

CATHOLIC INDEPENDENT SCHOOLS DIOCESE OF PRINCE GEORGE

(Incorporated under the *Societies Act* B.C. - 25th September, 2002)

CONSTITUTION

1. The name of the Society is: “Catholic Independent Schools Diocese of Prince George”.
2. The purposes of the Society are:
 - (a) To promote, manage, erect, maintain, carry on and conduct schools at all levels from the primary to the university level, including academies, colleges and seminaries.
 - (b) To provide, direct, advise on, and carry out a curricula of religious, moral and secular education and instruction; such said secular education and instruction shall be at least equivalent to that of its counterpart furnished in a public school. The religious and moral education shall be according to the teachings, customs and usages of the Catholic Church, and shall be under the direction of the Bishop of Prince George or his accredited representative appointed to act in his absence.
 - (c) To hold as Trustees or otherwise own, buy, sell, convey, lease and otherwise deal in personal properties calculated to help and erect the above mentioned objects and that may generally benefit the Society.
 - (d) To hold bonds, securities and monies, to lend or borrow monies with or without security and to raise monies for the benefit of the Society and in order to carry out the objects of the Society.
 - (e) The Directors shall have power to invest the monetary assets of the Society in the same manner and in the same securities as licensed insurers are granted under the Canada and the British Licensed Insurers’ Act.
3. The operations of the Society are to be chiefly carried on in the ecclesiastical district known as the Diocese of Prince George, having its registered office in the Pastoral Centre, Prince George, in the Province of British Columbia. This provision is alterable.

BYLAWS

I Interpretation

1. (1) In these bylaws, unless the context otherwise requires:

“Directors” means the Directors of the Society for the time being;

“*Society Act*” means the Society Act of British Columbia from time to time in force and all amendments to it;

“registered address” of a member means the member’s address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

II Membership

3. The members upon request to the Society shall be composed of the following:
 - (a) The Bishop
 - (b) The Vicar General
 - (c) The Chancellor of the Diocese of Prince George
 - (d) The Pastor or his delegate from each Parish which operates a Catholic Independent School in the Diocese of Prince George
 - (e) An elected school advisory body member from each Parish which operates a Catholic Independent School in the Diocese of Prince George
 - (f) One elected representative from each of the Northern Region (Dawson Creek and Fort St. John) the Western Region (Kitimat, Prince Rupert, Smithers, Terrace) and the Central Region (Prince George and Vanderhoof)
 - (g) Bishop appointed representative(s).
4. (1) A member except the Bishop may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- (4) Any member who is expelled may be re-admitted by the unanimous vote of the Board of Directors.
5. All members are in good standing except a member who has failed to pay any current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.
6. The members may, by special resolution, remove a Regional Director before the expiration of his office and may elect a successor to complete the term of office.
7. A person ceases to be a member of the Society
 - (a) by delivering his or her resignation in writing to the Chancellor of the Society or by mailing or delivering it to the address of the Society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.

III Meetings of Members

8. The Annual General Meeting of the Society shall be held in the month of September or October.
9. General Meetings of the Society must be held at the time and place in accordance with the *Society Act* that the Directors decide.
10. Every General Meeting other than an Annual General Meeting is an Extraordinary General Meeting.
11. The Directors may, when they think fit, convene an Extraordinary General Meeting.
12. (1) Notice of a General Meeting must specify the place, date and hour of the meeting and in case of special business, the general nature of that business.
 - (2) 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.

IV Proceedings at General Meetings

13. A quorum at any Annual General Meeting, Special General Meeting, or General Meeting of the Society shall consist of thirty per cent (30%) but not less than three (3) of the members, subject to the *Society Act*.
14.
 - (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 ten (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.
15.
 - (1) A resolution proposed at a meeting need not be seconded, and 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 does not pass.
16.
 - (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands.
 - (3) Voting by proxy is not permitted.

V Directors and Officers

17. The Directors of the Society shall consist of the President, the Vicar General, the Chancellor, three Regional Directors and additional Bishop-appointed Director(s).
18. The appointment of the Vicar General and the Chancellor shall be determined by the Bishop. The three Regional Directors shall be elected from each of the Northern Region (Dawson Creek and Fort St. John), the Western Region (Kitimat, Prince Rupert, Smithers, Terrace), and the Central Region (Prince George and Vanderhoof).
19. The Bishop of the Diocese of Prince George shall be the President of the Society, and shall remain President so long as he continues to be such Bishop. 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 shall be administrator of the Diocese for the time being, according to the rites and usages of the Catholic Church, shall be the President until the return of the Bishop or until the appointment and qualification of a new Bishop.

