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**AMENDED AND RESTATED BY-LAWS  
OF  
JOAN OF ARC ACADEMIC SOCIETY OF OTTAWA  
SOCIÉTÉ ACADÉMIQUE JEANNE D'ARC D'OTTAWA**

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**WHEREAS** Joan of Arc Academic Society of Ottawa/ Société Académique Jeanne D'Arc d'Ottawa (the "Corporation") was incorporated on March 15, 1991 to establish and maintain one or more pre-school, elementary and secondary day schools in the Regional Municipality of Ottawa-Carleton (now the City of Ottawa) to develop in a Catholic setting the minds and characters of pupils thereof while following a bilingual curriculum which satisfies the requirements of excellence of the Province of Ontario;

**AND WHEREAS** Joan of Arc Academic Society of Ottawa/ Société Académique Jeanne D'Arc d'Ottawa has established and is currently maintaining Joan of Arc Academy, an elementary school for girls, the goal of which is to offer an enriched program in both English and French;

**The Board of the Corporation hereby adopts these Amended and Restated By-laws, which restate, amend and supersede the by-laws of the Corporation in their entirety as described below:**

**NAME**

**1.1** The name of the Corporation is Joan of Arc Academic Society of Ottawa / Société Académique Jeanne D'Arc d'Ottawa.

**INTERPRETATION**

**2.1** In these by-laws, and in all other by-laws of the Corporation unless the context requires otherwise:

- (i) words in the singular include the plural and words in the plural include the singular;
- (ii) words importing the feminine gender include the masculine gender and words importing the masculine gender include the feminine gender; and
- (iii) references to persons include corporations and firms.

**2.2** The French and English versions of these by-laws are equally authoritative.

### **HEAD OFFICE**

3.1 The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario, and at such place therein as the Board of Directors of the Corporation (hereinafter the “Board”) may from time to time determine.

### **SEAL**

4.1 The seal, an impression of which is stamped in the margin, shall be the seal of the Corporation.

### **FISCAL YEAR**

5.1 The fiscal year of the Corporation shall end on the 30th day of June in each year.

### **MEMBERSHIP OF THE CORPORATION**

6.1 The membership of the Corporation shall consist of:

- (i) all parents and guardians of students enrolled at Joan of Arc Academy (hereinafter the “School”);
- (ii) all Directors during the term of their election or appointment.

6.2 Parents / guardians cease to be members of the Corporation with effect from the date of withdrawal of their children / wards from the School. A member wishing to resign shall do so in writing and a resignation is effective upon its acceptance by the Board.

### **ANNUAL AND OTHER MEETINGS OF MEMBERS**

7.1 The annual meeting of the members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board may determine, and on such day as the Board may determine, but no later than six months after the fiscal year end of the Corporation.

7.2 At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statements and the report of the auditors shall be presented, Directors shall be elected and auditors shall be appointed for the ensuing year.

7.3 A meeting of the members may be called at any time by the Board, the Chair, the Vice-Chair or by the written request of twenty-five percent of the voting members of the Corporation. Such a meeting shall be held on such date, time and place as may be determined by the Board and notice thereof shall be given in accordance with section 8.1 within twenty-one days after receipt of the written request.

7.4 At an annual or general meeting of the members, any business may be transacted that is brought before the meeting by the Board.

- 7.5 The Board shall within 90 days approve the minutes of each annual or general meeting of the members.

### **NOTICE OF MEETINGS OF MEMBERS**

- 8.1 Notice of an annual or other general meeting of the members shall be given by publishing notice of the date, time, place and agenda of the meeting in a newsletter or other publication of the School intended for general distribution to the members at least twenty-eight days before the time fixed for the holding of such a meeting, without any further requirement for direct notice of such a meeting to be given to the members.
- 8.2 On at least twenty-one days written notice to the Board, any member may suggest that a voting matter be added to the agenda of an annual or other general meeting of members. Absent such notice, a voting matter may not be added to the agenda of any such meeting.
- 8.3 The final agenda for an annual or other general meeting shall be published at least seven days before the meeting and shall include the written text of all motions to be presented to the members at the meeting and, if applicable, written notice of all candidates standing for election to the Board of Directors.
- 8.4 Notwithstanding sections 8.1 to 8.3, a meeting of members may be held at any time and place without notice if all voting members of the Corporation are present or if those absent have signified their consent to the meeting being held in their absence.
- 8.5 No error or omission in giving notice of any meeting of the members of the Corporation shall invalidate the meeting or make void any proceedings taken at it.
- 8.6 A member may at any time waive notice of a meeting of the members of the Corporation and may ratify, approve and confirm any proceedings taken at the meeting.

