

## **General Operating By-law No. 2024-1**

### **A By-Law relating generally to the conduct of the activities and affairs of TORONTO DISTRICT CHRISTIAN HIGH SCHOOL Operating As "TDChristian High School"**

WHEREAS "The Toronto District Christian Private Secondary School Association" was incorporated as a non-share capital corporation by Letters Patent dated August 4, 1964 under the Ontario *Corporations Act* and amended by Supplementary Letters Patent dated June 21, 1984 to "Toronto District Christian High School" and as further amended by Supplementary Letters Patent dated July 31, 2009;

AND WHEREAS the Toronto District Christian High School adopted consolidated Operating By-law No. 1 in April 2010;

AND WHEREAS the *Corporations Act* was replaced with the Ontario *Not-for-Profit Corporations Act* in 2021 and the Toronto District Christian High School is required to update its Letters Patent by Articles of Amendment and to update its by-laws;

NOW THEREFORE subject to the terms and effective date set out in this By-law, the Corporation hereby repeals all prior By-laws and enacts as its general operating by-law, this general operating by-law designated as General Operating By-law 2024-1, as follows:

#### **Article I: Interpretation**

**Section 1.01 Definitions.** In the By-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15, including Regulations made pursuant to the Act, and any amendments, statutes or Regulations that may be substituted from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Corporation or letters patent, supplementary letters patent or a special act issued to the Corporation;

"**Auditor**" means a person permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, S.O. 2004, c. 8 and who is independent of the Corporation, any of its affiliates, and the Directors and officers of the Corporation and its affiliates;

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

"**By-law**" means this by-law and any other by-law of the Corporation as amended which are, from time to time, in force and effect;

"**Chair**" means the chair of the Board;

**"Corporation"** means the "Toronto District Christian High School", also referred to as "TDChristian High School" and "TDCH".

**"Director"** means an individual who is a member of the Board;

**"Extraordinary Resolution"** means a resolution that is:

1. submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80% of the votes cast; or
2. consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members;

**"Meeting(s) of Members"** means an annual meeting, a special meeting, or an annual and special meeting of members;

**"Member"** means an individual who has been admitted to membership in the Corporation pursuant to the provisions of this By-law and whose membership has not been terminated in accordance with the Act and the By-law;

**"Officer"** means an officer of the Corporation;

**"Ordinary Resolution"** means a resolution that:

1. is submitted to a Meeting of Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast; or
2. is consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation;

**"Public Benefit Corporation"** means:

1. a charitable corporation; or
2. a non-charitable corporation that receives more than \$10,000 or other amount prescribed by the Regulations in a financial year:
  - i. in the form of donations or gifts from persons who are not Members, Directors, Officers or employees of the corporation; or
  - ii. in the form of grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such government.

A non-public benefit corporation is a corporation which does not meet the test of a public benefit corporation;

**"Proposal"** means a proposal submitted by a Member of the Corporation that meets the requirements of s. 56 of the Act;

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;

**"Signing Officer"** has the meaning set out in Section 11;

**"Special Business"** has the meaning set out in Section 8.09.; and

"**Special Resolution**" means a resolution that:

1. is submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or
2. consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation.

**Section 1.02. The Corporation's Legal Object, Basis and Purpose.** Pursuant to the Articles, the object, basis and purpose of the Corporation (which may only be amended pursuant to the terms of the Act and Articles) are:

1. *To establish and maintain a school or schools for Christian secondary education in accordance with the basis and purpose of the Corporation, and to do and perform all things incidental thereto;*
2. *The basis of this Corporation is the infallible Word of God (the Holy Bible) as interpreted by the Belgic Confession, the Heidelberg Catechism, the Cannons of Dordt, the Westminster Confession and the Westminster Catechisms.*
3. *The purpose of the Corporation is the establishment and maintenance of a school or schools for Christian secondary education in the Municipality of Metropolitan Toronto or adjacent areas, and the promotion of Christian instruction by way of school education, distinctively Reformed in emphasis and character, in accordance with the basis of the Corporation.*

**Section 1.03 Interpretation.** In the interpretation of this By-law, words in the singular include the plural and *vice versa*, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-law.

## **Article II: Board of Directors**

**Section 2.01. Number of Directors.** Further to the Articles which provide for a minimum and maximum number of Directors, the number of Directors shall be comprised of the fixed number of Directors within that range as determined from time to time by the Members by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Board. A decrease in the number of Directors does not shorten the term of an incumbent Director. The Corporation shall have not less than three Directors at all times.

