

Societies Act, SY 2018, c 15

CATHOLIC EDUCATION ASSOCIATION OF YUKON

CONSTITUTION

1. The name of the society is the CATHOLIC EDUCATION ASSOCIATION OF YUKON (the “Association”).
2. Situated in the legislative context of the *Yukon Act* and *Education Act*, the purpose of the Catholic Education Association of Yukon is to:
 - 2.1. Provide a leadership mechanism to coordinate and build system-wide consensus of understanding on issues that may affect all Yukon Catholic schools with the participation of all Catholic education partners;
 - 2.2. Advocate for Catholic education in Yukon in order to obtain resources and support from Catholic education partners, such as the Yukon Government Department of Education, the Catholic Episcopal Corporation of Whitehorse, and the Canadian Conference of Catholic Bishops (CCCB), for the purpose of strengthening a robust publicly funded Catholic school system;
 - 2.3. Facilitate discussions amongst Catholic education partners such as the Catholic school councils, the Yukon Government Department of Education, the Catholic Episcopal Corporation of Whitehorse, parishes within the Diocese of Whitehorse, and the administrators of Yukon Catholic schools, on issues related, but not limited, to policy or legislative development, staffing, and faith formation;
 - 2.4. Support initiatives within the Catholic education system that develop leadership, strengthen relationships amongst partners, and fund educational opportunities for students;

- 2.5. Provide a forum where those with an interest in Yukon Catholic schools can come together to share the mission, beliefs, and values of Catholic education in Yukon as described in the Association's current Circle of Caring Strategic Plan;
- 2.6. Lead and manage the implementation of the goals of the current Circle of Caring Strategic Plan;
- 2.7. Coordinate common activities, practices, and policies among Yukon Catholic schools;
- 2.8. Coordinate communication and interaction amongst Yukon Catholic schools, and Catholic Episcopal Corporation of Whitehorse, parishes, and the Yukon Government Department of Education; and
- 2.9. Lead visioning and planning processes for the Catholic education system in Yukon and collaboratively address and resolve emerging and critical issues for the benefit of all students.

CATHOLIC EDUCATION ASSOCIATION OF YUKON

BYLAWS

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these bylaws:

- (a) “**Act**” means the Yukon *Societies Act* and the regulations under the Act, as amended from time to time.
- (b) “**Administrators**” means the principals and vice-principals of a Catholic School.
- (c) “**Association**” means the Catholic Education Association of Yukon.
- (d) “**Bylaws**” means these bylaws.
- (e) “**Catholic School**” means Holy Family Elementary School, St. Francis of Assisi Catholic Secondary School and Christ the King Elementary School.
- (f) “**Committee**” means a committee of the Association.
- (g) “**Constitution**” means the constitution of the Association.
- (h) “**Catholic School Council**” means a school council of a Catholic School established under the Yukon *Education Act*.
- (i) “**Council Member**” means an individual who has been elected as a member of a Catholic School Council.
- (j) “**Director**” means an individual who has been designated, elected or appointed, in accordance with the Act, as a director of the Association.
- (k) “**Episcopal Corporation**” means the Catholic Episcopal Corporation of Whitehorse.
- (l) “**Executive**” means the directors of the Association.

- (m) **“General Meeting”** means a general meeting of the members of the Association, which may be an annual general meeting or another general meeting of the members.
- (n) **“Officer”** means an individual who has been appointed, in accordance with the Act, as an officer of the Association.
- (o) **“Ordinary Resolution”** means a resolution passed by a simple majority of the votes cast by the voting members on that resolution or consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members.
- (p) **“Parish”** means a parish within the Roman Catholic Diocese of Whitehorse.
- (q) **“Special Resolution”** means a resolution passed by at least 2/3 of the votes cast by the voting members on that resolution or consented to in writing by all of the voting members.
- (r) **“Superintendent”** means the Yukon Department of Education Superintendent responsible for Catholic Schools.

1.2 Definitions in Act

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act

If there is a conflict between these Bylaws and the Act, the Act shall prevail.

1.4 Act Applies

These Bylaws are intended to be read in conjunction with the Act.

2. BACKGROUND AND ADDRESS

The Association was incorporated as a Society under the *Societies Act of Yukon* on February 18, 2008.

The Association’s usual place of business, registered address and mailing address is St. Francis of Assisi Catholic Secondary School, 16 Duke Street, Whitehorse, Yukon, Y1A 4M2.

