

Canadian Parents for French - Saskatchewan



BYLAWS

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SECTION 1:

1.01 General

Canadian Parents for French - Saskatchewan Inc. is a Branch of the national organization Canadian Parents for French. As such, the Branch must have a minimum of two (2) chapters and fifty (50) voting members within its jurisdiction with each chapter having a minimum of ten (10) voting members. Except where conflicts arise between the National Bylaws and the Non-Profit Corporations' Act of Saskatchewan, the Branch adheres to the basic standards for Branches as set out in the bylaws and policies of the National Association as from time-to-time amended. The object of the Organization at all levels is: to provide educational opportunities for young Canadians to learn and use the French language.

The By-laws of the Branch consist of the Articles of Incorporation, Articles of Amendment, and the By-laws.

1.02 Articles of Incorporation

The Branch was constituted under the name of "CANADIAN PARENTS FOR FRENCH - SASKATCHEWAN INC." as a charitable corporation under the Non-Profit Corporations Act of the Province of Saskatchewan under the seal of the Corporations Branch of the Saskatchewan Department of Justice dated the 25th day of September 1980. Articles of Amendment were granted in 1984 changing the location of the registered office from the City of Regina to the City of Saskatoon. The activities of the organization, which cannot be changed without due application to the Corporations' Branch of the Saskatchewan Department of Justice, were prescribed as follows by a further amendment in 1995:

*to create and promote opportunities for
young Canadians within the Province of
Saskatchewan to learn and use the French
language.*

1.03 By-laws

WHEREAS:

- A. Canadian Parents for French - Saskatchewan Inc. (herein referred to as "CPF Saskatchewan") was incorporated under the Non-Profit Corporations Act of the Province of Saskatchewan in 1980.
- B. Articles of Amendment were granted in 1984 changing the location of the registered office from the City of Regina to the City of Saskatoon.
- C. Articles of Amendment were granted in 1995 limiting the activities of the organization to the following:

*to create and promote opportunities for young
Canadians within the Province of
Saskatchewan to learn and use the French
language.*

1.04 Definitions

- (a) In these By-laws, and in all other rules and regulations and policies of CPF Saskatchewan, unless otherwise stated, the following terms shall have the meanings ascribed to them:

"ACT" means the Non-Profit Corporations Act (Saskatchewan) as from time-to-time amended and any replacement statute subsequently enacted. The term "Act" shall also encompass any corporation regulations made pursuant to the Act.

"Adult" means a person deemed to be an adult by the provincial or territorial legislation applicable to the place of residence of a person applying for membership.

"Associate Member Organization (AMO)" means a national, provincial or local organization or group whose own purpose allows for cooperation and exchange of information with Canadian Parents for French and which accepts a non-voting membership in CPF.

"Board" means the Board of Directors as constituted pursuant to the Act and these By-laws.

"Branch" means CPF Saskatchewan Incorporated.

"Chapter" means an organized group of CPF members residing in a community in Saskatchewan or affiliated with an educational jurisdiction governed by the Government of Saskatchewan and administered in accordance with these By-laws. There shall be at least ten (10) voting members in the locality before a Chapter may be recognized. Exceptions to this rule may be considered by the National Board of Directors, on the advice of the Branch Board, on a case-by-case basis.

"CPF" or "the Corporation" means CANADIAN PARENTS FOR FRENCH.

"CPF Saskatchewan" means CANADIAN PARENTS FOR FRENCH - SASKATCHEWAN INCORPORATED.

"Member" means any adult person who is interested in furthering the object of CPF and whose application for admission as a member has been processed in accordance with policies established by the National Board of Directors of CPF.

"Member household" means a domestic establishment occupied by at least one adult person who has purchased a membership in Canadian Parents for French in accordance with policies established for membership by the National Board of Directors.

"National Board" means the National Board of Directors.

"Notice in writing" includes notice attempted to be delivered by mail or electronically or by any method which results in a copy of the notice arriving at the last known address of the person for whom the notice is intended.

"Organization" means Canadian Parents for French when considered as a whole including the National Association, the Branches and the Chapters. The use of "Organization" in upper case letters should be distinguished from the generic term "organization" whose use in this document does not necessarily imply a particular legal or administrative entity.

- (b) In the By-laws, unless otherwise stated, the use of a masculine or feminine form is intended to denote both genders.
- (c) All terms which are used in the By-laws of CPF Saskatchewan which are defined in the Act shall have the meaning given to them in the Act unless otherwise specified.
- (d) Sections of the Act cited in square brackets in the form [Act, Section n] are for reference purposes only.