**Section 2.02. Qualifications.** Each Director must be at all times be an individual who:

1. is a Member in good standing;
2. is not less than 18 years of age;
3. has not been declared by a court in Canada or elsewhere to be incapable;
4. has not been found incapable of managing property;
5. has not the status of bankrupt;
6. is not an Ineligible Individual as defined in the *Income Tax Act* (Canada) unless approval has been obtained from the Board; and
7. satisfies all other requirements for being a Director under this By-law.

**Section 2.03. Consents.** Prior to becoming a Director, or within 10 days of the meeting at which such a Director is elected, the Director shall execute a consent to act in the form determined by the Board from time to time; provided that if an individual elected or appointed consents in writing after the 10-day period mentioned above, the election or appointment is valid. If a Director is re-elected or reappointed without a break in the term of office, no consent is required.

**Section 2.04. Election and Term.** 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 years or until the third annual meeting after their election, whichever first occurs. Directors, if qualified, shall be eligible for re-election, provided no Director shall serve for more than six (6) years consecutively. If an election of Directors is not held at the proper time, the Directors shall continue in office until their successors are elected. The election of Directors shall be by ballot.

**Section 2.05. Nominations of Directors.**

1. Prior to the election of Directors, the Board shall nominate, either as a whole or by means of an appointed committee of at least three directors, one or more candidates for each vacancy and shall obtain prior consent from the nominee to stand for election. The Board shall then submit these nominations to the membership. In making such nominations, the Board shall have regard to the qualifications/eligibility requirements for Directors, the desired Director skills as identified and determined by the Board from time to time, and shall seek as far as possible to provide for balanced representation of all its support communities.
2. Nominations Submitted by Members. Members may also submit nominations to the Board (or to such committee as the Board may direct) for endorsement up to 60 days before the membership meeting. Such endorsement shall not be unreasonably withheld.
3. Form of Nomination. All Member submissions shall be in writing and shall be accompanied by:
  - i. the name and contact information of the individual;
  - ii. a biographical outline of the individual and such other detailed information concerning background and experience as deemed necessary by the Board; and
  - iii. the written consent of the prospective nominee to stand for election.
4. Closing Date for Nominations. All nomination submissions from Members must be received by the Chair (or by the individual or committee as the Board has directed) no later than 60 days prior to the annual meeting at which an election of Directors will be required. Subject to the discretion of the Board, no nomination submissions will be accepted from Members after such date.
5. Where at least 5% of the Members give the Corporation written notice of a Proposal that includes nominations for the election of Directors, such nominations shall also require a form of nomination as set out in (3) and be received by the Chair within the time-frame set out in (2).

**Section 2.06 Directors Ceasing to Hold Office.** A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with the Act and section 2.07, or no longer fulfills all of the qualifications to be a Director set out in the Act or in Section 2.02 of this By-law, as determined in the sole discretion of the Board.

**Section 2.07. Removal of Directors.** The Members may, by Ordinary Resolution at a special Meeting of Members, remove from office any Director or Directors. A vacancy created by the removal of a Director may be filled at the Meeting of Members at which the Director is removed, or by the Directors still in

office, provided there is a quorum. Directors elected or appointed to fill a vacancy shall serve for the remainder of the term of the departing Director.

**Section 2.08. Vacancies.** A vacancy occurring in the Board shall be filled as follows:

1. If the vacancy occurs as a result of the removal of any Director by the Members in accordance with the Act, it may be filled pursuant to Section 2.07;
2. Any other vacancy in the Board may be filled by the Directors then in office (so long as there is a quorum) for the remainder of the term related to that vacancy, provided that if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and in default or if there are no Directors then in office, the meeting may be called by any Member; and
3. Otherwise, such vacancy shall be filled at the next annual meeting of the Members at which Directors are elected.

**Section 2.09. Appointment of Additional Directors.** If, in between Meetings of Members, the Directors increase the size of the Board, the Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Meeting of Members.

**Section 2.10. General Powers.** The Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

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

1. determine school policies in harmony with the basis and purpose of the Corporation as determined by its Articles and By-laws;
2. ensure that the curriculum and programs of study, teaching and assessment methods, and discipline at TDCH conform to the basis and purpose and that the standards of the Ministry of Education (Ontario) are met;
3. engage a principal and ensure there are teaching staff who are qualified to carry out the educational program and policies of the Corporation;
4. devise ways and means for obtaining the necessary funds for operating TDCH and determine how these funds shall be distributed;
5. propagate the cause of Christian secondary education in the district by means of public meetings, promotional literature, and other means of publicity, and promote this cause in general through the Edvance Christian School Association, Christian Schools International (CSI), and any similar and/or successor organization; and
6. appoint the members of the standing committees annually, and such other committees as the Board may deem necessary, and designate the chairperson of these committees, who shall also be a Director.

