Board of Directors considers advisable.

**2.07 Voting Rights in Other Bodies Corporate** - A signing officer of the Corporation shall, upon the instructions of the Board or Executive Committee, execute and deliver proxies 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 instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officer executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the Board or Executive Committee may from time to time direct the manner in which and the person or persons by whom particular voting rights or class of voting rights may or shall be exercised.

## **SECTION THREE DIRECTORS**

**3.01**           **Number and Quorum** - The Board of the Corporation shall be comprised of the President, the Vice-President, the Past President, along with six Directors. A majority of the Directors in office from time to time constitute a quorum at any meeting of Directors and, notwithstanding a vacancy among the Directors, a quorum of Directors may exercise all of the powers of the Directors. When a quorum ceases to exist at a meeting the Chair shall adjourn the meeting.

**3.02**           **Qualification** - No person shall be qualified for election as a director if such person is less than 18 years of age; is of unsound mind and has been so found by a court in Canada or elsewhere; is not an individual; or if such person has the status of a bankrupt. The Act requires that a majority of Directors shall be resident Canadians and at least one shall be resident of Saskatchewan. In addition to satisfying the qualifications of Directors provided in the Act, no person shall be qualified for election as a director unless such person, at the time of their election, is a designee of a Member of the Corporation.

**3.03**           **Eligibility for Election** - Only designees of Members of the Corporation shall be eligible for the election of Directors which designation on behalf of a Member shall be in such form as the Chair of the meeting at which such election occurs shall accept. Persons representing school divisions which are represented by persons filling the offices of President and Vice-President shall not be eligible for election to the Board of Directors of the Corporation.

**3.04**           **Representative Directors** - The President, the Vice-President and the Past President are by virtue of their respective offices directors on the Board of Directors of the Corporation. In the event that a Representative Director is unable or unwilling or otherwise disqualified to act as a director of the Corporation or resigns from the Board while holding the representative office, the remaining Directors may appoint a person to act in substitution for such Representative Director, including on the Executive Committee, until the next annual meeting.

**3.05**           **Election and Term** - The election of the Directors who are not Representative Directors shall take place at the first meeting of the Members and at the meeting of the Members held concurrently with or proximate to each annual meeting of the Members and the Directors then in office who are not Representative Directors shall retire but, if qualified, shall be eligible for reelection. The number of Directors to be elected at any such meeting shall be the number of Directors then in office unless the Directors or Members otherwise determine. The election shall be by resolution of Members. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

**3.06**           **Removal of Directors** - Subject to and in accordance with the provisions of the Act, the Members may by ordinary resolution at a special meeting of the Members remove any Director or Directors from office other than those who are Representative Directors and the vacancy created by such removal may be filled at the same meeting by vote of the Members.

- 3.7**            **Vacation of Office** - A Director ceases to hold office upon death; is removed from office by the Members; ceases to be qualified for election as a director; or when written resignation of such Director is sent or delivered to the Corporation, or if a time is specified in such resignation, the time so specified, which ever is the later.
- 3.8**            **Action by the Board** - Subject to the Articles, the Board shall manage the business and affairs of the Corporation. The responsibilities and duties of the Board shall include but not be limited to the following:
- 3.8.1.1**        **Catholicity:** To work with the Catholic bishops of Saskatchewan, their dioceses and the Catholic community in our joint mission of Catholic education, and in conjunction therewith:
- 3.8.1.1.1**        To participate in associations that promote Catholic education, including such organizations as the Canadian Catholic School Trustees Association (CCSTA) in its mandate of dealing with Catholic education at the national level.
- 3.8.1.1.2**        To establish and maintain close working relations with Catholic school trustees associations in other provinces.
- 3.8.1.1.3**        To monitor developments in education in Saskatchewan and Canada and their implications for Catholic education in Saskatchewan.
- 3.8.1.2**        **Education:**
- 3.8.1.2.1**        To promote employee training programs and inservice education specifically dealing with Catholic education both for trustees and professional staff.
- 3.8.1.2.2**        To facilitate co-operative programs among Catholic divisions in such areas as curriculum development and religious education.
- 3.8.1.2.3**        To act as a liaison agent and clearing house for ideas and recommendations emanating from Catholic trustees and school divisions.
- 3.8.1.2.4**        To sponsor, organize and participate in conferences and assemblies which promote the benefits of Catholic education.
- 3.8.1.2.5**        To preserve the close working relationship between Catholic school divisions and the teacher training institutions and the Catholic colleges in Saskatchewan.
- 3.8.1.2.6**        To foster and maintain a relationship with the Saskatchewan School Boards Association for the benefit of Catholic school divisions and Catholic education in Saskatchewan, and to operate as the association representing the active involvement of Catholic school divisions in the general matters of the Saskatchewan School Boards Association, including appointment to committees and task forces, particularly as they relate to Catholic school systems.