SECTION 2: HEAD OFFICE

2.01 Head Office

The Head Office of Canadian Parents for French - Saskatchewan Inc. hereafter called the "Office", shall be in the City of Saskatoon in the Province of Saskatchewan.

2.02 Corporate Seal

Canadian Parents for French – Saskatchewan Inc. shall have a seal in such a form as may be authorized by the Board of Directors. The corporate seal shall be safeguarded in the Branch Office in the custody of the Executive Director.

SECTION 3: MEMBERSHIP

3.00 Membership Fees

Membership fees and their distribution shall be established from time-to-time by the National Board of Directors of CPF.

All funds distributed to branches and chapters derived from those fees are to be used to further goals of the Organization.

3.01 Members

Any adult who is interested in furthering the object of CPF and whose application for admission as a Member has been processed in accordance with policies established by the National Board of Directors of CPF shall have the right to become a member.

3.02 Voting Members

A voting member:

- a) Is an adult who has paid the appropriate membership fee and whose application has been accepted under the voting member designation. A maximum of two adults of a member household shall be deemed voting members.
- b) Shall have the right to vote at all general meetings held at the Chapter and Branch level. Only Voting Members may be, or be nominated to be, Directors or Delegates.
- c) A member household may designate up to two voting members at the time of application. Changes to voting member designation may be made with the approval of the Branch Board of Directors.
- d) May be designated as a Distinguished Life Member in accordance with criteria outlined in the appropriate National Board Policy.

3.03 Distinguished Life Members

Distinguished life memberships may be awarded by the National Board of Directors to voting members who have provided outstanding leadership to CPF at the national level and/or significant national contributions to CPF in its mandate of improving French language learning opportunities for young Canadians. Distinguished life members have the rights of voting members. Membership fees are waived for Distinguished Life Members.

3.04 Associate Member Organizations

A national, provincial or local organization may, upon paying the appropriate fee and meeting the criteria established by the National Board of Directors, become an Associate Member Organization (AMO) in order for such organization to endorse the goals and activities of Canadian Parents for French. The AMO is entitled to newsletters and other designated reports or mailings sent to the organization headquarters. AMO status confers no right to vote.

3.05 Termination of Membership

A member shall be deemed to have been withdrawn from membership when the member dies.

A member shall be expelled for actions that are contrary to the goals or objectives of CPF upon a recorded two-thirds (2/3) vote of the National Board of Directors.

3.06 Resignation of Membership

A member may resign at any time by notifying the National Office of CP. The resignation will take place immediately upon receipt by the National Office.

A member shall be deemed to have resigned from membership 90 (ninety) days after the expiration of their membership.

3.07 Voting Restrictions on Members Receiving Remuneration

Voting Members who receive remuneration from CPF for other than reasonable out-of-pocket expenses shall not have the right to vote at any level of the Organization during their term of employment or during the period of any service contract they hold with CPF National, its Branches or chapters.

3.08 Record of Membership

A record of all members will be kept at the National Office of CPF and a record of all Branch members will be kept in the Branch Office. A list of each Chapter's members will be forwarded by the Branch to the appropriate Chapter officers at quarterly intervals and per request. Applications and fees received at any level of CPF shall be forwarded immediately to the appropriate level (as determined from time to time by the National Board of Directors).

3.09 Member Representation to the National Organization

Members' representation to the National Organization is ensured by attendance at the National Annual General Meeting by the Board of Directors of CPF. Representation is further ensured by the attendance of Branch Delegates who are chosen by the Branches in accordance with a formula set out in the National Board of Directors' governance policy. If a person is elected as a Director on the National Board, they must first resign as a member of a Branch or Chapter Board of Directors and may not hold a position on any other level while serving.

3.10 Member Representation to the Branch

Members' representation to the Branch is ensured by members' personal attendance at the Branch Annual General Meeting and Special General Meetings. Representation is further ensured by the attendance by Chapter Delegates whose attendance is sponsored by the Branch in accordance with a formula set out in the Branch's governance policy. If a Chapter Board member is elected as a director on the Branch Board he or she must resign from the former.

SECTION 4: BRANCH STRUCTURE

4.01 Jurisdiction

Canadian Parents for French – Saskatchewan Incorporated carries out its activities under the authority of, and subject to, its Articles of Incorporation, By-laws, governing policies, the Non-Profit Corporations' Act of the Province of Saskatchewan (as from time to time amended), and other pertinent federal, provincial, regional and municipal laws.