### **Article III: Directors' Meetings**

**Section 3.01. Place of Meetings.** Meetings of the Board shall be held at the head office of the Corporation or, if the Board so determines, at any place in Ontario.

**Section 3.02. Calling of Meetings.** Meetings of the Board may be called by the Chair, the Vice-Chair, or any two Directors, at any time.

**Section 3.03. Notice of Meetings.** Notice of a meeting of the Board shall be sent to each Director not less than seventy-two (72) hours before the time of the meeting if the notice is mailed, or not less than twenty-four (24) hours before the time when the meeting is to be held if notice is given personally or is delivered or is sent by any means of transmitted or recorded communication. Notice does not need to state the place of the meeting if it is to be held by telephone or electronic means. If the meeting is to be held by telephone or electronic means, the notice must include instructions for attending, participating, and voting at the meeting.

**Section 3.04. Board Meetings Where Notice Not Required.** For the first meeting of the Board to be held following the election of Directors at a Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present. A meeting of the Board may also be held at any time without notice if all the Directors are present (except where a Director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called) or if all the absent Directors have waived notice.

**Section 3.05. Regular Board Meetings.** The Board shall meet at least once each month while the school is in session. The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given or sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

**Section 3.06. Meetings Held by Telephonic, Electronic or In-Person Means.** The Chair of the Board, or the Directors who call a meeting of the Board, as the case may be, may determine that the meeting shall be held, in accordance with the Articles and By-laws, in person, or by telephonic or electronic means, or a combination thereof, that permits all participants to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of directors is deemed to have been present in person at the meeting.

**Section 3.07. Quorum.** The powers of the Board may be exercised by a meeting at which a quorum of Directors is present or by By-law or resolution consented to in accordance with the Act. Subject to the Act, a quorum for the transaction of business at any meeting of the Board shall be a majority of the number of Directors fixed in accordance with Section 2.01 of this By-law. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board.

**Section 3.08. Chair.** The Chair or, in their absence, the Vice-Chair, shall chair any meeting of the Board. If no such officer is present, the Directors present shall choose one of their number to be chair.

**Section 3.09. Procedure of Board Meetings.** Unless otherwise determined by the Board, the following order of procedure would generally be adhered to at all Board meetings:

1. Prayer and Scripture reading
2. Roll Call
3. Reading of the minutes of the previous meeting
4. Consideration of unfinished business
5. Reading of papers and correspondence
6. Report of the Treasurer
7. Report of the Principal
8. Reports of the standing committees
9. Reports of the special committees
10. Consideration of new business
11. Closing and closing prayer

**Section 3.10. Votes to Govern.** At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. The Chair of the meeting shall be entitled to a vote.

**Section 3.11. Casting Vote.** In the case of an equality of votes at a meeting of the Board, the Chair of the meeting shall be entitled to a second or casting vote.

All votes at all meetings of the Board shall be taken by ballot if so demanded by any Director present, but if no such demand is made, the vote shall be taken in the usual way by a show of hands. A declaration by the chair 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.

**Section 3.12. Resolution in Lieu of Meeting.** A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

**Section 3.13. Confidentiality.** Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. If requested by the Corporation, each Director, Officer, committee member, employee and volunteer shall execute and be bound by the Corporation's code of conduct, of any, or such other agreement as the Corporation may provide to this effect.

**Section 3.14. Procedure.** Subject to the Act, Articles and By-laws of the Corporation, the chair of the meeting shall conduct all meetings of the Board in an orderly manner. When the chair determines that the need has arisen to do so, debate and questions as to proper order shall follow Robert's Rules of Order (current edition). Notwithstanding the foregoing, where the meeting or decisions made at such meeting did not follow Robert's Rules of Order without challenge made at such meeting, this shall not invalidate the meeting or the decisions made at such meeting.

**Section 3.15. Directors' Compensation.** Further to the Act, and Articles, the Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, or in any other capacity; nor shall a Director be entitled to be reimbursed for travelling and other

expenses except as authorized by the Board; provided a Director may be compensated for services other than as a Director pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.

**Section 3.16. Conflict of Interest.** Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in s. 41 of the Act, and in accordance with any code or policy of the Board then in effect, passed in accordance with Section 13.02.

Subject to and in accordance with the Act, a Director or Officer who discloses a conflict of interest shall not be present at or participate in any discussions relating to the relevant contract or transaction, and shall not vote on any matters related to the relevant contract or transaction. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of that Director's conflict of interest, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

#### **Article IV: Committees**

**Section 4.01. Executive Committee.** Whenever the Board consists of more than five Directors, the Board may elect from its members a management committee known as the "Executive Committee" of not less than three Directors, which committee shall have power to fix its quorum at not less than a majority of its numbers and may have such powers as the Board may delegate to it, subject to any restrictions and terms of reference imposed from time to time by the Board and the Act.