### **3.8.1.3 Legislation:**

- 3.8.1.3.1** To monitor changes proposed to the law as it applies to Catholic education and to dialogue with government on issues related to Catholic education.
- 3.8.1.3.2** To advocate on behalf of Catholic school divisions for the protection and enhancement of Catholic education.
- 3.8.1.3.3** To advise and assist with the establishment and/or expansion of Catholic school divisions.
- 3.8.1.3.4** To provide representation to government on behalf of Saskatchewan Catholic school divisions and trustees.

### **3.8.1.4 Communication**

- 3.8.1.4.1** To keep Catholic constituencies apprised of developments and challenges to Catholic education in Saskatchewan, and to foster and develop an effective communication network for Catholic trustees and Catholic school divisions.
- 3.8.1.4.2** To communicate with the public on all aspects of Catholic education and to promote Catholic education with the Catholic community, the general public and governmental authorities.

Subject to the Act and Subsection 3.12 hereof, the powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by the Directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

**3.09 Meetings by Telephone** - If all the Directors of the Board or a committee thereof, as the case may be, consent, a director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such meeting by such means is deemed to be present at the meeting. Any consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board held while a director holds office. Any consent so given shall be valid for the purposes of a particular meeting unless revoked by notice in writing received by the Corporation prior to the meeting in respect of which such revocation relates.

**3.10 Place of Meetings** - Subject to any resolution of the Board to the contrary, meetings of the Board may be held at any place in Saskatchewan.

**3.11 Calling of Meetings** - Meetings of the Board shall be called on the authority of the President, or, in the President's absence, the Vice-President.

**3.12 Notice of Meeting** - Notice of the time and place of each meeting of the Board shall be given by the Executive Director on the authority of the President or Vice-President in the manner provided in paragraph 9.01 to each Director not less than seven days before the time the meeting is to take place, unless such notice shall be waived by consent of all (directors of the board). A notice of meeting of Directors need not specify the purpose of or the business to be transacted at a meeting except where the Act requires such purpose or business to be specified, but notice shall be given of any proposal to:

- (a) submit to the Members any question or matter requiring approving of the Members;
- (b) fill a vacancy among the Directors who are not Representative Directors, or in the office of auditors;
- (c) issue securities except in the manner and on terms authorized by the Directors;
- (d) purchase, redeem or otherwise acquire securities issued by the Corporation;
- (e) approve any financial statements; or
- (f) adopt, amend or repeal bylaws.

A director may in any manner waive notice of or otherwise consent to a meeting of the Board.

**3.13 First Meeting of New Board** - Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**3.14 Regular Meetings** - The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act or this bylaw requires the purpose thereof or the business to be transacted thereat to be specified.

**3.15 Chair** - The President shall be the Chair of the Board or in the absence of the President, the Vice-President. If no such person is present, the Directors present shall choose one of their number to be chair for the purpose of such meeting.

**3.16 Votes to Govern** - At all meetings of the Board and any committees of the Board every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the chair shall not have a second or casting vote and a resolution or questions in respect of which an equality of votes are cast shall be deemed to be lost.