4.02 Governance Structure

The governance structure of the Branch consists of:

- a) Annual or Special General Meetings of the Branch;
- b) Branch Board of Directors;
- c) Chapter delegates to the Branch Annual General Meetings and Special General Meetings;
- d) Chapters for each local jurisdiction as defined by the Branch Board of Directors.

SECTION 5: BRANCH ANNUAL & SPECIAL GENERAL MEETINGS
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5.01 Annual Meeting

The Annual General Meeting shall be held at the Office or such other place in Saskatchewan, and on such days, as the Branch Board of Directors shall designate but must be within four months of the fiscal year end and within fifteen months of the last annual general meeting.

[Act Section 142 a).]

5.02 Special General Meeting

The Branch Board of Directors may call a Special General Meeting of the Branch Board of Directors and Voting Members at any time, and shall call a Special General Meeting upon the written request of five (5%) percent or more of the Voting Members provided that the purpose of the meeting is clearly stated. Special General Meetings shall be held at the Office, or such other place in Saskatchewan as the Branch Board shall designate. [Act Sections 131 and 133].

5.03 Mandatory Functions

The following functions shall be performed at the Annual General meeting:

- a) receive the reports of the Branch President and Branch Executive Director;
- b) elect the Branch President and Vice-President in the appropriate year;
- c) elect the remaining members of the Branch Board of Directors;
- d) appoint an auditor;
- e) receive financial statement(s) and auditor's report(s);
- f) ratify and/or make bylaws and amendments thereto as required;
- a) any other business that it considers appropriate and is brought before it by the Board of Directors or Voting Members.

5.04 Calling of Meetings

Notice of Annual or Special General Meetings of the Branch Board and Voting Members shall be conveyed to members by any of the following means, postal mail, e-mail, facsimile, or phone, such that it is received at least 21 days before the day of the meeting. Notice by regular mail will be considered to be received within five days of mailing. Notice of a meeting shall describe the nature of the business in sufficient detail to permit the Branch Board and Voting Members to form a reasoned judgement on it. Within 15 days of the Branch Annual General Meeting, members must be provided with a summary financial statement for the fiscal year just past and the report of the auditor. Complete copies of the Audited Financial Statements and Auditor's report shall be available for scrutiny by members at the Branch Office during regular business hours. [Act Sections 142 and 146]

5.05 Quorum and Voting

Each Voting Member has one vote to be exercised in person at the Branch Annual or Special General Meeting. A quorum shall be twenty (20) Voting Members amongst whom there must be representatives of at least half of all Chapters and at least half of the members of the Branch Board of Directors. Except as provided by these By-laws, questions shall be decided by a simple majority vote of those Voting Members present in person. The National Executive Director, although having no vote, is entitled to receive notice of, and to attend and to address any Branch Annual General Meeting, or any Special general Meetings of the

Branch.

5.06 Chairperson

The Branch President shall be chairperson of meetings of the Branch Directors and/or Voting Members and shall preside at all Branch Annual or Special General Meetings. In the absence of the President the Vice-President shall preside. In the absence of the Branch Vice President, the Directors and/or Voting Members present shall choose one of themselves as chairperson.

SECTION 6: BRANCH OFFICERS

6.01 Officers

The officers shall be the President and Vice-President, but the Branch Board of Directors or the Branch Annual General Meeting may establish other officers to carry out prescribed duties.

6.02 Election of Branch Board Officers

The officers shall be elected at the Branch Annual General Meeting, to hold office from the conclusion of the Branch Annual General Meeting at which they are elected or appointed until the conclusion of the Branch Annual General Meeting two years later. Vacancies occurring in these offices may be filled by the Branch Board of Directors. Branch officers who have served two consecutive terms in a position should not be nominated for re-election or re-appointment to the position unless the circumstances are exceptional.

6.03 Resignation of Branch Board Officers

A Branch Board officer may resign from office at any time by notice in writing delivered to the Branch President or Acting Branch President in care of the Branch Office. The resignation shall be effective on the date specified in the letter of resignation or, in the absence of such a date, on the date the resignation is accepted by the Branch Board of Directors. Any officer who ceases to be a voting member shall be deemed to have vacated the office of Branch Director.

6.04 Removal of Officers

The Board of Directors may remove the person from office at any time in the event of improper conduct or action which might bring CPF into disrepute or is inconsistent with the objects of Canadian Parents for French. The officer is entitled to a fair hearing before the Branch Board of Directors before the office is withdrawn.