3. MEMBERS

3.1 Classes of Membership

There are two classes of membership:

- (a) Voting members; and
- (b) Non-voting members.

3.2 Rights of Voting Members

Every voting member is entitled to those rights afforded to members under the Act and these Bylaws, including, but not limited to, the right to one vote on every matter in respect of which a vote of the members is held, including the right to elect or appoint the Directors.

3.3 Rights of Non-Voting Members

Every non-voting member is entitled to those rights afforded to members under the Act and these Bylaws, except that non-voting members are not entitled to vote on any matter in respect of which a vote of the members is held.

3.4 Application for Voting Membership

Any Catholic School Council is eligible to apply to the Executive for membership in the Association as a voting member.

The Executive will not deny membership to any Catholic School Council unless it determines that the membership of the Catholic School Council will not further the purposes of the Association as set out in its Constitution.

The Catholic School Council becomes a voting member of the Association on the Executive's acceptance of the application.

3.5 Representatives of Voting Members

Each Catholic School Council that is a voting member will authorize an individual to be the member's representative and that member's representative is entitled to exercise the same powers on behalf of the member as that member could exercise if that member were an individual.

3.6 Application for Non-Voting Membership

The following persons are eligible to apply to the Executive for membership in the Association as non-voting members:

- (a) the Episcopal Corporation;
- (b) a Parish;
- (c) Administrators;
- (d) Religious Education Coordinators; and
- (e) the Superintendent.

3.7 Representatives of Non-Voting Members

The Episcopal Corporation and any Parish that is a non-voting member will authorize an individual to be the member's representative and that member's representative is entitled to exercise the same powers on behalf of the member as that member could exercise if that member were an individual.

3.8 Duties of Members

Every member must uphold the Constitution and must comply with these Bylaws.

3.9 Membership Dues

There are no membership dues.

3.10 Good Standing

All members are in good standing unless or until their membership terminates.

3.11 Termination of Membership

Membership in the Association is terminated:

- (a) If the member is dissolved;
- (b) If the member withdraws their membership by delivering notice of withdrawal in writing to the Executive;
- (c) If the member is expelled; or
- (d) In any of the other circumstances set out in the Act.

In addition, the membership of an Administrator, Religious Education Coordinator and Superintendent terminates if and when the person holding such membership no longer performs the role of Administrator, Religious Education Coordinator or Superintendent.

3.12 Expulsion of Members

A member may be expelled by special resolution of the members for a violation of:

- (a) The Constitution;
- (b) The Bylaws; or
- (c) The Association's code of conduct policy or declaration.

Before a member is expelled, the Association will send to the member written notice of the proposed expulsion, including reasons, and give the member a reasonable opportunity to make representations to the Association respecting the proposed expulsion.

4. GENERAL MEETINGS OF THE MEMBERS

4.1 General Meetings of the Members

A General Meeting of the members may be an annual general meeting (an AGM) or another general meeting:

- (a) An AGM will be held in accordance with the Act at the time and place the Executive determines, which will be:
 - (i) not later than four months after the end of the Association's fiscal year; and
 - (ii) in the month of September; and
 - (iii) be scheduled jointly with the AGMs of the Catholic School Councils and be referred to as the *Joint Catholic School Councils & CEAY Annual General Meeting*;
- (b) Other General Meetings may be called by the Executive at any time, or requisitioned by the Members in accordance with the Act.

4.2 Observers of General Meetings

All Council Members who are not a Catholic School Council's representative for the purpose of voting on resolutions at the AGM and other general meetings are entitled to observe the AGM and all other general meetings, and may address matters under discussion if permitted to do so by the Chair of the meeting, but will not have a vote.

The Executive may invite any other persons to attend an AGM or other general meeting as a guest. Guests may address matters under discussion if permitted to do so by the Chair of the meeting, but will not have a vote.

4.3 Ordinary Business

At an AGM or other general meeting, the following business is ordinary business:

- (a) Adoption of rules of order and agenda;
- (b) Consideration of any financial statements of the Association presented to the meeting;
- (c) Consideration of the reports, if any, of Directors or accountant;
- (d) Election of or appointment of Directors;
- (e) Appointment of an accountant, if any; and
- (f) Business arising out of a report of the Directors that does not require the passing of a special resolution.