**Section 4.02. Committees.** The Board will retain responsibility to oversee the following areas of operation so as to ensure specified outcomes, and may accomplish this through standing and/or special committees.

Committees or other working structures may involve members and/or non-members as the nature of the work allows and as stipulated in Board policy. Each year following the election of directors, the Board shall appoint a director to serve in one or more of the following areas, as needed.

1. **Finance.** The Board shall ensure that a budget and financial statements are prepared annually, which shall be subject to approval by the members of the Corporation. It shall also oversee decisions regarding sources of income, methods of collection, and the financial feasibility of any project under consideration.
2. **Membership.** The Board shall set policy with regard to orienting, admitting, and educating members of the Corporation and of the Board.
3. **Staff Relations.** The Board shall oversee the Principal (CEO)'s work in managing all issues relating to hiring, terms of employment, and the supervision of staff. The Board shall take part in negotiations to renew contracts, subject to its approval according to policy (e.g., a contract partnership committee) and collective contract.

The committees shall serve the Board with advice on matters assigned to them by specific mandate of the Board. Committees whose composition includes non-directors shall be advisory only. No committees



shall finalize action unless specifically mandated by the Board. The committees may make recommendations to the Board at their own initiative in their own specific field.

**Ex-Officio Member.** The Chair is an ex-officio member of all standing and special committees and is entitled to receive notice of and to attend all meetings of such committees.

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

**Section 4.03. Audit Committee.** The Board may appoint an Audit Committee (however called), and if it does, it must comprise of one or more Directors and the majority of the committee must not be Officers or employees of the Corporation or of any of its affiliates. The Audit Committee shall be subject to any restrictions and terms of reference imposed from time to time by the Board and the Act.

If there is no audit review committee in existence, the Board shall carry out the functions of the audit review committee.

#### **Article V: Appointment and Duties of Officers**

**Section 5.01. Officers.** There shall be a Chair, a Vice-chair, a Secretary, and a Treasurer. The Chair, Vice-Chair, Secretary and treasurer 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. Other officers of the Corporation, as the Board may determine from time to time, 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.

**Section 5.02. Description of Offices.** Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the Officers of the Corporation shall have the following duties and powers associated with their positions:

1. **Chair of the Board.** The Chair when present shall preside at all meetings of the Board of Directors and of the Members. The Chair shall be responsible for the enforcement of the provisions of the Corporation's By-laws. The Chair shall have such other duties and powers as the Board may specify.
2. **Vice-Chair of the Board.** If appointed, the Vice-Chair shall be a Director. If the Chair is absent or is unable or refuses to act, the Vice-Chair, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify.
3. **Chief Executive Officer ("CEO")** The Principal shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Principal shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Principal shall have the right to receive notice of, to attend, to speak (but not to vote) at all meetings of the Board, any committee of the Board (including

the Executive Committee, if any) and the meetings of Members, except those meetings where the terms of employment, compensation or disciplinary action of the Principal are discussed.

4. **Secretary.** If appointed, the Secretary shall, subject to the authority of the Chair of the Board, attend and be the Secretary of all meetings of the Board and the Members. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the Auditor; and the Secretary shall be the custodian of the seal (if any), and of all books, papers, records, documents and other instruments belonging to the Corporation.
5. **Treasurer.** The treasurer shall ensure that proper accounting records are kept in compliance with the Act and, under the direction of the Board, shall oversee and ensure that proper controls are in place for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; render to the Board, whenever required, an account of all their transactions as treasurer and of the financial position of the Corporation; and have such other duties as the Board or the president may prescribe.
6. **Other Officers.** The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or Chair requires of them.

**Section 5.03. Variation of Duties.** The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

**Section 5.04. Term of Officers.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

1. the Officer's successor being appointed;
2. the Officer's resignation;
3. such Officer ceasing to be a Director (if a necessary qualification of appointment); or
4. such Officer's death.

If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

**Section 5.05. 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.

## **Article VI: Indemnification and Insurance**

**Section 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 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 the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the monies, securities or effects of the Corporation shall be deposited or for

any loss occasioned by any error of judgment 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 their own wilful neglect or default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

**Section 6.02. Indemnity of Directors and Officers.** Every Director and Officer of the Corporation, every former Director or Officer of the Corporation, 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 shareholder or creditor, and their heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate if,

1. the individual acted honestly and in good faith with a view to the best interests of the Corporation; and
2. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

**Section 6.03. Insurance.** Subject to the limitations contained in the Act, the Corporation shall purchase and maintain insurance for the benefit of the Corporation and an individual referred to in s. 46(1) of the Act against any liability incurred by the individual:

1. in the individual's capacity as a Director or Officer of the Corporation; or
2. in the individual's capacity as a Director or Officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to cooperate fully with the Corporation in the defense of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation and the insurer.