### **ADJOURNMENTS**

- 9.1 Any meeting of the Corporation may be adjourned from time to time, and such business may be transacted at an adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any adjournment and an adjournment may be made notwithstanding that no quorum is present.

### **QUORUM OF MEMBERS**

- 10.1 The quorum for the transaction of business at any meeting is any combination of members present in person and members who have delivered written votes under section 10.2 who together are entitled to cast 25 votes. A written vote left blank on any matter nonetheless counts toward quorum when that matter is being considered.
- 10.2 In the event that a member is unable to attend any meeting of members, that member may deliver, by hand or by mail, a written vote executed by the member to the Secretary of the Board no later than noon on the day of the meeting. The written vote shall set out how the

member wishes to vote on the election of Directors and on the motions set out in the final agenda published in accordance with section 8.3 and shall be effective only with respect to those matters set out in the final agenda.

- 10.3** If two members are entitled to cast a vote in accordance with section 11.1(i), the written vote must be executed by both members so entitled.
- 10.4** A written vote shall be in such form as the Board determines and, once delivered, the Secretary shall ensure its confidentiality.

### **VOTING OF MEMBERS**

- 11.1** Members shall, at all meetings of members, be entitled to vote as follows:
- (i) one vote may be cast in respect of each child enrolled at the School by a member who is a parent or guardian of that child;
  - (ii) one vote may be cast by each Director who is not a parent or guardian of a child enrolled at the School.
- 11.2** At all meetings of members, every question shall be decided by a majority of the votes of the members unless otherwise required by these by-laws or by law. Every question shall be decided in the first instance by a show of hands unless a ballot is demanded by any member. Upon a show of hands, and unless a ballot is demanded, the Chair shall declare whether a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be made without indicating the number or proportion of the votes recorded in favour of or against the resolution.
- 11.3** In the case of an equality of votes, the motion shall be lost.

### **BOARD OF DIRECTORS**

- 12.1** The affairs of the Corporation shall be managed by the Board. The Board shall consist of not more than fifteen Directors of whom a majority of those in office shall constitute a quorum for the transaction of business at any meeting of the Board.
- 12.2** No more than nine of the Directors shall be parents or guardians of students enrolled at the School (hereinafter, “Internal Directors”). Directors who are not parents or guardians of students enrolled at the School are external Directors (hereinafter, “External Directors”). At least two Directors shall be fluent in French and at least two Directors shall be fluent in English
- 12.3** Each Director shall be elected for a term of not more than three years, or until a successor has been duly elected. An Internal Director who is no longer the parent or guardian of a child at the Academy will be deemed to have resigned as of the first annual meeting after he or she no longer has a child at the School. Notwithstanding section 12.2, an External Director who becomes an Internal Director shall be entitled to continue to serve on the Board until the end of his or her elected term. No Director shall be eligible for re-election

for a period of at least one year after the completion of a second consecutive three year term.

**12.4** Elections of Directors shall take place at the annual meeting of the Corporation. The election of Directors shall be by secret ballot. Elected terms of Internal Directors shall be arranged such that:

- (i) each of the six possible positions for Internal Directors, shall be designated by one corresponding letter: A, B, C, D, E or F;
- (ii) at least two of the positions for Internal Directors will be open for election at each annual meeting.
- (iii) if an Internal Director resigns, or no longer has a child at the School, or the position becomes vacant for any other reason, any new Internal Director elected to that position will complete the remainder of the term for which the previous Internal Director was originally elected;
- (iv) this section will be implemented at the 2006 annual meeting, based on the following schedule:
  - (a) Internal Director Positions designated A and B, for terms to begin at the 2006 annual meeting and to expire at the 2007 annual meeting, and thereafter to be subject to three-year terms to expire at the time of the corresponding annual meeting of the Corporation;
  - (b) Internal Director Positions designated C and D, for terms to begin at the 2006 annual meeting and to expire at the 2008 annual meeting, and thereafter to be subject to three-year terms to expire at the time of the corresponding annual meeting of the Corporation; and
  - (c) Internal Director Positions designated E and F, for terms to begin at the time of the 2006 annual meeting of the Corporation and to expire at the time of the 2009 annual meeting of the Corporation, and thereafter to be subject to three-year terms to expire at the time of the corresponding annual meeting of the Corporation.

**12.5** Notwithstanding anything in sections 12.4 and 12.5, three additional Internal Director vacancies designated G, H and I will be open for election at the 2017 annual meeting, for terms of one year (expiring at the 2018 annual meeting), two years (expiring at the 2019 annual meeting) and three years (expiring at the 2020 annual meeting), respectively. At the end of each initial term, the second and subsequent terms of each of positions G, H, and I will be three years.