**3.17 Remuneration and Expenses** - The Directors shall not be entitled to remuneration for services to the Corporation as a Director (other than a per diem approved by the Board, the amount of which per diem shall be annually reviewed). Directors shall be entitled to reimbursement for expenses such as travelling or outofpocket expenses incurred as a Director or in any other capacity which are authorized by the Board. Nothing herein contained shall prevent any Director from serving the Corporation in any other capacity and receiving remuneration therefor.



**3.18 Conflict of Interest** - A director or officer who is a party to or who is a director or officer of or has a material interest in any person who is a party to a material contract or a proposed material contract with the Corporation shall disclose the nature and extent of their interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or the Executive Committee of the Corporation for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or the Executive Committee. A director interested in a contract so referred to the Board shall not vote on any resolution to approve the same unless the contract or proposed contract is:

- (a) An arrangement by way of security for money lent to or obligations undertaken for the benefit of the Corporation or an affiliate;
- (b) A contract relating primarily to remuneration as a director, officer, employee or agent of the Corporation or an affiliate;
- (c) A contract for indemnity or insurance under Section 108 of the Act as amended from time to time or any successor to such Section; and,
- (d) A contract with an affiliate.

Subject to the Act, and provided a Director acts in accordance with the provisions hereinbefore mentioned, no such contract, proposed contract or arrangement shall be voidable by the corporation and such director or Directors shall not be liable to account to the corporation for any profit accruing to them by virtue of any such contract or arrangement. Notwithstanding that a director does not vote in respect of any contract, proposed contract or arrangement in which such director has a material interest, such director may be included to determine the presence of a quorum at a meeting of Directors or committee of Directors at which such resolution was taken.

**3.19 Remuneration of Employees** - The Board shall fix the remuneration of employees of the Corporation and shall determine all terms and conditions of employment of employees of the Corporation.

**3.20 Validity** - Any act of a director or officer is valid notwithstanding an irregularity in their election or appointment or a defect in his qualifications.

**3.21 Resolution in Writing** - A resolution in writing signed by all the Directors of the corporation entitled to vote on that resolution at a meeting of Directors or committee of Directors is as valid as if it had been passed at a meeting of the Directors or a committee of Directors and satisfies all the requirements of the Act relating to meetings of Directors or committee of Directors. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of Directors and shall be effective on the date signed thereon or the latest date signed on any counterpart.

**3.22 Attendance of Other Persons** - The Board may invite others to its meetings or portions of such meetings as the Board may determine as appropriate.

**3.23 Representative on the Saskatchewan School Boards Association Executive –** The Corporation’s representative on the Saskatchewan School Boards Association Executive shall be the President. Should the President be unable to fulfill this duty, a representative shall be elected from the existing board of directors, by the board of directors. Should no director be able to take this post, nominations shall be extended to all trustees of Catholic boards.(Amended November 2014 AGM).

**3.24 Representative on the Catholic School Trustees Association Board of Directors -** The Corporation on the Canadian Catholic School Trustees Association Board of Directors shall be the Past President of the Corporation, or such other member of the Board as may be determined by the Board.

## **SECTION FOUR COMMITTEES**

**4.01 Committee of Directors -** The Board may appoint Committees of Directors, however designated, and delegate to such committee any of the powers of the board except those which under the Act a committee of Directors has no authority to exercise and those powers listed in Section 5.14 (a) to (e) inclusive. The Act requires that a majority of the members of such committee shall be resident Canadians.

**4.02 Transaction of Business -** Subject to the provisions of Section 3.07, the powers of a committee of Directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the Members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Canada.

**4.03 Executive Committee -** An Executive Committee, consisting of the President, Vice-President, and the immediate Past President, is constituted to oversee the business and affairs of the Corporation and to provide direction to the officers of the Corporation as may be necessary or desirable in the absence of the Board or for those periods and in those circumstances that arise between meetings of the Board. Subject to such limitation as the Board may expressly specify, the Executive Committee shall be vested with such authority and shall be delegated such authority by the Board as may be necessary to fulfil such its function as set out above subject only to those restrictions on delegations specified in the Act, the Articles or these bylaws including those limitations set forth in Section 5.14 (a) to (e) inclusive. The Chairperson of the Education Committee and the Secretary/Treasurer shall be ex officio attendees of the meetings of the Executive Committee but shall not be members thereof nor entitled to vote on Committee resolutions.

