



## INTRODUCTION

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### #4 Bylaws of the Society of the Catholic Independent Schools of Nelson Diocese

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## **THE BYLAWS OF THE CATHOLIC INDEPENDENT SCHOOLS OF NELSON DIOCESE**

### **Part 1 INTERPRETATION**

- 1.1 In these bylaws, unless the context otherwise requires:
  - (a) "Board of Directors" means the board of directors of the Society for the time being.
  - (b) "directors" means those persons who have become either appointed or elected in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;
  - (c) "Registered address" of a member means his or her address as rendered in the register of members;
  - (d) "Societies Act" means the *Societies Act* (British Columbia), or any successor legislation from time to time in force, and any regulations made under the Societies Act as amended from time to time;
  - (e) "Society" means The Catholic Independent Schools of Nelson Diocese;
- 1.2 Words importing the singular include the plural and vice versa, and words importing a female person include a male person and a corporation.
- 1.3 Except where they conflict with the definitions contained in these bylaws, the definitions in the Societies Act apply to these bylaws and the constitution.
- 1.4 Any reference in these bylaws to an officer is a reference to a "senior manager" as that term is defined in the Societies Act.

## **Part 2 SOCIETY MEMBERSHIP**

- 2.1 The members of the Society are those persons who have become members in accordance with these bylaws and have not ceased to be members.
- 2.2 The members of the Society shall be composed of the following:
  - (a) The Board of Directors;
  - (b) One (1) pastor from each Catholic school within the boundaries of the Diocese of Nelson, elected by the pastors of the parishes supporting each such school;
  - (c) One (1) school council representative from each Catholic school council within the boundaries of the Diocese of Nelson (who is not a current director), elected by the members of such school council; and
  - (d) One (1) staff representative from the staff of each Catholic school in the Diocese of Nelson, elected by the staff members of each such school. For certainty, the term "staff" shall include teachers, administrators, and support staff members.
- 2.3 The Bishop of the Diocese of Nelson, ex-officio, in his capacity as a director of the Society pursuant to bylaw 5.2(2)(i), shall have the right to expel any person as a member of the Society.
- 2.4 Every member shall uphold the constitution and comply with these bylaws.
- 2.5 There shall be no annual membership dues.
- 2.6 A person shall cease to be a member of the Society on the earliest happening of the following events:
  - (a) upon the member delivering his/her resignation in writing to the secretary of the Society, or by mailing or delivering it to the registered office of the Society;
  - (b) the member dying;
  - (c) the member ceasing to hold the office or position for which they were appointed or elected, as specified in bylaw 2.2; and
  - (d) the member being expelled by the Bishop of the Diocese of Nelson, ex-officio.

- 2.7 The Superintendent of Schools shall not be eligible to be a member of the Society.

### **Part 3 MEETINGS OF MEMBERS**

- 3.1 General meetings of the Society must be held at the time and place, in accordance with the Societies Act, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. Notices will be given not less than 14 days prior to the meeting.
- 3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.6 Any general meeting of the Society shall be held at such time and place, in accordance with the Societies Act, as the Board of Directors shall decide.
- 3.7 Notwithstanding the foregoing provisions, members may waive or reduce the period of notice at a meeting of members by unanimous consent in writing.

### **Part 4 PROCEEDINGS AT GENERAL MEETINGS**

- 4.1 Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (b) all business conducted at an annual general meeting, except the following:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements
    - (iii) the report of the directors
    - (iv) the report of the auditor, if any;

- (v) the election of directors;
  - (vi) the appointment of the auditor, if required; and
  - (vii) such other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2 (1) No business, other than the election of a chair and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum will consist of 30% of the members, but no less than three (3) members.
- 4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.4 The president of the society, vice-president, the Episcopal Vicar for Education, or, in the absence of all three, one of the other directors present, must preside as chair of a general meeting.
- 4.5 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

- 4.6 (1) The chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution will not be passed.
- 4.7 (1) A member in good standing present at a meeting of members is entitled to one vote, provided that the Bishop of the Diocese of Nelson, ex-officio, in his capacity as a member of the Society pursuant to bylaw 2.2(a), shall have the power to veto any decision of the members of the Society.
- (2) Voting by the membership is by show of hands, unless the members otherwise decide.
- (3) Voting by proxy is not permitted.
- 4.8 Unless otherwise provided for in these bylaws or in any procedures established by the directors or adopted by the members, Robert's Rules of Order, eleventh edition, shall govern all matters or procedures at a meeting of the members.
- 4.9 A resolution consented to in writing by all the members of the Society will be as valid and effectual as if passed at a meeting of the members duly called and constituted. Such resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Each resolution will be filed with minutes of the proceedings of the members and will be effective on the date stated therein or on the latest date stated in any counterpart.