**12.6** If two or more candidates receive the same number of votes, the Secretary shall place the names of those candidates in the ballot box and, in the presence of the members, shall draw a name from the box. The candidate whose name is drawn shall be declared elected to the vacant position.

**12.7** A Director may resign at any time by notice in writing to the Secretary of the Board, effective immediately upon receipt by the Secretary without requiring confirmation by the Board. Non-attendance on the part of any Director at any three consecutive meetings

of the Board may be considered a resignation and the Board may declare the position vacant at its next meeting.

- 12.8** The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given in accordance with sections 8.1 to 8.3, remove any Director before the expiration of the Director's term of office and may, by a majority of the votes cast at that meeting, elect any qualified person to fill the vacancy for the remainder of the term.
- 12.9** Vacancies on the Board may, so long as a quorum of Directors remains in office, be filled by the Board and the person so selected may sit until the next annual meeting of the members. Such vacancies shall otherwise be filled at the next annual meeting. If there is no quorum of Directors remaining in office, the Directors shall forthwith call a meeting of the members to fill the vacancy.
- 12.10** Where due to resignation or removal of any Director, the requirements of section 12.2 are no longer met, the Board shall rectify the situation by the appointment of Directors as soon as possible and, in any event, at the next annual meeting.
- 12.11** In addition to the fifteen Directors referred to in section 12.1, the Head and the Immediate Past Chair of the Board shall sit as non-voting members of the Board.

### **MEETINGS OF BOARD**

- 13.1** The Board shall meet a minimum of six times during the Corporation's fiscal year at such places as it may determine.
- 13.2** The Board may appoint days for regular meetings and no notice of such regular meetings need be sent. A Board meeting may also be held, without notice, immediately following the annual meeting of the Corporation.
- 13.3** Board meetings may also be called by the Chair, the Vice-Chair or the Secretary on the direction of the Chair or Vice-Chair, or by the Secretary on the written direction of a majority of Directors. Notice of such meetings shall be delivered by electronic notification or telephoned to each Director not less than one day before the meeting is to take place.
- 13.4** Any Board meeting may be held at any time and place without notice if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.
- 13.5** No error or omission in giving notice of any Board meeting shall invalidate the meeting or make void any proceedings taken at it.
- 13.6** Any Director may, at any time, waive notice of any such meeting and may ratify, approve and confirm any proceedings taken at the meeting.

- 13.7** The Board may consider or transact any business either special or general at any meeting of the Board.
- 13.8** Any Director of the Board may participate in a meeting by means of conference telephone or some other communicating facility that permits all persons participating in the meeting to hear one another. A Director who participates in such a meeting by means of such device is deemed to be present at such meeting.
- 13.9** Meetings may be held by means of a conference telephone or some other communicating facility provided Directors are given 24 hours advance notice.

### **VOTING OF BOARD**

- 14.1** Subject to section 30.1, questions arising at any meeting of the Directors shall be decided by a majority of votes. All votes at such meetings shall be taken by ballot if so demanded by any Director present, failing which the vote shall be taken in the usual way by assent or dissent. The Chair shall declare whether a resolution has been carried or not carried and an entry to that effect in the minutes shall be made without indicating the number or proportion of the votes recorded in favour of or against the resolution except if a Director specifically requests that his or her dissent or abstention be recorded.
- 14.2** In the event of an equality of votes, the motion shall be lost.

### **POWERS AND DUTIES OF THE BOARD**

- 15.1** The Board shall administer the affairs of the Corporation and may make or cause to be made for the Corporation, in its name, any kind of contract into which the Corporation may lawfully enter. The Board may exercise all such others powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise or do. Without restricting the foregoing, the Board is expressly empowered to purchase, lease or otherwise acquire and to alienate, sell, exchange or otherwise dispose of, shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

### **REMUNERATION OF DIRECTORS**

- 16.1** The Directors shall receive no remuneration for acting as Directors but may be paid reasonable expenses incurred by them in the performance of their duties.

### **CONFLICT OF INTEREST**

- 17.1** A Director shall be considered to have a conflict of interest if:

- (i) the Director has existing or potential financial or other external interests which impair or might reasonably appear to impair the Director's independent unbiased judgment in the discharge of her responsibilities to the Corporation;
- (ii) the Director is aware that a member of her family (which for the purposes of this paragraph shall be a spouse, partner, parents, siblings, children and any other relative residing in the same household as the Director) has such existing or potential or other interests; or
- (iii) any organization in which the Director (or member of the Director's family) is an officer, director, employee, member, partner, trustee, or controlling shareholder has such existing or potential or other interests.