**Section 6.04. Pre-Indemnity Considerations.** In compliance with the Ontario *Charities Accounting Act*, R.S.O. 1990, c. C.10 or a regulation made under that Act, before giving approval to the indemnities in this By-law, or purchasing Director or officer insurance as provided in this Section 6.03, the Board shall consider:

1. the degree of risk to which the Director or officer is or may be exposed;
2. whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
3. whether the amount or cost of the insurance is reasonable in relation to the risk;
4. whether the cost of the insurance is reasonable in relation to the revenue available; and
5. whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

## **Article VII: Membership**

**Section 7.01. Membership Conditions.** Subject to the Articles, there shall be one class of Members in the Corporation.

The membership shall consist of such individuals who have attained the age of eighteen years, as are admitted as members to the Corporation by the Board. As a minimum requirement for admission as a Member, each applicant for membership shall acknowledge to the Board or to such member or members of the Board as are designated for that purpose, that he or she subscribes to a statement expressing the basis and purpose of the Corporation as set forth in the Articles. Such acknowledgment must be required to be in writing.

No person shall be admitted to membership unless they have met the requirements stipulated in a membership policy approved by the Board, outlining the specific criteria and/or process for admittance to membership in the Corporation.

An individual denied membership may appeal the Board's decision to the voting membership pursuant to Section 7.09.

Each Member in good standing shall be entitled to receive notice of, attend, and vote at all Meetings of the Members of the Corporation, and each such Member shall be entitled to one vote at such meetings. In addition to the privilege of voting, Membership implies a readiness to participate in activities entered into by the Corporation.

**Section 7.02. Transfer of Memberships.** A membership is not transferrable except to the Corporation.

**Section 7.03. Term of Membership.** Membership shall be effective from the date of admission until terminated in accordance with the By-law.

**Section 7.04. Membership Dues.** The annual dues and other assessments and fees will be determined by the Board of Directors of the Corporation, and the Board may set different rates for Members based on relevant criteria established by the Board from time to time which shall become effective only when confirmed by Ordinary Resolution of the Members at any Meeting of Members.

Members shall be notified in writing of the membership dues and special assessments, if any, at any time payable by them and, if any are not paid within 60 days after the due date set out in the notice the Member(s) in default shall thereupon cease to be Member(s) in good standing.

The Member(s) in default may, at the discretion of the Board, thereupon be subject to discipline, suspension or termination in accordance with Section 7.08 hereof.

Upon payment of all unpaid fees, such individual may be reinstated as a Member, or as a Member in good standing, as the case may be, upon resolution of the Board.

**Section 7.05. Good Standing.** All Members are deemed to be in good standing except:

1. a Member who has failed to pay the annual membership dues and special assessments, if any, within 60 days of when due and owing, and such Member is not in good standing for so long as the dues and special assessments remain unpaid; or
2. a Member who has been suspended or declared otherwise not to be in good standing pursuant to a disciplinary proceeding in accordance with Section 7.08.

A Member not in good standing is not entitled to call, attend or vote at Meetings of Members. This requirement may be waived at the discretion of the Board.

**Section 7.06. Termination of Membership.** A membership in the Corporation is terminated when:

1. the Member dies or resigns in writing;
2. the Member is expelled, or the membership is otherwise terminated in accordance with the Articles or By-law;
3. the Member's term of membership expires;
4. the Member does not confirm the Member's membership in the Corporation within 60 days of receiving a confirmation of membership request sent by the Corporation to the last known address or e-mail address of the Member; or
5. the Corporation is liquidated and dissolved under the Act.

**Section 7.07. Discipline or Termination of a Member.** The Board shall have the authority to discipline, suspend or terminate the memberships of any Member for any one or more of the following grounds:

1. violating any provision of the Articles, or any By-laws or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Any discipline or termination of membership must comply with this By-law.

A Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Corporation prior to their termination.

**Section 7.08. Procedure for Discipline, Suspension or Termination**

1. Upon 15 days' notice to a Member, the Board may pass a resolution authorizing disciplinary action, suspension or the termination of membership for any of the reasons set out in Section 7.07.
2. The notice shall set out the reasons for the proposed disciplinary action, suspension or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action, suspension or termination of membership.
3. If written submissions are received, the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 10 days from the date of receipt of the submissions.

