



Catholic Independent Schools
Diocese of Prince George
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CONSTITUTION

NAME OF SOCIETY

CATHOLIC INDEPENDENT SCHOOLS DIOCESE OF PRINCE GEORGE

SOCIETY'S PURPOSES

(a) To promote, manage, erect, maintain, carry on and conduct schools at all levels from prekindergarten through to secondary.

(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.

(f) To administer funds, including the distribution and investment of such funds, received by the Society from government or any other source for the above purposes, and

(g) To engage in such other related services and activities as are incidental or conducive to the above purposes.


CAROL PREST

BY-LAWS
of
CATHOLIC INDEPENDENT SCHOOLS DIOCESE
OF PRINCE GEORGE

PART 1 DEFINITIONS AND INTERPRETATION

1.1 In these bylaws:

- (a) “Act” means the Societies Act of British Columbia as amended from time to time and any regulations enacted thereunder;
- (b) “Bishop” means the bishop of the Diocese.
- (c) “Board” means the Directors of the Society;
- (d) “bylaws” means these bylaws as altered from time to time;
- (e) “Chancellor” means the chancellor of the Diocese;
- (f) “Diocese” means the Roman Catholic Diocese of Prince George;
- (g) “Parish” means a parish in the Diocese;
- (h) “President” means the individual determined in accordance with Part 5;
- (i) “Regional Directors” means the Directors representing the Northern Region, the Western Region and the Central Region who are elected in accordance with Part 4.
- (j) “Society” means the Catholic Independent School Diocese of Prince George, a British Columbia society, incorporated under incorporation number S0005315; and
- (k) “Vicar General” means the vicar general of the Diocese.

1.2 The definitions in the Act apply to these bylaws.

PART 2 MEMBERS

2.1 The members upon request to the Society and their acceptance shall be composed of the following:

- (a) The Bishop;
- (b) The Vicar General;
- (c) The Chancellor;

- (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) the Western Region (Kitimat, Prince Rupert, Smithers, Terrace) and the Central Region (Prince George); and
 - (g) Bishop appointed representative(s).
- 2.2 A member except the Bishop, the Vicar General and the Chancellor may be expelled by a special resolution of the members passed at a general meeting. Before a Member is expelled, the Society must send to the Member a written notice of the proposed expulsion, including reasons, and give the Member a reasonable opportunity to make representations to the Society respecting the proposed expulsion.
- 2.3 Any member who is expelled may be re-admitted by the unanimous vote of the Board of Directors.
- 2.4 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.
- 2.5 A person ceases to be a member of the Society :
- (a) by delivering his or her resignation in writing to the President of the Society or by mailing or delivering it to the address of the Society,
 - (b) on his or her death,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
- 2.6 Every member must uphold the Constitution of the Society and must comply with these bylaws. Members should attend general meetings and vote on proposed resolutions.
- 2.7 No dues shall be payable by members.
- 2.8 A member is not in good standing if the member does not adhere to the code of conduct or requirement to continue as a member. A voting member who is not in good standing:
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution in writing of the voting members.

PART 3 GENERAL MEETINGS OF MEMBERS

- 3.1** An annual general meeting of the Society shall be held at least once in every calendar year.
- 3.2** General Meetings of the Society must be held at the time and place in accordance with the Societies Act that the Directors decide.
- 3.3** Every General Meeting other than an Annual General Meeting is an Extraordinary General Meeting.
- 3.4** The Directors may, when they think fit, convene an Extraordinary General Meeting.
- 3.5** 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 and must include the text of any special resolution to be submitted to the meeting.
- 3.6** 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.
- 3.7** At the General Meeting, the following business is ordinary business:
- (a)** adoption of rules of order;
 - (b)** consideration of any financial statements of the Society presented to the meeting;
 - (c)** consideration of the reports, if any, of the Directors or auditor;
 - (d)** election or appointment of Directors;
 - (e)** appointment of an auditor, if any;
 - (f)** business arising out of a report of the Directors not requiring the passing of a special resolution.
- 3.8** The following individual is entitled to preside as the Chair of a general meeting:
- (a)** the individual, if any, appointed by the Board to preside as the Chair;
 - (b)** if the Board has not appointed an individual to preside as the Chair or
 - (c)** the individual appointed by the Board is unable to preside as the Chair,
 - (i)** the president,
 - (ii)** the vice-president, if the president is unable to preside as the Chair, or
 - (iii)** one of the other Directors present at the meeting, if both the president and vice-president are unable to preside as the Chair.