**17.2** Where a conflict of interest exists:

- (i) the Director shall disclose the conflict of interest to the Board at the earliest possible time;
- (ii) no Director shall vote on any matter under consideration at a Board or Committee meeting, in which such Director has a conflict of interest;
- (iii) the minutes of such meeting shall reflect that such disclosure was made and that the Director having a conflict of interest removed herself and abstained from voting.

**17.3** Any Director who is uncertain whether a conflict of interest exists shall disclose the circumstances to the Board at the earliest practical time and the Board shall determine the matter by majority vote.

**INDEMNITIES TO DIRECTORS AND OTHERS**

**18.1** Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, or any corporation or company controlled by it, or their heirs, executors, administrators and estates shall be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (i) all costs and expenses, whatsoever which such Director, officer or other person, sustains or incurs in respect of any action, suit or proceeding which is brought or prosecuted against him in respect of any act, deed, matter or thing made, done or permitted by him in the execution of the duties of his office or in respect of any such liability; and
- (ii) all other costs, charges and expenses which he sustains or incurs in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

**DUTIES OF HEAD**

**19.1** The Head of the School shall be bilingual and be responsible to the Board. The Head shall have responsibility for the day to day operations of the School.



## **OFFICERS OF THE CORPORATION**

**20.1** There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer and such other officers as the Board may determine from time to time. No person may hold more than one office. The Chair, Vice-Chair, Treasurer and Secretary shall be elected by the Board from among their number at the first meeting of the Board after the annual election of the Board, provided that in default of such election, the incumbents, being members of the Board, shall hold office until their successors are elected.

## **DUTIES OF THE CHAIR AND VICE-CHAIR**

**21.1** The Chair is, subject to the control and direction of the Board, charged with the general management and supervision of the affairs of the Corporation. The Chair shall preside at all meetings of the members of the Corporation and of the Board and Executive Committee. During the absence or incapacity of the Chair, her duties and powers may be exercised by the Vice-Chair or such other Director as the Board may, from time to time, appoint for the purpose.

## **DUTIES OF SECRETARY**

**22.1** The Secretary shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. Each resolution of the Board shall be recorded in the language in which it was made. She shall give all necessary notices to members and to Directors. She shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which she shall deliver up only when authorized by a resolution of the Board to do so, and to such persons as are named in the resolution. She shall perform such other duties as may from time to time be determined by the Board.

## **DUTIES OF TREASURER**

**23.1** The Treasurer shall be the Chair of the Finance Committee and shall perform such duties as may from time to time be determined by the Board.

## **DUTIES OF OTHER OFFICERS**

**24.1** The duties of all other officers of the Corporation shall be determined by the Board from time to time.

## **COMMITTEES**

**25.1** There shall be an Executive Committee consisting of the Chair, the Vice-Chair, the Treasurer, the Secretary, the Head and the Immediate Past Chair. The Executive Committee shall sit at the call of the Chair and shall, in the case of emergency or absolute necessity, have the right to make decisions or take action with respect to the affairs of the Corporation. A quorum of the Executive Committee shall be three voting members. Any

actions or decisions taken by the Executive Committee shall be subject to confirmation and ratification by the Board at its next meeting. The Corporation will, in any event, indemnify and save harmless the Executive Committee provided the decisions or actions were made or taken in good faith.

- 25.2** The Board shall appoint a Finance Committee, consisting of at least three persons, the Chair of which shall be the Treasurer. A quorum of the Finance Committee shall be two members.

In addition, the Board may, at its discretion, constitute other committees to assist it in its governance and oversight of the School. Each committee shall consist of at least three persons. The mandate and membership of each committee shall be decided by the Board and recorded accordingly in the minutes of Board meetings.

The Board may, at its discretion, invite the Head to participate as a non-voting member of the committees it constitutes to assist it in its governance and oversight of the School.

- 25.3** The Board shall appoint a Nominating Committee, consisting of at least three persons, normally at least two months prior to the date of the annual meeting. The Chair of the Nominating Committee shall normally be the Immediate Past Chair of the Board. The Chair and Vice-Chair(s) of the Nominating Committee shall include at least one person who is fluent in French and at least one person who is fluent in English.

- 25.4** Any two members in good standing may nominate a candidate for the Board by submitting the nomination in writing at least 21 days before the annual meeting to the Chair of the Nominating Committee.