**4.04 Responsibilities of Executive Committee -** The Executive Committee has the responsibilities:

- (1) To recommend agenda items for Board meetings;
- (2) To make recommendations to the Board on matters which do not fall under the mandate of specific committees;

- (3) To make recommendations to the Board with respect to the annual budget of the Corporation;
- (4) To act on matters, which require action before the next Board meeting and which, in the opinion of the Executive Committee, are in the best interest of the Corporation;
- (5) To take such action as is deemed necessary to ensure that the responsibilities of the Executive Director are fulfilled when the Executive Director is unable to perform the assigned duties due to illness or other just cause.

**4.05 Education Committee** - An Education Committee of the Corporation is hereby constituted comprised of the Directors of Education of each of the Member Catholic school divisions. The Education Committee shall meet immediately prior to each meeting of the Board of Directors for purposes of providing to the Board their advice and comments on the matters proposed for the Board's consideration. The Board may appoint the directors of education of each of the Member Catholic school divisions as observers with right of participation in the deliberations of the Board in accordance with the provisions of 4.07.

**4.06 Procedure** - Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and regulate its procedure.

**4.07 Board Observers** - The Board may by resolution appoint observers, without vote, to the proceedings of the Board with or without an entitlement to participate in the deliberations of the Board. The term of such appointment shall be at the pleasure of the Board with any renewal or revocation of such appointment determined by a majority resolution of the Board.

**4.08 Confidentiality of Board Proceedings** - All advisors or observers appointed by the Board shall retain as confidential all information provided such person by the Corporation or such information as may come into the possession of such person in the course of or incidental to such persons' duties and, shall not disclose the same to any person except with the consent of the Corporation. The Corporation may require that such obligations be formalized in an agreement of non-disclosure and confidentiality in favour of the Corporation to be executed by an officer or employee. Such agreement shall otherwise be on such terms and conditions that the Corporation shall determine from time to time.

## **SECTION FIVE OFFICERS**

**5.01 Appointment** - The Board may from time to time appoint a Secretary/Treasurer, Director/Managers and such other officers as the Board may determine including one or more assistants to the officers so appointed. The Board may specify the duties of and in accordance with this bylaw and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Those officers of the Corporation who are not Members of the Board shall not vote at any meetings of Members of the Board which they attend.

**5.02 President** - The President shall be the chief operating and executive officer and subject to the authority of the Board, shall have general supervision of the business and affairs of the Corporation; and shall have such other powers and duties as the Board may specify.

**5.03 Election and Term of President and Vice-President** - The President and Vice President shall be elected at each annual general meeting by way of a vote of the Catholic school trustees in attendance at such meeting. The office of President and Vice-President shall be limited to two successive terms. In the event that:

- the immediate Past President is unable or unwilling or otherwise disqualified to act as a director of the Corporation or resigns from the Board while holding such representative office, and
- the current President does not take up such office as a result of their retirement from the office of President,

the Catholic school trustees in attendance at such meeting shall elect a person to act in substitution for the immediate Past President until the usual expiration of the term of such office.

**5.04 Duty of President** - The president shall:

- (a) Chair all meetings of the Board, the Executive Committee and the annual general meeting (of the members;) to be removed.
- (b) Serve as the Corporation representative on the executive of the Saskatchewan School Boards Association or ensure that a representative be elected from the existing board of directors, by the board of directors. Should no director be able to take this post, nominations shall be extended to all trustees of Catholic boards. (Amended November 2014 AGM).
- (c) Report to the annual general meeting on the decisions of the Board;
- (d) Act as the spokesperson for the Catholic Section and be responsible for appointing a spokesperson in cases where the President is unable to do so;
- (e) Call meetings of (the) Board and/or the Executive Committee and ensure that the appropriate notice is given;
- (f) Except where otherwise stated in the bylaws and /or policies of the Corporation, appoint committees to carry out research or administration tasks as needed, and appoint Corporation representatives on committees other than those of the Corporation.
- (g) Serve on the Selection Committee for the position of Executive Director;
- (h) Appoint a director of education of education employed by a Catholic Separate School Board of Education to serve as the chairperson of the Education Committee.