4.4 Notice of General Meeting

Written notice of the date, time and location of an AGM or other general meeting must:

- (a) Be given in accordance with the Act;
- (b) Be sent to each Catholic School Council and all non-voting members not more than 60 days before the meeting and
 - (i) at least 10 days before the meeting if the notice does not include notice of a special resolution to be considered at the meeting; and
 - (ii) at least 21 days before the meeting if the notice includes notice of a special resolution to be considered at the meeting;
- (c) State the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business; and
- (d) Include the text of any resolution to be submitted to the meeting that, under the Act or the bylaws, must be passed as a special resolution.

Notice may be sent to a member by personal delivery, regular mail, fax or email to the member's contact information as noted in the membership register. A notice sent by mail will be deemed to have been delivered on the fifth (5th) day following that on which the notice is mailed.

4.5 Members' Proposals for AGM

Members may send the Association notice of a matter that the members propose for consideration at an AGM. The proposal must contain the names of, and be signed by, at least 1 Member.

If the proposal is received at least seven (7) days before notice of the AGM is sent, the proposal will be included with the notice of the AGM in accordance with the Act.

If the proposal is received less than seven (7) days before notice of the AGM is sent, or made at the AGM, it may be considered at the will of the majority of the voting members in attendance.

4.6 Chair of General Meetings

The following individual shall preside as chair of an AGM or other general meeting:

- (a) The individual, if any, appointed by the Executive to preside as the chair;
- (b) If the Executive has not appointed an individual to preside as the chair or the individual appointed by the Executive is unable to preside as the chair:

- (i) The president, if any;
 - (ii) The vice-president, if any, if the president is unable to preside as the chair; or
 - (iii) A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president; or
- (c) If there is no individual entitled under (a) or (b), above, who is able to preside as the chair of the meeting within 15 minutes from the time set for holding the meeting, the voting members who are present shall elect a representative of voting member present at the meeting to preside as the chair.

If the chair is a representative of a voting member, they may move or second a motion and may vote on motions. In the event of an equality of votes, the chair will not have a casting or second vote in addition to the vote to which the chairperson is entitled as a representative of a voting member, and the proposed resolution will not pass.

4.7 Quorum for General Meetings

A quorum for the transaction of business at an AGM or other general meeting is the greater of three voting members or 25% of the voting members in good standing.

4.8 Quorum Required

Business, other than the election of the chair of the AGM or other general meeting and the adjournment or termination of the meeting, must not be transacted unless a quorum of members is present. If, at any time during an AGM or other general meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.9 Lack of Quorum at General Meetings

If, within 30 minutes from the time set for holding an AGM or other general meeting, a quorum is not present:

- (a) The meeting stands adjourned to the same day in the next week, at the same time and place or, if the place is not available, at such other place as may be determined by the chair with notice to the members;
- (b) 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 members who are present constitute a quorum for that meeting.

4.10 Adjournments of General Meetings

The chair of an AGM or other general meeting may, or if so directed by the 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. It is not necessary to give notice of a continuation of an adjourned AGM or other general meeting or of the business to be transacted at a continuation of an adjourned AGM or other general meeting except that, when a AGM or other general meeting is adjourned for 30 days or more, written notice of the continuation of the adjourned meeting must be given in accordance with the Act and these bylaws.

4.11 Order of Business at a General Meeting

The order of business at an AGM or other 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 AGM or other general meeting;
- (e) Deal with unfinished business from the last AGM or other general meeting;
- (f) If the meeting is an AGM:
 - (i) Receive the Directors' report on the financial statements of the Association for the previous financial year, and the accountant's report, if any, on those statements;
 - (ii) Receive any other reports of Directors' activities and decisions since the previous AGM;
 - (iii) Elect or appoint Directors; and
 - (iv) Appoint an accountant, if any;
- (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) Terminate the meeting.

4.12 Virtual Attendance at General Meeting

Members may participate in an AGM or other general meeting by telephone or other communications medium. The Executive will take such reasonable steps as are required to enable all persons participating in the meeting, whether by telephone, by other communications medium, or in person, to communicate with each other during the meeting.

4.13 Methods of Voting by Members in attendance at General Meeting

At an AGM or other general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the chair, voting must be by secret ballot.

If one or more members vote at an AGM or other general meeting while participating by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.

4.14 Proxies

Voting by proxy is not permitted.

4.15 Vote at an AGM or other General Meeting

A matter to be decided at an AGM or other 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 or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

The chair may make or propose a resolution and may second a motion or resolution proposed by another person.