SECTION 7: BRANCH STAFF OFFICERS

7.01 Branch Executive Director

The Branch Board of Directors shall appoint an Executive Director who is accountable to the Branch Board of Directors for the management of all activities of the Branch. The Executive Director is the chief executive officer of the Branch and has the authority and responsibility within the executive limitations policy established by the Branch Board of Directors to implement, at the Branch level, the operating philosophy and focus and ends policy statements established by the Branch Board of Directors. The Executive Director has the authority to organize and manage the activities of the Branch under the governing policies established by the Branch Board of Directors in order to deliver services in the most effective and efficient manner possible. The Executive Director, although not a Branch Director and having no vote, is entitled to receive notice of, and to attend and to address any meeting of the Board of Directors, Annual General Meetings, or any Special General Meetings of the Branch or Chapters.

SECTION 8: BRANCH BOARD OF DIRECTORS

8.01 Composition of Branch Board

The Board of Directors shall consist of not fewer than 5 voting members elected at the Annual General Meeting in the appropriate year from the following categories:

- a) The Branch President and Vice-President
- b) Three other members
- c) Such remaining members as are required and should not result in more than two persons from any Chapter.

Where possible the Directors should be members with legal, financial, management, leadership, or other desirable expertise such as CPF volunteer involvement.

8.02 Term of Office

The term of a Branch Director is two years. A Branch Director may be re-elected to additional terms to a maximum of six years.

The terms of office of the Branch President and Vice-President may exceed the normal maximum of six years, but under no circumstance will the total term of service on the Branch Board exceed ten consecutive years. A person who has served on the Branch Board of Directors for the maximum term possible, may be nominated and re-elected to any Branch Board of Directors' office after two years following the last term during which the person previously served as a Branch Director.

The term of a Branch Director shall be from the end of the AGM at which the Branch Director was elected to the end of the AGM at which the successor is elected.

8.03 Duties

All Directors sit on the Branch Board of Directors in a personal capacity. They are to uphold the mission; oversee the officers; set and monitor the policies, finances and internal controls. In exercising their powers and in discharging their duties, they shall act with diligence and skill, honestly and in good faith, with a view to the best interests of CPF as a whole. Their duty shall be to CPF as a whole; to directors, members, and staff; to clients, funders and creditors; and to the government and the public.

8.04 Role of Branch Board

The Branch Board of Directors carries out the object of the Branch in accordance with the mission of Canadian Parents for French, and serves as a link between the Branch and its members, and the public. More particularly, and without restricting its powers under the Saskatchewan Non-Profit Corporations' Act, the Branch Board of Directors:

- a) may establish governing policies that at the broadest levels, address:
 - i) Ends: including the operating philosophy and focus statements, as well as the ends policy statements for the Branch;
 - ii) Executive Limitations: which comprise constraints on executive authority establishing the prudent and ethical boundaries within which all executive activity and decisions must take place;
 - iii) Governance Process: which specifies how the Branch Board of Directors conceives, carries out and monitors its own role; and
 - iv) Board- Branch Executive Director Relationship: which denotes how power is delegated and its proper use monitored, and defines the Branch Executive Director's role, authority and accountability.
- b) shall monitor performance at all levels of the Branch to ensure compliance with governing policy;

- c) shall approve the financial statements of the Branch.

8.05 Delegation

The Branch Board of Directors may delegate power to any officer or committee except the power:

- a) to submit to the Annual or Special General Meetings any matter requiring their approval;
- b) to fill vacancies among Directors or in the office of auditor;
- c) to issue securities or debt obligations except as previously authorized by the Branch Board of Directors;
- d) to purchase, or redeem or otherwise acquire securities or debt obligations issued by the Branch; or
- e) to approve annual financial statements.
- f) to make, amend or repeal Bylaws.

8.06 Meetings

The Branch Board of Directors shall meet at least three times a year at the call of the Branch President, at a place in Saskatchewan determined by the Branch Board of Directors or the Branch President. One of these meetings is to be in conjunction with the Annual General Meeting. A meeting may be conducted by means of telephone or other communication facilities that permit all persons to hear each other with the consent of all directors, and a Director participating in a meeting by that means shall be deemed to be present at the meeting.

8.07 Notice of Meetings

Notice of a meeting of the Branch Board of Directors, shall be delivered at least 21 days before the day of the meeting. Notice of the meeting need not specify the business of the meeting except when it is intended:

- a) to submit to the Branch Board of Directors any question requiring their approval;
- b) to fill vacancies among the Branch Board of Directors or in the office of auditor;
- c) to issue securities or debt obligations except as previously authorized by the Branch Board of Directors;
- d) to purchase, or redeem or otherwise acquire securities or debt obligations issued by the Branch;
- e) to approve annual financial statements.