**5.05 Duty of Vice-President** - The Vice-President shall:

- (a) Serve on the Executive Committee;
- (b) Assume the duties and roles of the President in absence of the President;
- (c) Serve on the Selection Committee for the position of Executive Director

when required.

**5.06 Immediate Past President** - The immediate Past President is the individual holding the office of President prior to election of a new incumbent. The duties of the Past President shall extend to:

- (a) Serving on the Executive Committee;
- (b) Serving as the Corporation representative on the Canadian Catholic School Trustees' Association Board of Directors;
- (c) Chairing the Nomination Committee for the annual general meeting;
- (d) Serving on the Selection Committee for the position of Executive Secretary when required.

**5.07 Secretary/Treasurer** - The Secretary/Treasurer shall attend and be the secretary of all meetings of the Board, Members and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he, as and when appropriately instructed, shall give or cause to be given all notices to Members, Directors, officers, auditors and Members of committees of the Board; the Secretary/Treasurer shall be 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 or designated by the Board for that purpose; and shall have such other powers and duties as the Board or the chief executive officer may specify. The Secretary/Treasurer shall ensure that proper books of account are maintained for the affairs of the Corporation and in compliance with the requirements of the Act, and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; the Secretary/Treasurer shall render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Corporation; and shall have such other powers and duties as the Board and the chief executive officer may specify. Unless otherwise determined by the Board, the Executive Director of the Corporation shall be the Secretary/Treasurer of the Corporation and the Board in its discretion may appoint a Secretary and a Treasurer for the Corporation and in such event shall designate their respective individual responsibilities.

**5.08 Executive Director and Director/Managers** - The Executive Director and each Director/Manager shall have such authority as the President or Executive Committee shall specify provided that the authorities of the Executive Director shall extend unless otherwise specifically excluded to those duties and responsibilities contemplated by these Bylaws.

**5.09 Powers and Duties of Other Officers** - The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board, the Executive Committee or the chief executive officer may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the chief executive officer otherwise directs.

**5.10 Variation of Powers and Duties** - The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of an officer.

**5.11 Terms of Office** - The Board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the Board shall hold office until his successor is appointed.

**5.12 Terms of Employment and Remuneration** - The terms of employment and remuneration of officers appointed by the Board shall be settled by it from time to time.

**5.13 Conflict of Interest** - An officer shall disclose their interest in any material contract or proposed material contract with the Corporation in accordance with Section 3.18.

**5.14 Delegation of Powers** - Directors may delegate to the officers any powers that the Directors may lawfully delegate pursuant to the Act and the bylaws except powers to:

- (a) submit to the Members any question or matter requiring the approval of the Members;
- (b) fill any vacancy among the Directors or the office of auditors;
- (c) issue securities including memberships except in the manner and on the terms authorized by the Directors;
- (d) purchase, redeem or otherwise acquire securities issued by the Corporation;
- (e) approve any financial statements of the Corporation; or,
- (f) adopt, amend or repeal bylaws.

**5.15 Agents and Attorneys** - The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.

**5.16 Confidentiality - Officers and Employees – Agreements** - All officers and employees of the Corporation shall retain as confidential all information provided such person by the Corporation or such information as may come into the possession of such person in the course of or incidental to such persons' duties and responsibilities as an officer or employee of the Corporation, and, shall not disclose the same to any person except with the consent of the Corporation. The Corporation may require that such obligations be formalized in an agreement of non-disclosure and confidentiality in favour of the Corporation to be executed by an officer or employee. Such agreement shall otherwise be on such terms and conditions that the Corporation shall determine from time to time.