In case of an equality of votes, the chair will not have a casting or second vote in addition to the vote to which the chair is entitled as a voting member, and the proposed resolution will not pass.

4.16 Result of Vote

The chair of an AGM or other general meeting must announce the outcome of each vote. That outcome must be recorded in the minutes of the meeting. Whenever a vote that is not by written ballot is made, then unless a written ballot is required or demanded, a declaration by the chair that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

5. Directors

5.1 Number of Directors

The Executive will be composed of no fewer than three and no more than six Directors.

5.2 Residency

At least one of the Directors must be ordinarily resident in Yukon.

5.3 Eligibility

A Director is not required to be a member of the Association.

5.4 Nomination of Directors

Candidates for election to the Executive will be nominated by one voting member.

5.5 Election of Directors

To ensure a representative Executive, Directors are elected through secret ballot by ordinary resolution of the voting members as follows:

- (a) One Director will be elected by all voting members from among those candidates nominated by the Catholic School Council for St. Francis of Assisi Catholic Secondary School who are Council Members for St. Francis of Assisi Catholic Secondary School;
- (b) One Director will be elected by all voting members from among all other candidates nominated by the Catholic School Council for St. Francis of Assisi Catholic Secondary School;
- (c) One Director will be elected by all voting members from among those candidates nominated by the Catholic School Council for Christ the King Elementary School who are Council Members for Christ the King Elementary School;
- (d) One Director will be elected by all voting members from among all other candidates nominated by the Catholic School Council for Christ the King Elementary School;
- (e) One Director will be elected by all voting members from among those candidates nominated by the Catholic School Council for Holy Family Elementary School who are Council Members for Holy Family Elementary School;
- (f) One Director will be elected by all voting members from among all other candidates nominated by the Catholic School Council for Holy Family Elementary School;
- (g) Directors will be elected by all voting members to fill all vacancies remaining after the elections in (a), (b), (c), (d), (e) and (f) above, from among all candidates who were not elected pursuant to (a), (b) (c), (d), (e) and (f) above.

A candidate nominated in accordance with this section may be elected by acclamation.

5.6 Term

A Director's term of office ends at the close of the AGM two years after the Director's election.

A Director may be elected to more than one term.

5.7 Resignation of Directors

A Director who intends to resign must deliver their resignation to the Association in writing, and the resignation takes effect upon the later of (a) receipt of the written notice, and (b) on the date and time, or event, specified in the notice.

5.8 Removal of Directors

A Director may be removed from office by a resolution of the members passed by special resolution.

5.9 Vacancies

A quorum of the Directors may fill a vacancy on the Executive by appointment except for a vacancy arising from an increase in the minimum or maximum number of directors or a failure to elect the minimum number of Directors.

A Director appointed or elected to fill a vacancy holds office for the balance of the term of their predecessor.

5.10 Remuneration for being a Director

The Association must not remunerate a Director for being a Director.

5.11 Remuneration of Directors for Other than Being a Director

The Association may, subject to the Act, pay a Director remuneration for services provided by the Director to the Association in a capacity other than as a director; however, a majority of Directors must not receive remuneration from the Association under contracts for employment or services.

5.12 Reimbursement of Expenses

The Association will reimburse a Director for reasonable expenses necessarily incurred by the Director for attendance at Association meetings or for conducting pre-approved Association business so long as receipts are submitted to support the expenditures.

6. EXECUTIVE MEETINGS

6.1 Calling Executive Meetings

The Executive may meet virtually, or at any location in Yukon and in any manner as determined by the Executive.

6.2 Observers of Executive Meetings

All members of a Catholic School Council and all non-voting members will be invited to observe Executive Meetings, and may address matters under discussion if permitted to do so by the Chair of the meeting, but will not have a vote.

6.3 Virtual Attendance at Executive Meetings

Any meeting of the Executive may be held by means of telephone or such other communication medium that permits all participants in the meeting to communicate with each other. A Director participating in the meeting by that medium shall be deemed to be present at the meeting.

6.4 Notice of Executive Meeting

At least 5 days' notice of an Executive meeting must be given, unless all the Directors agree to a shorter notice period.

6.5 Regular Directors' Meetings

The Executive will meet at least every two months.