Notice of any meeting may be waived by a Branch Director and any irregularity in the notice or the calling of any meeting does not invalidate any of the proceedings at the meeting where there has been substantial compliance with the provisions of this section.

8.08 Quorum

A majority of Branch Directors currently serving constitutes a quorum. As long as a quorum exists, continuing Directors may act, despite any vacancy on the Branch Board of Directors.

8.09 Voting at Meetings

Each member of the Branch Board of Directors, including the chairperson, has one vote. Questions arising at any meeting of the Branch Board of Directors shall be decided by a simple majority of those Branch Directors present and voting. With the consent of the chairperson, a Branch Director may participate in and vote by means of a telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Branch Director participating in a meeting by that means shall be deemed to be present at the meeting.

8.10 Chairperson

The Branch President shall be the chairperson of the Branch Board of Directors and shall preside at all meetings of the Branch Board. In the absence of the President, the Vice-

President shall preside. In the absence of both the President and the Vice-President, the Branch Directors present at the meeting shall choose one of themselves as chairperson.

8.11 Cessation of Directorship

An individual shall cease to be a Branch Director:

- a) if the Branch Director resigns from office by delivering a written resignation to the Branch President or Acting President in care of the Branch Office;
- b) if the Branch Director is found by a court of competent jurisdiction to be mentally incapacitated;
- c) if the Branch Director becomes bankrupt;
- d) if at a Branch Special General Meeting or at a meeting of the Branch Board of Directors, a resolution is passed that the Branch Director, who is entitled to a fair hearing, be removed from office for improper conduct or actions which may bring CPF into disrepute or is inconsistent with the objects of Canadian Parents for French;
- e) on his death;
- f) if the Branch Director ceases to reside in or is not affiliated with Saskatchewan;
- g) if the Branch Director misses more than thirty-three percent (33%) of all meetings; or
- h) if the Branch Director vacates or is deemed to have vacated the office of Director, withdraws from, or has been withdrawn from, voting membership.

8.12 Filling of Vacancies

A majority of Branch Directors may fill a vacancy among the Branch Directors that occurs as a result of a cessation of Director as prescribed in Section 8.11.

SECTION 9: COMMITTEES OF THE BRANCH BOARD

9.01 Committees

The Branch Board of Directors may establish committees for purposes that are considered proper and fall within the Branch governance policy model. The Board shall define the duties and powers of any committee of the Board it establishes and may prescribe the procedures, rules and policies to be followed by it. The Executive Director shall be a member of any committee the Branch Board of Directors establishes but shall neither vote at its meetings nor act as chair.

9.02 Nominations

The Branch Board of Directors shall appoint a nominations committee to set appropriate guidelines for nomination for the positions of Directors and for the positions of President and Vice-President, to seek recommendations for nominees, and to nominate suitable candidates. The nominations committee shall circulate to members the list of nominees at least 21 days before the Annual General Meeting.

9.03 Bylaws and Policies

The Branch Board of Directors shall appoint a Bylaws and Policies committee to review the bylaws and policies of the Branch. The Bylaws and Policies committee shall table a statement at each Branch Annual General Meeting that the Bylaws have been reviewed.

9.04 Ad Hoc

The Branch Board of Directors may appoint ad hoc committees from time to time for specific purposes. These ad hoc committees shall automatically terminate after a year unless given a definite renewed mandate at the Branch Annual General Meeting. The terms of reference shall be clearly identified in the Branch Board of Directors' governance policy.

Chapters and Chapter Board(s) of Directors

Each jurisdiction in Saskatchewan may have a Chapter or be affiliated with a Chapter in

another jurisdiction. The standard for a Chapter shall be established by resolution of the National Board of Directors. A Chapter must have a minimum of ten (10) voting members. Each Chapter will be governed by a Chapter Board of Directors. The Branch is responsible for approving, monitoring and dissolving chapters. In the event of a dispute over the approval or dissolution of a Chapter, the final arbiter shall be the National Board of Directors. The Branch will establish and publish procedures for the approval, monitoring and dissolution of Chapters.

SECTION 10: ANNUAL & SPECIAL GENERAL MEETINGS OF THE CHAPTER

10.01 Annual Meeting

The Annual General Meeting of the Chapter shall be held annually at such place in the applicable jurisdiction, and on such days, as the Chapter Board of Directors shall designate.