## **SECTION SIX PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**6.01 Limitation of Liability** - No director or officer 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 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 or damage arising from

the bankruptcy, insolvency or tortious acts of any other 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 judgement or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, UNLESS the same are occasioned by the Director's or officer's own wilful neglect or default and provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

**6.02 Indemnity** - Subject to the limitations contained in the Act, the Corporation shall and does hereby indemnify a director or officer, a former director and officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and such person's heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or any such body corporate, if:

- (a) such person acted honestly and in good faith with a view to the best interest of the Corporation; and,
- (b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, they had reasonable grounds for believing that their conduct was lawful;

Provided:

- (c) the person seeking indemnification has given the Corporation prompt written notice of any such claim, law suit or action for which indemnification is sought; and
- (d) they cooperate in all reasonable manner with the Corporation and its agents in defence of any such claim, law suit or action.

**6.03 Insurance** - Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as such as the Board may from time to time determine.

## **SECTION SEVEN MEMBERS' INTERESTS**

**7.01 Membership** - Only Catholic school divisions in Saskatchewan shall become Members of the Corporation, and, subject to compliance with the Articles and Bylaws, membership shall be in effect on the date specified by the Board, or if no such date is specified, on the date the Board approves such person for membership in the Corporation.

**7.02 Termination of Membership** - A Membership interest of a Member in the Corporation is not transferable and is terminated:

- (a) when a Member ceases to be a Catholic school division in Saskatchewan; or
- (b) upon determination of the Board to effect termination, after the expiration of 90 days, without payment of the amounts specified in such notices, from the date of notice from the Corporation to the Member specifying that such Member's annual

- dues (as established by the Board from time to time) or other fees or amounts owing the Corporation are due and unpaid; and
- (e) upon the Corporation being liquidated or dissolved.

## **SECTION EIGHT MEETINGS OF MEMBERS**

**8.01 Annual General Meeting** - The annual general meeting (of the Members) to be removed shall be held, subject to Section 8.03, no earlier than October 1 and no later than the first day of the annual convention of the Saskatchewan School Boards Association. The time and place of meeting of the annual general meeting shall be approved annually by the Board on and before June 1. At each general meeting the President shall report to the meeting on the decisions of the Board since the last annual general meeting.

**8.02 Special General Meetings** - Special general meetings of the Members may be called by the Board, who shall fix the time and place of such meetings and give notice to all Members. (boards holding membership in the Corporation.) to be removed

**8.03 Notice of Meetings** - Notice of the time and place of each meeting of the Members shall be given in the manner provided in Section 9.01 not less than 15 nor more than 50 days before the date of the meeting to each director, to the auditor and to each Member entitled to such notice. Notice of the meeting of Members called for any purpose other than consideration of financial statements and auditors reports, election of Directors, reappointment of the incumbent auditor and consideration of bylaws submitted by the Directors in accordance with the Act shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgement thereon and shall state the text of any special resolution to be submitted to the meeting. A Member may in any manner waive notice of or otherwise consent to a meeting of Members.

**8.04 List of Additional Persons Entitled to Notice** - For every meeting of Members, the Corporation shall prepare a list of the Associated persons who shall be entitled to receive a notice of meeting. Notice to such persons shall be given concurrently with or as soon as practical after notice is provided to Members. Notwithstanding the foregoing, the Board may with respect to certain categories of Associated persons dispense with, in whole or in part, the provision of notice on grounds of convenience, practicality or otherwise, or, limit the provision of such notice to those persons that are currently listed on the register of Associated persons maintained by the Corporation.

**8.05 Meetings Without Notice** - A meeting of Members may be held without notice at such place in Saskatchewan as the Board may determine, if:

- (a) all Members entitled to vote thereat are present in person or if those not present waive notice or otherwise consent to such meeting being held; and
- (b) the auditors, if appointed, and Directors are present or waive notice of or otherwise consent to such meeting being held.



At such meeting any business may be transacted which the Corporation at a meeting of Members may transact.

**8.06 Chair, Secretary** - The Chair of any meeting of Members shall be the first mentioned of the following officers as have been appointed and who is present at the meeting: a person selected to chair the meeting by the Board, the President, or the Vice-President. If no such officer is present within thirty minutes from the time fixed for holding of the meeting, the Members present and entitled to vote shall choose a person to be the chair. The Secretary shall act as secretary of the meeting and in their absence, the chair shall appoint some appropriate person who is present, to act as secretary of the meeting.