- 3.9** If there is no individual entitled under these bylaws who is able to preside as the Chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.
- 3.10** Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present. If at any time during a general meeting there ceases to be a quorum of members present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.11** The quorum for the transaction of business at a general meeting is 3 voting members or 30% of the voting members, whichever is greater.
- 3.12** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a)** in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b)** in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 3.13** The Chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 3.14** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.
- 3.15** The order of business at a general meeting is as follows:
- (a)** elect an individual to chair the meeting, if necessary;
 - (b)** determine that there is a quorum;
 - (c)** approve the agenda;
 - (d)** approve the minutes from the last general meeting;
 - (e)** deal with unfinished business from the last general meeting;
 - (f)** if the meeting is an annual general meeting,

- (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint Directors, and
 - (iv) appoint an auditor, if required;
 - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
 - (h) terminate the meeting.
- 3.16** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by a secret ballot.
- 3.17** The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 3.18** Voting by proxy is not permitted.
- 3.19** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these bylaws to be decided by special resolution.

PART 4 DIRECTORS

- 4.1** The Directors of the Society shall consist of:
- (a) the Bishop, the Vicar General, and the Chancellor as ex officio Directors;
 - (b) three Regional Directors ; and
 - (c) up to two additional Directors appointed by the Bishop from time to time.
- 4.2** The three Regional Directors shall be elected one each from f the Northern Region (Dawson Creek), the Western Region (Kitimat, Prince Rupert, Smithers, Terrace), and the Central Region (Prince George) in accordance with the rules set out in this Part 4.
- 4.3** Should an elected or appointed Director no longer be available for that position for any reason, the Bishop shall appoint a replacement from the membership of the Society to complete the term of the Director being replaced.

- 4.4** 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 (subject to the *Societies Act*); 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.
- 4.5** Nominations for the election of 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 and brief biographies of candidates for each Region seeking nomination will be provided by the respective Region to the committee..
- 4.6** 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.
- 4.7** The persons so elected shall hold office for a two (2) year term, twice renewable. In order to stagger the terms of the Regional Directors, at least one (1) Regional Director shall be elected at each annual general meeting. The term of an Regional Director may, as part of the election proceeding, be specified by the Directors to expire at the next annual general meeting following such Regional Director's election in order to ensure the terms of office are staggered in accordance with this bylaw 4.7.
- 4.8** 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.
- 4.9** A Director must, when exercising the powers and performing the functions of a Director,
- (a)** act honestly and in good faith with a view to the best interests of the Society,
 - (b)** exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - (c)** act in accordance with the Act, and
 - (d)** subject to paragraphs (a) to (c), act in accordance with these bylaws.

A Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

4.10 A Director may be removed from office by special resolution.

PART 5 PROCEEDINGS OF DIRECTORS

5.1 The Directors will manage, or supervise the management of, the activities and affairs of the Society in accordance with the constitution and these bylaws, and will be authorized to exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by law, by these bylaws, by rules not being inconsistent with these bylaws that are made from time to time by the Society in a general meeting, or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting.

5.2 The Directors elected or appointed may not receive any remuneration from the Society for acting as Directors..

5.3 The officers of the Society shall carry out such duties as are usual for such officers in a Society or as are delegated to them by the Directors.

5.4 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 the Catholic Independent Schools in the Diocese. This committee will be empowered to recommend a suitable candidate for approval by both the Directors and the Bishop.

5.5 The Superintendent of Schools will participate in the Committee activities when other senior personnel are hired.

5.6 The Superintendent of Schools will hire office staff to positions as approved by the Directors.

5.7 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 in the Diocese. The Chancellor shall present the annual budget to the Directors for approval prior to the Society's annual general meeting.

5.8 The President or his nominee shall preside at all meetings of the Society and of the Directors (provided, in the case of Directors' meetings, that such nominee is a Director), and in the absence of the President or his nominee, the members present shall elect a chair to preside at such meetings.

1) 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.

5.9 The members of the Society shall comprise an advisory board to provide advice and counsel to the Directors upon request on broad issues of policy and profile for the purpose of improving the administration of the Society and the independent schools in the Diocese. The advisory board shall not have any legal powers to direct the acts and operations of the Society. The advisory board may hold meetings at such time and place as is determined by the Directors and shall conform to any rules that may from time to

time be imposed on it by the Directors. The Directors, at their discretion, may invite the advisory board or any of its members to participate in Directors' meetings, or any part thereof, as guests.