10.02 Special General Meeting

The Board of Directors may call a Special General Meeting of the Board of Directors and Voting Members at any time, and shall call a Special General Meeting upon the written request of ten (10%) percent or more of the Voting Members or upon the written request of six (6) Voting Members, whichever is greater.

10.03 Mandatory Functions

The following functions shall be performed at the Chapter Annual General Meeting:

- a) receive the report of the President;
- b) elect the President and Vice-President;
- c) elect the remaining members of the Chapter Board of Directors;
- d) receive financial statement(s);
- e) any other business that it considers appropriate and is brought before it by the Chapter Board of Directors and Voting Members.

10.04 Calling of Meetings

Notice of Annual or Special General Meetings of the Chapter Board of Directors and Voting Members shall be conveyed by any of the following means, postal mail, e-mail, facsimile, or phone, such that it is received at least 21 days before the day of the meeting. Notice by regular mail will be considered to be received within five days of mailing. Notice of a meeting shall describe the nature of the business in sufficient detail to permit the Chapter Board of Directors and Voting Members to form a reasoned judgement on it.

10.05 Quorum and Voting

Each Chapter Director and Voting Member has one vote to be exercised in person at each Chapter Annual General Meeting or Special General Meeting. A quorum shall be ten (10%) percent of the Voting Members or twenty (20) Voting Members, whichever is less, but not fewer than six (6) Voting Members. Except as provided by this Bylaw or otherwise required by the relevant provincial legislation questions shall be decided by a simple majority of those Chapter Directors and Voting Members present in person. The Branch Executive Director, although having no vote, is entitled to receive notice of, and to attend and to address any meeting of the Chapter Boards of Directors, Chapter Annual General Meetings, or any Special General Meetings of the Chapter.

10.06 Chairperson

The Chapter President shall be chair of meetings of the Chapter Directors and/or Voting Members and shall preside at all Chapter Annual or Special General Meetings. In the absence of the President the Vice-President shall preside. In the absence of the Vice President, the Chapter Directors and/or Voting Members present shall choose one of themselves as chairperson.

SECTION 11: CHAPTER OFFICERS

11.01 Chapter Officers

The officers of the Chapter shall be the Chapter President and Vice-President, but the Chapter Board of Directors or the Chapter Annual General Meeting may establish other officers to carry out prescribed duties.

11.02 Election of Chapter Officers

The officers shall be elected at the Chapter Annual General Meeting, to hold office from the conclusion of the Chapter Annual General Meeting at which they are elected or appointed until the conclusion of the Chapter Annual General Meeting two years later. Vacancies occurring in these offices may be filled by the Chapter Board of Directors. Chapter Officers who have served two consecutive terms in a position should not be nominated for re-election or re-appointment to the position unless the circumstances are exceptional.

11.03 Resignation of Chapter Officers

An officer may resign from office at any time by notice in writing delivered to the President. The resignation shall be effective when accepted by the Chapter Board. Any officer who ceases to be a voting member shall be deemed to have vacated the office of Chapter Director.

11.04 Removal of Chapter Officers

The Chapter Board of Directors may remove the person from office at any time in the event of improper conduct or action which might bring the CPF into disrepute or is inconsistent with the objects of Canadian Parents for French. The officer is entitled to a fair hearing before the Chapter Board of Directors before office is withdrawn.

11.05 Chapter Contact Person

The Chapter Board of Directors shall identify a Chapter Contact Person who shall be the primary communication link between the Chapter and CPF National or the Branch.

SECTION 12:

12.01 Composition of Chapter Board

The Chapter Board of Directors shall consist of not fewer than 3 voting members elected at the Chapter Annual General Meeting from the following categories:

- a) The Chapter President and Vice-President to be elected from the voting members.
- b) One additional member to be elected from the voting members.

Where possible the Chapter Directors should be members with legal, financial, management, leadership, or other desirable expertise.

12.02 Term of Office

The term of a Chapter Director is (normally) two years. A Chapter Director may be re-elected to additional terms to a maximum of six years. The terms of the Chapter President and Vice-President may exceed the normal maximum of six years, but under no circumstances will the total term of service on the Chapter Board exceed ten consecutive years. A person may be nominated and re-elected to any Chapter Directors' office after two years following the last term during which the person previously served as a Chapter Director.

The term of a Chapter Director shall be from the end of the AGM at which the Chapter

Director was elected to the end of the AGM at which the successor is elected.