20. Should an elected member of the Board of Directors no longer be available for that position, the Bishop shall appoint a replacement from the membership of the Society to complete the term of the Director being replaced.
21. 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:
 - (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules not being inconsistent with these Bylaws that are made from time to time by the Society in a General Meeting; and
 - (d) a veto power existing for the religious members of the Directors on any exercise of powers in accord with the provisions of ecclesiastical law.
22. Nominations for the elected Regional Directors shall be proposed by a special Nominating Committee appointed by the Directors prior to the Annual General Meeting. No further nominations will be accepted from the floor at the Annual General Meeting. The names of Regional candidates seeking election will be provided by each Region to the Committee. A brief biography of the candidate shall be provided to the Committee.
23. A proper and secret ballot shall be had and taken or elections shall be such as shall be decided at the Annual General Meeting, and the three Regional Directors shall be elected by a majority of those members present who are entitled to vote.
24. The persons so elected shall hold office for a two (2) year term, twice renewable. A minimum of one (1) of the persons shall be elected at each Annual General Meeting or until their successors are appointed as herein provided.
25. Proxies shall not be used at any meeting of the Society.
26. The Directors of the Society, while retaining power of final approval in all matters, may delegate to the Superintendent of Schools the administration of the affairs of the Society in accordance with the responsibilities and duties of his office.

VI Proceedings of Directors

27. The Directors shall have and exercise all the powers of the Society, except as to revision or alteration of the Bylaws or additions thereto, and without limiting the generality of the foregoing, the Directors shall have and exercise all such powers as fully and completely as the Society could in general meeting, subject always, however, to the provisions of the *Society Act* and subject to the provisions of the Constitution.

28. The Directors elected or appointed may receive any remuneration from the Society for services as may be decided by the Board of Directors.
29. The officers of the Society shall carry out such duties as are usual for such officers in a society.
30. The President will establish a committee of the Directors and/or elected or appointed members with respect to hiring the Superintendent of Schools and other senior personnel for Catholic Independent Schools. This committee will be empowered to select a candidate suitable to recommend for the Directors and Bishop approval.
31. The Superintendent of Schools will participate in the Committee activities when other senior personnel are hired.
32. The Superintendent of Schools will hire office staff to positions as approved by the Directors.
33. The Chancellor, in consultation with the Superintendent of Schools, shall cause to be prepared the annual operating budget for the Catholic Independent Schools administration office. The Chancellor shall present the annual budget to the Directors for ratification prior to the Society's Annual General Meeting.
34. (1) The President or his nominee shall preside at all meetings of the Society and of the Directors, and in the absence of the President or his nominee, the members present shall elect a chairman to preside at such meetings.

(2) Robert's Rules of Order shall govern all meetings.

(3) Directors may participate in or attend a meeting of the Directors by telephone or other means of communication if all participating Directors are able to communicate with each other.
35. The members of the Society shall comprise an Advisory Board, and may be called upon to report and form committees for the purpose of the better administration of the Society.

VII Duties of Officers

36. (1) The President presides at all meetings of the Society and of the Directors.

(2) The President is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
37. The Vicar General must carry out the duties of the President during the President's absence.

38. The Chancellor must cause the following to be performed:

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society;
- (e) have custody of the common seal of the Society;
- (f) maintain the register of members.

39. The Chancellor must cause the following to be performed:

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
- (b) render financial statements to the directors, members and others when required.

VIII Seal

40. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

41. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the President or his successor or designate.

XI Borrowing

42. No borrowing shall be entered into without the consent of the President or his successor.

43. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

44. No debenture shall be issued without the sanction of a special resolution.

X Auditor

45. The Chancellor shall be responsible for the annual audit.

46. The auditors shall be appointed by the Directors and shall examine and audit the Society accounts and report thereon to the members annually and such other time or times as may be deemed necessary by the Directors.
47. The fiscal year shall terminate at such times as the Directors shall decide or such other date as may be affixed from time to time by the Directors.
48. A director or employee of the Society must not be its auditor.
49. The auditor may attend general meetings.

XI Notice to Members

50. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
51. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
52. (1) Notice of a General Meeting must be given to
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part X applies.
- (2) No other person is entitled to receive a notice of a General Meeting.

XII Bylaws

53. These Bylaws must not be altered or added to except by special resolution.

XIII Minutes/Books/Records

54. The Superintendent of Schools shall prepare and have custody of Minutes of proceedings of meetings of the Society and of the Directors. The Superintendent of Schools shall have custody of all books and records of the Society.
55. The books and records of the Society may be inspected by the members at any reasonable time following arrangements with the Superintendent of Schools.

XIV School Management and Operation

56. There shall be included within the jurisdiction of the Society all Catholic Schools located in the Diocese of Prince George.
57. The Directors may authorize the formation and dissolution of an advisory body for a school or schools that function in accordance with the Society's Constitution, Bylaws and Guidelines.
58. Each advisory body as above authorized shall operate under the Operational Rules established by the Directors of the Society.

XV Mandate and Composition

59. The Directors of the Society shall provide each advisory body with a document entitled "Mandate and Composition of an advisory body".

Dated at the City of Prince George, in the Province of British Columbia, this 25th day of September, A.D. 2002.