PART 6 DIRECTOR'S MEETINGS

- 6.1** Directors' meetings will be called regularly throughout the school year as business arises. A Directors' meeting may be called by the President or by any two other Directors.
- 6.2** At least 2 days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.
- 6.3** The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.
- 6.4** The Directors may regulate their meetings and proceedings as they think fit. The bylaws should be explicit to ensure that Board of Directors meetings are consistent and follow generally accepted meeting procedures as determined by the Directors, such as Robert's Rules of Order, or Canadian Parliamentary procedure.
- 6.5** The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

PART 7 OFFICERS

- 7.1** The Society shall have a President, a Vice-President, a Secretary, a Treasurer, a Superintendent of Schools and other officers with such titles, roles and responsibilities as the Directors may from time to time determine. With the exception of the President, the Vice-President and the Treasurer, all officers serve at the pleasure of the Board.
 - (a)** The office of the President shall be held by the Bishop. The Bishop 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.
 - (b)** The office of the Vice-President shall be held by the Vicar General. The Vicar General shall remain Vice-President so long as he continues to be such Vicar General.
 - (c)** The office of the Treasurer shall be held by the Chancellor. The Chancellor shall remain Treasurer so long as he continues to be such Chancellor.
 - (d)** At the first meeting of the Directors after each annual general meeting, the Directors may elect, from among themselves, the Secretary who shall serve as Secretary until the end of the next annual general meeting, unless removed earlier by the Directors. Alternatively, the Directors may delegate the functions and responsibilities to one or more officers or staff members of the Society.

- (e) A Director, other than the Bishop may hold more than one officer position.
- 7.2 The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.
- 7.3 The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.
- 7.4 The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and Directors' meetings;
 - (b) taking minutes of general meetings and Directors' meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board;
 - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- 7.5 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- 7.6 Subject to bylaw 7.1(c), the Treasurer shall be a Director, who is elected by the Board, and is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements;
 - (d) making the Society's filings respecting taxes.

PART 8 SIGNING AUTHORITY

- 8.1 A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the Bishop, together with one other Director,
 - (b) if the Bishop is unable to provide a signature, by the Vicar General together with one other Director,
 - (c) if the Bishop and Vicar General are both unable to provide signatures, by any 2 other Directors, or

- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 9 SEAL

- 9.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 9.2 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.

PART 10 BORROWING

- 10.1 No borrowing shall be entered into without the consent of the President.
- 10.2 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,

PART 11 AUDITOR

- 11.1 The Society will have an auditor.
- 11.2 Subject bylaw 11.4, the Board must fill all vacancies occurring in the office of auditor.
- 11.3 At each annual general meeting, the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 11.4 An auditor may be removed by ordinary resolution in accordance with the requirements of section 115 of the *Societies Act*.
- 11.5 An auditor will be promptly informed in writing of the auditor's appointment or removal.
- 11.6 In addition to meeting the qualifications of sections 112-114 of the *Societies Act*, an auditor must not be a Trustee or employee of the Society.
- 11.7 The auditor may attend general meetings.
- 11.8 The fiscal year shall terminate at such times as the Directors shall decide.

PART 12 NOTICE TO MEMBERS

- 12.1 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 12.2 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.

- 12.3** Notice of a General Meeting must be given to:
- (i)** every member shown on the register of members on the day notice is given, and
 - (ii)** the auditor.
- 2)** No other person is entitled to receive a notice of a General Meeting.

PART 13 BYLAWS

- 13.1** These Bylaws must not be altered or added to except by special resolution.

PART 14 MINUTES/BOOKS/RECORDS

- 14.1** The office of 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.
- 14.2** The records of the Society may be inspected by the members at any reasonable time following arrangements with the Superintendent of Schools.

PART 15 SCHOOL MANAGEMENT AND OPERATION

- 15.1** There shall be included within the jurisdiction of the Society all Catholic Schools located in the Diocese of Prince George.
- 15.2** 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.
- 15.3** Each advisory body as above authorized shall operate under the operational rules established by the Directors of the Society.

PART 16 MANDATE AND COMPOSITION

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

PART 17 PROVISIONS FROM THE PRE-TRANSITION CONSTITUTION

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.