**8.07 Persons Entitled to be Present** - The only persons entitled to be present at the meeting of Members shall be those entitled to vote thereat, the Directors and auditors if appointed of the Corporation and others who, though not entitled to vote, are entitled or required under the provisions of the Act or the Articles or Bylaws to be given notice of the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting. The Corporation shall recognize any individual authorized by a resolution of the board of education of a Member as the duly authorized representative of such Member and such authorized representative shall be entitled to attend a meeting of Members, and in the absence of such a resolution shall recognize the Chair of the board of education of a Member as such representative.

**8.8 Quorum** - A quorum of Members is present at a meeting of Members, irrespective of the number of persons actually present or represented at the meeting, if more than 50% of the Members or their authorized representatives are present at the opening of such meeting.

**8.9 Right to Vote** - All Members of the Corporation in attendance at a meeting of the Corporation shall be the persons eligible to vote on any question that comes before the meeting other than the election of the President or the Vice-President. In respect of the election of the President or the Vice-President, the trustees)of Catholic school boards of education in attendance at such meeting shall be the persons eligible to vote.

**8.10 Votes to Govern** - At any meeting of Members every question shall, unless otherwise required by the Articles or Bylaws, be determined by a majority of votes cast on the question. In the case of an equality of votes, the chair shall not have a second or casting vote and a resolution or questions in respect of which an equality of votes are cast shall be deemed to be lost.

**8.11 Show of Hands** - Subject to the provisions of the Act, any question at a meeting shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon a 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 votes recorded in favour of or against any resolution or other proceeding in respect of the said questions, and the result of the vote so taken shall be a decision of the Members upon the said question.

**8.12 Ballots** - Upon any question proposed for consideration at a meeting of members whether or not a show of hands has been taken, a trustee (who) is entitled to vote at a meeting may require or demand a ballot and in respect of the election of the President or the Vice-President a trustee ) of a Catholic school board of education may require or demand a ballot. Any ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or a demand for a ballot may be withdrawn at any time prior to taking of the ballot.

If a ballot is taken each (trustee) present shall be entitled to one vote, and the result of the ballot so taken shall be a decision of the members upon the said question or in respect of the election of the President or the Vice-President each member of a Catholic school boards of education shall be entitled to one vote, and the result of the ballot so taken shall be a decision upon the said question.

**8.13 Adjournment** - If a meeting of Members is adjourned by one or more adjournments for less than thirty (30) days, it shall not be necessary to give notice of such adjourned meetings other than by announcement of the meeting from which it is adjourned. Provided that if a meeting is adjourned for an aggregate of thirty (30) days or more notice shall be given as per an original meeting. If any adjournment is occasioned as a result of a quorum not being present at the opening of a meeting of Members, then such meeting shall automatically be adjourned for seven (7) days to the same place and at the same time and at such adjourned meeting the quorum for the transaction of business shall be those Members present irrespective of the number of votes such Members shall be entitled to cast.

**8.14 Resolution in Writing** - A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditors in accordance with the Act.

**8.15 Amendment** - These Bylaws may be amended by the Board at any meeting of the Board of Directors and such changes are effective immediately and which are then referred for approval to the Members at the next AGM for approval, rejection or amendment.

**8.16 Final Authority to Procedures of Meetings** - The final authority in all rulings of procedure in meetings of the Corporation shall be the most recent edition of *Robert's Rules of Order*.