**Section 7.09 Appeal.** The Board's decision not to grant membership, or to discipline, suspend or terminate an individual's membership is, at the request of such individual, subject to appeal to the voting membership at the next meeting of members. The chair shall conduct the appeal further to Section 8.18, provided the Board's decision shall only be overturned by an Ordinary Resolution of the members, and provided the Board and the individual appealing shall be entitled to provide a brief statement prior to calling the vote. Until such appeal is considered, the rights and privileges of the Member, if applicable, are suspended. The individual's decision shall be final and binding on the individual, without any further right of appeal.

**Section 7.10. Effect of Termination of Membership.** Subject to any appeal to the Members available under Section 7.09, upon any termination of membership, the rights of that Member automatically cease to exist.

## **Article VIII Meetings of the Members**

**Section 8.01. Timing of Notice of Meetings.** Notice shall be given to each Member entitled to vote at the meeting, and to the Directors and the Corporation's Auditor, not less than 10 days and not more than 50 days before the meeting in accordance with Article IX of this By-law.

**Section 8.02. Record Date.** 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 seven (7) days before the meeting. The Directors may fix a date as the record date for:

1. determining Members entitled to receive notice of a Meeting of Members; or
2. determining Members for any other purpose.

A record date must not be more than 50 days before the day of the event or action to which it relates.

**Section 8.03. Place of Meetings.** All Meetings of Members shall be held at such place in Ontario as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting. If all the members entitled to vote at that meeting so agree or the Articles specify a place outside Ontario where a Meeting of Members may be held, a Meeting of Members may be held outside Ontario.

**Section 8.04. Timing of the Annual Meeting (The Fall Membership Meeting).** The annual meeting of Members (also referred to as the "Fall Membership Meeting") shall be held at such time and on such day in the fall of each year as the Board may from time to time determine, provided the annual meeting is held no later than 15 months after the preceding annual meeting of Members and no later than 6 months after the financial year end of the Corporation. The annual meeting of Members shall be held for the purpose of receiving the reports and statements required by the Act to be laid before the annual meeting; receiving and approving the auditor's report and financial statements of the Corporation, appointing auditors; electing directors; reporting on any contemplated changes to the teaching and administrative staff of TDCH; and for the transacting of such other business as may properly be brought before the meeting.

**Section 8.05. Special Meetings.** Special Meetings of Members for any purpose or purposes shall be called by the Chair, the Vice-Chair or pursuant to a resolution of the Board.

**Section 8.06. Timing of Special Meeting - Spring.** The Board shall hold a special meeting in the spring of each year, at such time and on such day as the Board may from time to time determine, for the purpose of receiving reports concerning the Corporation; presenting a preliminary budget for the ensuing fiscal period; and for the transacting of such other business as may properly be brought before the Members.

**Section 8.07. Special Meetings Requisitioned by Members.** The Board shall also call a special Meeting of Members in accordance with the Act on the written requisition of Members carrying not less than 10% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

**Section 8.08. Notice.** Notice for in-person meetings must include the time and place of the meeting. If the meeting is held entirely by one or more telephonic or electronic means, or by a combination of in-person and electronic and/or telephonic means, instructions for attending and participating in the meeting must be included, as well as instructions for voting by such means at the meeting. Subject to the requirements of the Act from time to time, notice for Meetings of Members in which Special Business will be transacted, must:

1. state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
2. state the text of any special resolution to be submitted to the meeting.

**Section 8.09. Special Business.** All business transacted at a special meeting of Members and all business transacted at an annual Meeting of Members is Special Business except for the following:

1. consideration of the financial statements;
2. consideration of the audit or review engagement report, if any;
3. an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
4. election of Directors; and
5. reappointment of the incumbent Auditor or individual conducting the review engagement.

**Section 8.10. Information to be Furnished in Advance of Annual Meeting.** Not less than 21 days, or another number of days that may be further prescribed in Regulations, before each annual meeting, the Corporation shall give a copy of the approved financial statements, report of the Auditor, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or the By-law, to all Members who have informed the Corporation that they wish to receive a copy of those documents. The documents required to be given under this section may be provided to Members in the manner set out in Article IX.

**Section 8.11. Persons Entitled to be Present.** The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the Auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or any By-law of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the Members.

**Section 8.12. Chair, Secretary, and Scrutineers of Meeting.** The Chair or in their absence, the Vice-Chair shall be chair of any Meeting of Members. If no such Officer is present within fifteen (15) minutes following the time fixed for holding the meeting, the Members who are present and entitled to vote at the Meeting shall choose one of their Members to chair the meeting. If the Secretary is absent, the chair of the meeting shall appoint an individual, 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 chair of the Meeting with the consent of the Meeting.

**Section 8.13. Quorum.**

1. A quorum at any Meeting of Members, unless a greater number of Members is required to be present by the Act or Articles, shall be not less than fifty (50) Members entitled to vote at the Meeting.

2. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
3. If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
4. Notice of an adjourned meeting is not required to be given in accordance with this By-law and the Act for any meeting that is adjourned unless the meeting by one or more adjournments for an aggregate of more than 30 days.
5. The quorum at an adjourned Meeting of Members shall be the presence of those Members entitled to vote who are present at the meeting.

**Section 8.14. Votes to Govern.**

1. At any Meeting of Members every question shall, unless otherwise provided by the Articles or any By-law or by the Act, be determined by a majority of the votes cast on the question.
2. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, in addition to an original vote shall be entitled to a second or casting vote.
3. After a show of hands has been taken upon any question, the chair may require, or any Member present and entitled to vote may demand, a ballot thereon.
4. Unless the Articles or By-laws expressly provide otherwise, a vote at a Meeting of Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.
5. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chair 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 the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question.
6. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

**Section 8.15. Participation in Meeting/Meeting Held Entirely by, Telephonic or Electronic Means.** If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. Such meeting must enable all persons entitled to attend to reasonably participate. A person who, through electronic or telephonic means, votes or attends at a Meeting of Members is deemed to have been present in person at the meeting. A Meeting of Members held by telephonic or electronic means is deemed to be held at the registered office of the Corporation.

**Section 8.16. Voting by Proxy.** A Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who shall be Members of the Corporation, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

1. a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;



2. an instrument appointing a proxy shall be acted upon only if it has been received by the Secretary of the Corporation or by the chair of the meeting or any adjournment thereof prior to the time of voting;
3. a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Act;
4. a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
5. a proxy shall be in writing and shall be executed by the Member or such Member's attorney;
6. any form of proxy shall conform to the requirements set out in the Regulations; and
7. votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

**Section 8.17. Resolution in Lieu of Meeting.** A resolution 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 Members.

**Section 8.18. Procedure.** Subject to the Act, Articles and By-laws of the Corporation, the chair of a Meeting of Members shall conduct all Meetings of Members in an orderly manner and determine the procedure to be followed. When the chair determines that the need has arisen to do so, debate and questions as to proper order shall follow Robert's Rules of Order (current edition). Notwithstanding the foregoing, where the meeting or decisions made at such meeting did not follow Robert's Rules of Order without challenge made at such meeting, this shall not invalidate the meeting or the decisions made at such meeting.

#### **Article IX: Notices**

**Section 9.01. Giving Notice.** Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-law or otherwise to a Member, Director, Officer or member of a committee of the Board or to the Auditor shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, R.S.O. 1990, c. C.39 ("CIA"), whichever is the more current;
2. if mailed to such person at such person's recorded address by ordinary mail or by any other method, including registered mail, certified mail or prepaid courier; or
3. if sent to such person by telephonic or electronic means, in accordance with Section 9.02 at such person's recorded address or telephone number for that purpose.

The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. Any notice may be signed electronically.

**Section 9.02. Electronic Notice.** Any notice required to be sent to any Member, Director, Officer, Auditor or member of a committee of the Board may be given electronically by e-mail to those Members, Directors, Officers, Auditors or members of a committee of the Board with an e-mail address, unless such

person has requested that the Corporation send notice by mail. Any such notice shall be accessible by the recipient so as to be usable for subsequent reference, and shall be capable of being retained by the recipient. A Member, Director, Officer, Auditor or member of a committee of the Board who has not provided the Corporation with an e-mail address shall be sent notice by prepaid mail or facsimile to any such person's latest address as shown in the records of the Corporation or in the most recent notice or return filed under the CIA, whichever is the more current, provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

**Section 9.03. Errors or Omissions.** 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 where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or was otherwise founded on such notice.

**Section 9.04. Computation of Time.** Where a given number of days' notice or notice extending over a period is required to be given under the By-law, the day of service, posting or other delivery of the notice shall not be counted in such number of days or other period, and the day on which such number of days or period expires shall be counted.

**Section 9.05. Undelivered Notices.** If a notice or other communication sent to a Member is returned on two consecutive occasions because such Member cannot be found or the notice or communication cannot otherwise be delivered, the Corporation shall not be required to give any further notices or communications to that Member unless the Member informs the Corporation in writing of a new address and, in addition to the foregoing, where a notice or other communication sent to the recorded address of any Member, Director, Officer, Auditor or member of a committee of the Board is returned as undeliverable or otherwise cannot be delivered, the Secretary may change or cause to be changed such recorded address in accordance with any information the Secretary reasonably believes is reliable.

**Section 9.06. Waiver of Notice.** Any Member, or such Member's duly appointed proxy, Director, Officer or Auditor may waive any notice required to be given under the Act, the Articles or any By-law of the Corporation 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 the giving of such notice.