The Executive may appoint a day or days in any month or months for regular meetings of the Executive at a place and hour to be named. A copy of any resolution of the Executive fixing the time and place of such regular meetings of the Executive shall be sent to each Director, but no notice shall be required for any such regular meeting.

On the request of a Director, the President will convene a meeting of the Executive.

6.6 Quorum of Executive Meetings

The Executive may from time to time fix the quorum necessary for Executive Meetings and, unless so fixed, the quorum will be the lesser of one Director nominated by each Catholic School Council, or four Directors.

6.7 Chair of Executive Meetings

The following individual shall preside as chair of an Executive meeting;

- (a) The individual, if any, appointed by the Executive to preside as the chair;
- (b) If the Executive has not appointed an individual to preside as the chair or the individual appointed by the Executive is unable to preside as the chair:

- (i) The president, if any;
- (ii) The vice-president, if any, if the president is unable to preside as the chair; or
- (iii) A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president.

6.8 Voting

Motions proposed at an Executive meeting need not be seconded.

The chair may make a motion and vote on a motion.

A resolution will be decided by a simple majority of the Directors in attendance. In the case of an equality of votes, the motion is defeated as no one has a second or deciding vote.

Directors will make all reasonable efforts to reach consensus on substantive business arising at Executive meetings. Where consensus is not possible, the motion will tabled until the next Executive meeting. Prior to the next meeting, each Director will consult with the Catholic School Council that nominated them regarding the issue. At the next meeting, the Executive will attempt to reach consensus on the issue. If consensus is not possible, a vote will be held and decided by a simple majority of the Directors in attendance.

6.9 Consent Resolution without a Meeting

The Executive may pass a resolution without a meeting if all Directors consent in writing to the resolution.

6.10 Resolution without a Meeting and Without Consent

The Executive may pass a resolution without a meeting and without the consent of all Directors if

- (a) a notice is sent to all of the Directors specifying the text of the resolution and the day by which the Directors must respond to the notice indicating whether or not they consent to the resolution; and
- (b) the notice is sent at least 14 days before the day by which the Directors must respond to the notice indicating whether or not they consent to the resolution; and
- (c) no Director objects to the resolution by the day specified for response.

7. OFFICERS

7.1 Election or appointment of Officers

The Executive shall, as often as may be required, elect or appoint, from among the Directors, a president, a vice-president, a secretary/treasurer or a secretary and a treasurer, and such other officers the Executive deems necessary. A Director may hold more than one officer position.

7.2 Election or appointment to ACSTA Board of Directors

The Executive shall, as often as may be required, elect or appoint, from among the Directors, a representative and an alternate representative to the Alberta Catholic School Trustees' Association (ACSTA).

7.3 Duties of Officers

The Officers shall have the following duties and powers associated with their positions:

- (a) The president is the chair of the Executive and is responsible for:
 - (i) supervising the other Directors and staff in the execution of their duties;
 - (ii) signing all documents that require the Association's signature;
 - (iii) preparing agendas for meetings and facilitating meetings;
 - (iv) ensuring clarity of the Association's roles and scope of responsibilities;
 - (v) communicating with members as required in a timely manner;
 - (vi) providing leadership and consensus of understanding among partners in Catholic education, and conflict resolution when necessary;
 - (vii) tracking progress on the strategic plan and communicating progress to parishes, Catholic Schools and the broader Catholic community;
 - (viii) preparing and circulating an annual report of business for the AGM;
 - (ix) representing the Association on committees and hiring panels; and
 - (x) hiring staff, including an Administrative Clerk.
- (b) The vice-president is the vice-chair of the Executive and is responsible for carrying out the duties of the president if the president is unable to act.
- (c) The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (i) issuing notices of AGMs and other General Meetings and Directors' meetings, and taking and distributing minutes of AGMs, other General Meetings and Directors' meetings;
 - (ii) keeping the records of the Association in accordance with the Act and conducting the correspondence of the Executive;
 - (iii) conducting correspondence on behalf of the Association;
 - (iv) maintaining the membership register;
 - (v) have custody of the seal of the Association, if any;
 - (vi) supervising matters related to the duties of the Administrative Clerk; and
 - (vii) filing the annual report of the Association and making any other filings with the registrar under the Act.
- (d) In the absence of the secretary from a meeting, the Executive must appoint another individual to act as secretary at the meeting.
- (e) The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (i) receiving and banking monies collected from the members or other sources;
 - (ii) preparing an annual operating budget for the Association;
 - (iii) keeping accounting records in respect of the Association's financial transactions;
 - (iv) ensure appropriate financial controls are in place and exercised in the handling of the financial affairs of the Association; and
 - (v) preparing the Association's financial statements; and making the Association's filings respecting taxes.