12.03 Duties

All Chapter Directors sit on the Chapter Board of Directors in a personal capacity. They are to uphold the mission, oversee the officers, set and monitor the policies, finances and internal controls. In exercising their powers and in discharging their duties, they shall act with diligence and skill, honestly and in good faith, with a view to the best interests of the Organization as a whole. Their duty shall be to the Organization as a whole; to directors, members, and staff; to clients, funders and creditors; and to the government and the public.

12.04 Role of Chapter Board

The Chapter Board of Directors carries out the objects of the Organization in accordance with the mission of Canadian Parents for French, and serves as a link between the Organization and its members, and the public. More particularly, and without restricting its powers under the Saskatchewan Non-Profit Corporations Act, the Board of Directors of the Chapter:

- a) may establish governing policies that at the broadest levels, address:
 - i) Executive Limitations: which comprise constraints on executive authority establishing the prudent and ethical boundaries within which all executive activity and decisions must take place;
 - ii) Governance Process: which specifies how the Chapter Board of Directors conceives, carries out and monitors its own role; and
- b) shall monitor performance at all levels of the Chapter to ensure compliance with governing policy;
- c) shall approve the financial statements of the Chapter.

12.05 Delegation

The Chapter Board of Directors may delegate power to any officer or committee except the power:

- a) to submit to the Chapter Annual or Special General Meetings any matter requiring their approval;
- b) to fill vacancies among Chapter Directors;
- c) to issue securities or debt obligations except as previously authorized by the Chapter Board of Directors;
- d) to purchase, or redeem or otherwise acquire securities or debt obligations issued by the Chapter; and
- f) approve annual financial statements.

12.06 Meetings

The Chapter Board of Directors shall meet at least three times a year at the call of the Chapter President, at a place in the applicable jurisdiction determined by the Chapter Board of Directors or the Chapter President. One of these meetings is to be in conjunction with the Chapter Annual General Meeting. A meeting may be conducted by means of telephone or other communication facilities that permit all persons to hear each other with the consent of all Chapter directors, and a Chapter Director participating in a meeting by that means shall be deemed to be present at the meeting.

12.07 Notice of Meetings

Notice of a meeting of the Chapter Board of Directors shall be conveyed or delivered at least 15 days before the day of the meeting. Notice of the meeting need not specify the business of the meeting except when it is intended:

- a) to submit to the combined Chapter Board of Directors and Voting Members any question requiring their approval;

- b) to fill vacancies among the Chapter Board of Directors or in the position of auditor(s) as required;
- c) to issue securities or debt obligations except as previously authorized by the Chapter Board of Directors;
- d) to purchase, or redeem or otherwise acquire securities or debt obligations issued by the Chapter;
- e) to approve annual financial statements.

Notice of any meeting may be waived by a Chapter Director and any irregularity in the notice or the calling of any meeting does not invalidate any of the proceedings at the meeting where there has been substantial compliance with the provisions of this section.

12.08 Quorum

A majority of Chapter Directors constitutes a quorum. As long as a quorum exists, continuing Chapter Directors may act, despite any vacancy on the Chapter Board of Directors.

12.09 Voting at Meetings

Each member of the Chapter Board of Directors, including the chairperson, has one vote. Questions arising at any meeting of the Chapter Board of Directors shall be decided by a simple majority of those Chapter Directors present and voting. With the consent of the chairperson, a Chapter Director may participate in and vote by means of a telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Chapter Director participating in a meeting by that means shall be deemed to be present at the meeting.

12.10 Chairperson

The Chapter President shall be the chairperson of the Chapter Board of Directors and shall preside at all meetings of the Chapter Board. In the absence of the Chapter President, the Vice-President shall preside. In the absence of both the Chapter President and the Vice-President, the Chapter Directors present at the meeting shall choose one of themselves as chairperson.

12.11 Cessation of Directorship

An individual shall cease to be a Chapter Director:

- a) if the Chapter Director resigns from office by delivering a written resignation to the President in care of the Chapter Contact Person;
- b) if the Chapter Director is found by a court of competent jurisdiction to be mentally incapacitated;
- c) if the Chapter Director becomes bankrupt;
- d) if at a Chapter Special General Meeting or at a meeting of the Chapter Board of Directors, a resolution is passed that the Chapter Director, who is entitled to a fair hearing, be removed from office for improper conduct or actions which may bring the Organization into disrepute or is inconsistent with the objects of Canadian Parents for French;
- e) on his death;
- f) if the Chapter Director no longer resides in or is affiliated with the jurisdiction represented; or
- g) if the Chapter Director vacates or is deemed to have vacated the office of Chapter Director, withdraws from, or has been withdrawn from, voting membership.