## **Article X: Registered Office and Records**

**Section 10.01. Location of Registered Office.** The address of the registered office of the Corporation shall be in Ontario at the location specified in the Articles, provided the Board may by resolution change the location within that municipality or geographic township, and the Members may change the municipality or geographic township from time to time by Special Resolution.

**Section 10.02. Books and Records.** Any records maintained by the Corporation in the regular course of its business as required by the Act, including its register of Members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time. The Corporation shall make such records available for inspection under applicable law.

## **Article XI: Financial and Business Matters of the Corporation**

**Section 11.01. 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 fees paid by the parents of children attending the school. To the extent that the annual dues and fees are insufficient to meet the budget in any year, the deficit shall be raised by special assessments from Members, donations, church offerings, fund drives, gifts from persons and other organizations and by other means consistent with the purpose and character of the Corporation.

**Section 11.02. Financial Year End.** The financial year end of the Corporation shall be determined by the Board, from time to time. As of the date of the adoption of this By-law, the financial year end of the Corporation is the 31<sup>st</sup> day of July.

**Section 11.03. Execution of Documents.** By-laws, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two persons, one of whom holds the office of Chair, Vice-Chair, CEO or director and the other of whom holds one of the said offices or the office of Secretary, Treasurer, assistant Secretary or assistant Treasurer, if any, or any other office created by the Board.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may affix the corporate seal to an instrument and may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

**Section 11.04. Banking Arrangements.** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by two Officers of the Corporation, one of whom holds the office of Chair, Vice-Chair, CEO or and the other of whom holds the office of Secretary, Treasurer, and/or such other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

**Section 11.05. 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 instruments, certificates or other evidence shall be in favour 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 11.06. Auditor.** Subject to the requirements and exceptions set out in the Act, the Members shall at each annual meeting appoint an Auditor to audit the books of the Corporation and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the Auditor shall be fixed by the Members or by the Board, if authorized to do so by the Members.

## Article XII Borrowing and Securities

**Section 12.01. Borrowing Power.** Subject to the Act and Articles, but without otherwise restricting or limiting the powers granted to the Board under the Act in any way, the Board may from time to time, in such amounts and on such terms as it deems expedient:

1. borrow money on the credit of the Corporation;
2. issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations secured or unsecured) of the Corporation;
3. charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, moveable 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.

**Section 12.02. Delegation.** Subject to the Act and By-laws, 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, to such extent and in such manner as the Board shall determine at the time of each such delegation.

## Article XIII General

**Section 13.01. Corporate Seal.** The seal, if any, of the Corporation shall be in such form as shall be approved by the Board. The seal, if any, may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board. If a seal is approved by the Board, the secretary of the Corporation shall be the custodian of the seal.

**Section 13.02. Policies.** The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with any By-law of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board and Member codes of conduct and conflict of interest as well as procedural and other requirements relating to the By-law as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**Section 13.03. Dispute Resolution Mechanism.** With the exception of Sections 7.01 and 7.09 regarding membership, if a dispute or controversy among Members, Directors, Officers or Committee members of the Corporation arising out of or related to the Act, the Articles or By-law, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

1. the dispute shall be settled by arbitration before a single arbitrator, in accordance with the Arbitration Act, 1991 (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
2. all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

**Section 13.04. Invalidity of any Provision of This By-Law.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

#### Article XIV: By-Law Amendments

**Section 14.01. By-laws, Amendment, or Repeal.** Unless the Act, the Articles or any By-law otherwise provide, the Directors may, by resolution, make, amend, or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board, with the exception of matters referred to in s. 103(1)(g), (k) and (l) of the Act. If the By-law amendment or repeal is so confirmed, or confirmed as amended, by Special Resolution of the Members entitled to vote thereon, it remains effective in the form in which it was confirmed.

The By-law amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members at or before the next annual meeting or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment, or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.

**Section 14.02. Repeal.** Subject to the provisions of Section 14.03 hereof, all prior By-laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-law are repealed.

**Section 14.03. Effect of Repeal of By-laws.** The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

**Section 14.04. Designation.** This By-law is designated as By-Law No. 2024-1 of the By-laws of the Corporation.

**Section 14.05. Effective Date.** This By-law shall come into effect on the date that the Corporation's first Articles of Amendment are issued under the Act.

*The undersigned Directors of the Toronto District Christian High School certify that the above is a true and correct copy of the General Operating By-law 2024-1, approved by the Directors at a meeting of the Directors held on March 20, 2024, confirmed by the Members at a meeting of the Members held on April 25, 2024, and in effect as of May 2, 2024, being the date the Articles of Amendment were issued, and remains unchanged, in full force and effect.*



Cameron Loopstra, Chair  
Date signed: May 14, 2024



Steve Martin, Secretary  
Date signed: May 14, 2024