8. EXECUTIVE FUNCTIONS

8.1 Exercise of Authority

The Executive will:

- (a) Exercise all the powers and carry out all the duties and obligations of the Association;
- (b) Represent the position of the Association on issues, which may be expressed by policy, resolution or as agreed to following consultation with members;
- (c) Consult with Catholic School Councils as required; and

- (d) Establish committees as necessary to carry out the business of the Association.

The Executive must manage, or supervise the management of, the activities and internal affairs of the Association. In exercising their authority, the Executive must adhere to:

- (a) The Act;
- (e) The Constitution;
- (f) The Bylaws;
- (g) The Association's code of conduct policy or declaration; and
- (h) Any other rule or policy adopted by the Association.

8.2 **Staffing**

The Executive may establish staff positions for the Association to carry out the work of the Association:

- (a) The Executive may hire an Executive Director and an Administrative Clerk who will hold office at the pleasure of the Executive. The Executive Director and Administrative Clerk may, under the direction of the President, perform such duties and exercise those powers that may from time to time be assigned or vested in them by the Executive through the President and attend all meetings of the Executive and Association.
- (b) The Executive may hire additional staff as deemed necessary.

The duties of staff positions will be approved by the Executive and be compliant with the Act, the Association's constitution and these Bylaws.

The salaries and benefits paid to staff will be approved by the Executive and will be subject to securing adequate funding.

The Executive Director, Administrative Clerk and any other staff will adhere to:

- (a) The Act;
- (c) The Constitution;
- (d) The Bylaws;
- (e) The Association's code of conduct policy or declaration; and
- (f) Any other rule or policy adopted by the Association.

8.3 **Committees**

The Executive may delegate power to committees as required to assist in carrying out the

initiatives of the Association. The Executive will appoint the members of committees, who need not be Directors or members of the Association. The Executive will appoint the chair of all committees, which need not be a Director or a member of the Association.

Committees will meet and conduct business by whatever means they see fit, provided that they adhere to the terms of references by which they are constituted by the Executive and:

- (b) The Act;
- (a) The Constitution;
- (b) The Bylaws;
- (c) The Association's code of conduct policy or declaration; and
- (d) Any other rule or policy adopted by the Association.

Committees will report on their activities to the Executive, including explanations as to why any issues or decisions could not be reached by consensus.

Committee members will be reimbursed for all reasonable and necessary expenses incurred by them for attendance at Committee meetings or for conducting pre-approved Committee business.

9. SIGNING AUTHORITY

A contract or other record to be signed by the Association must be signed on behalf of the Association by the President or by one or more individuals authorized by the Executive to sign the contract or record on behalf of the Association.

Any Director or Officer of the Association may certify a copy of any instrument, resolution, bylaw or other document of the Association to be a true copy thereof.

10. BORROWING

The Association may borrow money and raise or secure the payment or repayment of money in any manner it decides, but the issuing of any debt obligations must be authorized by special resolution.

The voting members may restrict the borrowing powers of the Association through special resolution.

11. ACCOUNTING

The fiscal year end for the Association is June 30.

If the Association is a Class B society, the Association is not required to have an accountant.

If the Association is a Class A society, the Association is required to have an accountant. However, a Class A society may, by special resolution at an annual general meeting, waive the requirement to have an accountant for the fiscal year for which financial statements will be presented at the next year's annual general meeting. The Association may not waive the requirement to have an accountant for more than two consecutive fiscal years.

12. DISSOLUTION AND DISTRIBUTION OF PROPERTY

The Association may be dissolved in accordance with the Act.

In the event of dissolution of the Association, the assets remaining after all debts have been paid or provision for payment has been made will, subject to the requirements of the Act, be distributed to the Episcopal Corporation.

13. ALTERATION OR DISPUTE REGARDING BYLAWS

The Association may alter these bylaws at an AGM or other general meeting by resolution by special resolution. Any such alteration takes effect when the altered bylaws are filed with the registrar.

Any unresolved dispute concerning the interpretation or application of the bylaws, and any unresolved dispute concerning the rights of a member or the powers of a Director is encouraged to be resolved through mediation.