## SECTION NINE NOTICES

**9.01 Method of Giving Notices** - Any notice (which term includes any

communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the Articles, the bylaws 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 (last) recorded address (or if mailed to him at his or her said address by prepaid ordinary or air mail, or if sent to him or her by any form of electronic means permitted in the Act.) A notice so delivered shall be deemed to have been given when it is delivered personally or delivered to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given 48 hours after being deposited in a post office or public letter box; (and a notice so sent by any form of electronic means permitted by the Act shall be deemed to have been given when dispatched unless there are reasonable grounds for believing that the member or director did not receive the notice or document at that time or at all). The secretary may change or cause to be changed the recorded address of any Member, director, officer, auditor or Member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

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

**9.03 Undelivered Notices** - If any notice given to a Member pursuant to Section 9.01 is returned on three consecutive occasions because such Member can not be found the Corporation is not required to send any further notices or documents to the Member until he informs the Corporation in writing of his new address.

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

**9.05 Waiver of Notice** - Any Member, director, officer, auditors or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the regulations thereunder, the Articles or the bylaws or otherwise and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing except a waiver of notice of a meeting of Members or of the Board which may be given in any manner.

**9.06 Consents** - Any consents or approvals required to be obtained pursuant to the provisions of the Articles, the bylaws of the Corporation must be evidenced by a memorandum in writing which memorandum shall be dated and shall state the specific use for which such consent or approval was obtained. Unless otherwise stated in such memorandum, such consent shall be valid for a period of sixty (60) days after the date stated thereon. If such period shall lapse, the Board shall be required to obtain additional evidence of such consent in the form hereinbefore mentioned.

## **SECTION TEN ACCOUNTING**

**10.01 Directors to Keep Accounts** - The Directors shall cause true accounts to be kept of the sums of money received and disbursed by the Corporation, the matters in respect of which said receipts and disbursements take place, all sales and purchases of the Corporation, the assets and liabilities of the Corporation and all other transactions materially affecting the financial position of the Corporation.

**10.02 Auditor** - Unless such appointment is dispensed with in accordance with the act, the Members of the Corporation shall appoint an auditor, independent of the Corporation, for the performance of the duties of an auditor pursuant to the Act.

**10.03 Location of Books of Account** - The books of accounts shall be kept at the business office of the Corporation and shall be open for inspection upon approval of the Executive.

**10.04 Financial Statements** - The Board shall lay before each annual meeting of the Members a financial statement and the report of the auditor, if any, to the Members thereat. The financial statement shall:

- (i) Be approved by the Board and signed by two (2) Directors thereof;
- (ii) Cover the period that began on the day the Corporation came into existence and ended not more than four (4) months before the annual meeting or, if the Corporation has completed a financial year, the period that began immediately after the end of the last completed financial year and ending not more than four (4) months before the annual meeting;
- (iii) Include:
  - a) A statement of the assets and liabilities of the Corporation in the form of a balance sheet;
  - b) A statement of the revenue and expenditures of the Corporation; and
  - c) the report of the Auditor.

**10.05 Forwarding of Financial Statements** - A copy of the financial statement and a copy of the auditor's report shall be sent to each Member and the Director appointed under The Business Corporations Act (Saskatchewan) not less than 15 days before the date of the annual meeting.

**10.06 Publication of Financial Documentation** - The Corporation is hereby authorized to the extent permitted by the Act to publish a notice stating that the documents required to be published by the Act are available for examination at the registered office of the Corporation during normal business hours in lieu of publication of such documents.

**SECTION ELEVEN  
EFFECTIVE DATE**

**11.01 Effective Date** - This Bylaw shall come into force upon the Directors of the Corporation adopting the same by resolution and shall continue in full force and effect until the first meeting of Members of the Corporation following such adoption.

**11.02 Ratification** - At the first meeting of Members following the adoption by the Directors of the Corporation referred to in Section 11.01, the Directors of the Corporation shall submit this bylaw to the Members of the Corporation and the Members shall either confirm, reject or amend the same by ordinary resolution.

**ENACTED** by the Board the “3<sup>rd</sup>” day of November, 2006.

          **”Keith Koberinski”**            
**President**

          **”Stella Richards”**            
**Vice-President**

**CONFIRMED** by the Members in accordance with the Act the “3<sup>rd</sup>” day of November, 2006.

          **”Julian Paslowski”**            
**SECRETARY**

**Special Note:**

**These up-dated bylaws were approved at the October 21, 2017 AGM.**