- 25.5** The Nominating Committee shall, subject to section 12.2, accept the nominations of all candidates who are parents or guardians of students enrolled at the school and put their names forward for election to such positions as internal Directors as are vacant at the annual meeting.

- 25.6** The Nominating Committee shall prepare a slate of names sufficient to fill other existing vacancies on the Board and shall nominate such persons for election as Directors at the annual meeting.

- 25.7** Standing and other committees shall consist of such members of the Corporation or other persons as are appointed and have such powers as the Board may from time to time determine.

## **EXECUTION OF DOCUMENTS**

- 26.1** Deeds, transfers, licenses and contracts of the Corporation other than contracts entered into in the ordinary course of the Corporation's operations shall be signed by either the Chair or Vice-Chair, as well as by the Secretary, who shall affix the seal of the Corporation to such instruments as necessary.

**26.2** Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chair, the Vice-Chair or by any person authorized by the Board. Notwithstanding any provisions to the contrary contained in the bylaws of the Corporation, the Board may at any time direct the manner in which, and the person by whom, any particular instrument, contract or obligation of the Corporation may be executed.

### **BOOKS AND RECORDS**

**27.1** The Board shall ensure that all necessary books and records of the Corporation are properly kept.

### **CHEQUES**

**28.1** All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation in such manner as shall from time to time be determined by the Board.

### **BORROWING**

**29.1** The Board, on behalf of the Corporation, may from time to time:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, sell or pledge securities of the Corporation; or
- (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

**29.2** The Board may authorize any Director, officer or employee of the Corporation or any other person, to make arrangements with respect to monies borrowed, as to the terms and conditions of their loan and the security to be given, as to the variation or modification of such arrangements, terms and conditions and as to the giving of such additional security for any monies borrowed or remaining due by the Corporation as the Board may authorize, and to generally manage, transact or settle the borrowing of money by the Corporation.

### **AMENDMENT OF BYLAWS**

**30.1** Subject to the rights of the members under section 30.2 of these by-laws, the Board may, by the affirmative vote of at least two-thirds of the authorized number of Directors, adopt, amend or repeal by-laws unless the action would materially and adversely affect members' rights.

- 30.2** Without the approval of the members, the Board may not adopt, amend, or repeal any by-laws that would:
- (i) change the authorized number of Directors;
  - (ii) increase or extend the terms of Directors;
  - (iii) allow any Director to hold office for a regular term by designation or selection rather than by election by the members; or
  - (iv) increase the quorum for members' meetings.
- 30.3** If any provision of these by-laws requires the vote of a larger proportion of the Board than a majority, such provision may not be altered, amended or repealed except by that greater vote.
- 30.4** New by-laws may be adopted, or these by-laws may be amended or repealed, by approval of the members.

CERTIFIED AS CONSOLIDATING ALL AMENDMENTS UP TO AND INCLUDING THE 20<sup>TH</sup> DAY OF NOVEMBER, 2019

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

Amendment History:

- Sections 12.1, 13.8, 13.9 and 14.1 amended by resolution of the Board of Directors on September 20, 1999.
- Sections 6.1, 11.1, 12.3, 12.11, 15.2, 15.3, 19.2, 21.1, 25.7 and 25.8 amended by resolution of the Board of Directors and vote of the Membership on November 12, 2003.
- Sections 12.5 [now 12.4] and 25.4 amended by resolution of the Board of Directors and vote of the Membership on November 8, 2006.
- Section 10.1 amended by resolution of the Board of Directors on September 23, 2008.
- Sections 12.4 [now 12.3] and 12.5 (iii) [now 12.4 (iii)] amended by resolution of the Board of Directors and vote of the Membership on November 24, 2010.
- Sections 6.2, 13.3, 19.1, 20.1, and 25.2 amended by resolution of the Board of Directors on October 16, 2012.
- Sections 25.3 and 25.4 amended by resolution of the Board of Directors on October 16, 2017.
- Sections 12.2 and 12.4 [now 12.3] amended, and section 12.5a [now 12.5] enacted, by vote of the Membership on November 16, 2017.
- Article 12 renumbered, preamble amended, and sections 3.1, 6.2, 7.3, 8.4, 10.2, 10.3, 11.2, 12.3, 12.4, 12.5, 12.8, 12.10, 12.11, 13.9, 14.1, 17.1, 19.1, 25.5, 29.1 and 30.1 amended to correct language, grammar and usage and to make terminology consistent, as part of the amending and restating resolution of the Board of Directors on October 16, 2018.
- Section 7.5 enacted by vote of the Membership on November 21, 2018.
- Section 10.1 amended by resolution of the Board of Directors and vote of the Membership on November 20, 2019.