## **Part 5 DIRECTORS AND OFFICERS**

- 5.1 (1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
- (i) all laws affecting the Society,
- (ii) these bylaws, and
- (iii) rules, not being inconsistent with these bylaws that are made from time to time by the Society in a general meeting.

- (2) No rule made by the Society in a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 5.2
- (1) The number of directors will be no less than eight (8).
  - (2) The Board of Directors will consist of:
    - (i) Bishop of the Diocese of Nelson (ex-officio), provided that in the case of a vacancy in the office of such Bishop, or in the case of prolonged absence of the Bishop, the person who is the administrator of the Diocese of Nelson for the time being, according to the rites and usages of the Catholic Church, will act as such director pursuant to this bylaw 5.2(2)(i) until the return of the Bishop or until the appointment and qualification of a new Bishop;
    - (ii) Vicar General (ex-officio);
    - (iii) Episcopal Vicar for Education (ex-officio);
    - (iv) One (1) pastor appointed by the Bishop from the pastors associated with the Catholic schools within the boundaries of the Diocese of Nelson (ex-officio); and
    - (v) The remaining directors (the "Remaining Directors") will be nominated, one by each each Catholic school council within the boundaries of the Diocese of Nelson. These nominees must have previous BC Catholic school and/or school council experience. The appointment of the Remaining Directors will be confirmed by the Bishop in consultation with the Vicar of Education. The Remaining Directors may only sit for two (2) consecutive Terms (as hereinafter defined);
  - (3) Current employees of the Society are not eligible to serve on the Board of Directors.
  - (4) In consultation with the Vicar of Education, the Bishop of the Diocese of Nelson, ex-officio, in his capacity as a member of the Society pursuant to bylaw 2.2(a), may make additional appointments at his discretion.
  - (5) The term (the "Term") of office of the directors shall be three (3) years, unless otherwise determined by the members.
- 5.3 A person shall cease to be a director of the Society on the earliest happening of the following events:

- (a) Upon the director delivering his/her resignation in writing to the secretary of the Society, or by mailing or delivery it to the registered office of the Society;
  - (b) The director dying;
  - (c) The director ceasing to hold the office or position for which they were appointed or elected, as specified in bylaw 5.2(2)(i), 5.2(2)(ii), 5.2(2)(iii), or 5.2(2)(iv);
  - (d) The expiration of the director's Term; and
  - (e) The removal of the director by the Bishop of the Diocese of Nelson, ex-officio, pursuant to section 5.4(3).
- 5.4 (1) A director shall retire from office at the close of the third annual general meeting after his or her appointment.
- (2) The Bishop of the Diocese of Nelson, ex-officio, in his capacity as a member of the Society pursuant to bylaw 2.2(a), will confirm new directors at the annual general meeting.
- (3) The Bishop of the Diocese of Nelson, ex-officio, in his capacity as a member of the Society pursuant to bylaw 2.2(a), shall have the right to remove any person as director of the Society.
- (4) The Bishop of the Diocese of Nelson, ex-officio, in his capacity as a member of the Society pursuant to bylaw 2.2(a), may appoint members to fill the office of director in the event of any vacancy.
- 5.5 An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
- 5.6 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.
- 5.7 The Bishop of the Diocese of Nelson, ex-officio, in the Bishop's capacity as director of the Society pursuant to bylaw 5.2(2)(i), shall have the power to veto any decision of the Board of Directors.

## **Part 6 PROCEEDINGS OF DIRECTORS**

- 6.1 (1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit. Meetings may take place via face-to-face, by conference call, by video

conferencing, or such other communications medium as they may determine.

- (2) A quorum is a majority of directors then in office present at a meeting of the directors.
  - (3) A director may participate in a meeting of the directors or a committee of the directors by means of conference call by which all directors participating in the meeting can hear each other. A director participating in a meeting in accordance with this bylaw shall be deemed to be present at the meeting and shall be counted in the quorum for the meeting and be entitled to speak and vote at the meeting.
  - (4) Proxies will not be used at any meeting of the Board of Directors.
  - (5) The president shall chair or designate a chair for all meetings of the directors. If at any meeting the president and chair are not present at the time appointed for holding the meeting, the vice-president shall act as chairperson. If the president, chair and vice-president are not present, then the meeting shall not be called to order.
  - (6) The president or his designate may at any time convene a meeting of the directors.
  - (7) Directors must receive at least 24 hours' notice of any meeting of the directors. Notice may be given by telephone or by any method by which notice may be given to members.
- 6.2
- (1) The directors may delegate any, but not all, of their powers to committees consisting of one or more directors as they think fit.
  - (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
  - (3) A committee shall elect a chairperson of its meeting, but if no chairperson is elected, or if at any meeting the chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their members to be chairperson of the meeting.
  - (4) The members of a committee may meet and adjourn as they think fit.



- 6.3 For the first meeting of the directors held immediately following the annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 6.4 (1) Resolutions arising at any meeting of the directors and committee of the directors shall be decided by a majority of votes.
- (2) In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a director and the proposed resolution shall not pass.
- 6.5 The chairperson of a meeting may move, propose or second any resolution.
- 6.6 A resolution in writing signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

## **Part 7 OFFICERS**

- 7.1 The Bishop of the Diocese of Nelson, ex-officio, will be the president of the Society, and will remain president so long as he continues to be such Bishop. In the case of a vacancy in the office of the Bishop, or in the case of prolonged absence of the Bishop, the person who is the administrator of the Diocese of Nelson for the time being, according to the rites and usages of the Catholic Church, will be president until the return of the Bishop or until the appointment and qualification of a new Bishop.
- 7.2 From time to time the Board of Directors may appoint or elect the officers of the Society, with the exception of the president, who will hold office pursuant to bylaw 7.1.
- 7.3 The president or his nominee shall:
- (a) preside at all meetings of the Society and of the directors; and
  - (b) supervise the other officers in the execution of their duties.
- 7.4 The vice-president shall assume the duties of the president in the absence of the president or his replacement pursuant to bylaw 7.1.

- 7.5 The secretary shall:
- (a) conduct or cause to be conducted the correspondence of the Society;
  - (b) issue or cause to be issued notices of meetings of the Society and directors;
  - (c) keep or cause to be kept minutes of all meetings of the Society and directors;
  - (d) ensure safe custody of all records and documents of the Society except those required to be kept by the treasurer;
  - (e) ensure safe custody of the common seal of the Society (if any); and
  - (f) maintain cause to be maintained the register of members.
- 7.6 The treasurer shall:
- (a) keep or cause to be kept financial records, including books of account, as are necessary to comply with the Societies Act; and
  - (b) render or cause to be rendered financial statements to the directors, members and others when required.
- 7.7 The directors may combine the offices of secretary and treasurer into an office to be known as secretary-treasurer, and the secretary-treasurer shall perform all of the duties of the secretary and of the treasurer, as set out in bylaws 7.5 and 7.6.
- 7.8 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

## **Part 8 SEAL**

- 8.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.2 In the event the Society possesses a common seal, the common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of two officers of the Society.

## **Part 9 BORROWING AND FINANCES**

- 9.1 The Board of Directors may exercise all powers of the Society to borrow or raise or secure the payment of money, in such manner and form, at such times, and upon such terms as they may think fit, subject to the Societies Act.
- 9.2 In investing the funds of the Society, the Board of Directors shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its opinion are prudent. Subject to the provisions of the Societies Act, a director shall not be liable for any loss which may result from any such investment.

## **Part 10 AUDITOR**

- 10.1 This part applies only where the Society is required or has resolved to have an auditor.
- 10.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 10.3 At each annual general meeting, the Society may appoint an auditor to hold office until the auditor is re-appointed or his or her successor is appointed at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 10.6 No director and no employee of the Society shall be auditor.
- 10.7 The auditor may attend general meetings.

## **Part 11 NOTICES TO MEMBERS**

- 11.1 A notice may be given to a member, either personally or by mail to the member's registered address or (at the request of the member) by fax or by email to the fax number or email address provided by the member.
- 11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by fax or email shall be deemed to have been given on the day after the notice was sent, and in proving that notice was given it is

sufficient to prove that the notice was sent to the correct fax number or email address.

11.3 Notice of a general meeting shall be given to:

- (a) every member shown on the register of members on the day notice is given;
- (b) the auditor if Part 10 applies; and
- (c) the Superintendent of Schools and the Finance Officer of the Diocese of Nelson.

**Part 12 BYLAWS**

12.1 On being admitted to membership, a member is entitled to and the Society shall give the member, without charge, a copy of the constitution and bylaws of the Society.

12.2 These bylaws shall not be altered or added to except by special resolution.

12.3 These bylaws will be governed, interpreted and carried out only in accordance with the principles enumerated under the Canon Law of the Roman Catholic Church as it may exist from time to time, except in those matters which are contrary to the provisions of the Societies Act.

**Part 13 GENERAL**

13.1 The operations of the Society are to be chiefly carried on in the ecclesiastical district known as the Diocese of Nelson, having its registered office in the province of British Columbia.

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