12.12 Filling of Vacancies

A majority of Chapter Directors may fill a vacancy among the Chapter Directors, except a vacancy resulting from an increase in the number or minimum number of Chapter Directors, or from a failure by the Chapter Annual General Meeting to elect the minimum three

Directors.

12.13 Chapter Members' Representation

Chapters will conduct meetings at a frequency that will satisfy their members. The members will be given every opportunity to be informed of the activities of CPF National, the Branch, or Chapter through which they enjoy the benefits of membership.

SECTION 13: COMMITTEES OF THE CHAPTER BOARD

13.01 Committees

The Chapter Board of Directors may establish committees for purposes that are considered proper and fall within the Chapter governance policy model. The Chapter Board shall define the duties and powers of any committee of the Board it establishes and may prescribe the procedures, rules and policies to be followed by it.

13.02 Nominations

The Chapter Board of Directors shall appoint a nominations committee to set appropriate guidelines for nomination for the positions of Chapter Directors and for the positions of President and Vice-President, to seek recommendations for nominees, and to nominate suitable candidates.

SECTION 14: PROPERTY

14.01 Control

All property of every nature and kind, both real and immovable, personal and movable, that is the custody of any committee, officer, employee or other person on behalf of the Branch shall be subject to the direction of the Branch Board of Directors. This includes, without limitation, cash, debentures, bonds, stocks or other securities and every estate or interest therein, donations, whether solicited or unsolicited and whether arising from fund-raising campaigns, legacies, bequests, and other testamentary gifts or otherwise. All legacies, bequests and other testamentary gifts, unless subject to a trust requiring them to be otherwise controlled, shall be at the appropriate office subject to the direction of the Branch Board of Directors. When any property is impressed with a trust that is not within the principles of CPF, acceptance of it may be refused. Any property acquired in the form of a gift, whether testamentary or otherwise, may be retained in the form in which it was when acquired for such length of time as the Branch Board determines, according to the Branch's current investment policy.

14.02 Acquisition and Improvement of Property and Capital Expenses

Within limits set by the Branch Board of Directors, real or immovable property may be purchased and expenditures for capital purposes may be made by the Branch Board, or by persons authorized by the Branch Board.

14.03 Sale of Property

Within limits set by the Branch Board of Directors, real or immovable property may be sold, mortgaged or otherwise encumbered by the Branch Board.

SECTION 15: FINANCIAL

15.01 Remuneration and Expenses

No remuneration shall be paid to any elected officer, or to any member or any volunteer, for services rendered to or on behalf of CPF Saskatchewan or its chapters. However, reasonable out-of-pocket expenses may be paid in accordance with CPF Saskatchewan policy to elected officers, members, and volunteers performing duties or attending meetings of CPF Saskatchewan as authorized by the Branch Board of Directors or its delegate. This provision shall not be construed to prevent paid employees and contract workers of CPF Saskatchewan from becoming members of Canadian Parents for French.

15.02 Annual Budget

The Branch Executive Director or Chapter Officers shall act within the executive limitations set by the appropriate Board of Directors in the preparation and implementation of an annual budget.

15.03 Annual Financial Statements

The Branch Executive Director shall present annually to the Branch Board of Directors annual audited statements, which shall include a balance sheet as at the end of the previous fiscal year, together with a statement of revenues and expenditures for the previous fiscal year.

15.04 Borrowing

The following functions may be performed at any Branch Annual General Meeting or Special General Meeting, or Branch Board of Directors meeting from time to time:

- a) borrow money upon the credit of the Branch;
- b) limit or increase the amount to be borrowed;
- c) secure any debenture, or other securities or any other present or future borrowing or liability of the Branch, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real or immovable, or personal or movable, property of the Branch and the undertaking and rights of the Branch.

Any two of the President, Vice President and the Executive Director or a person authorized by the Executive Director, have authority to sign in the name and on behalf of the Branch any documents necessary to carry out the terms of any exercise of these powers by the Branch Board of Directors.

15.05 Auditor

The auditor(s) shall be appointed at the appropriate Annual General Meeting of the Branch or Chapter as required by the Saskatchewan Non-Profit Corporations' Act, to hold office until the next Annual General Meeting, at a rate of remuneration that it or the appropriate Board of Directors may fix from time to time.

SECTION 16: EXECUTIVE AND CERTIFICATION OF INSTRUMENTS

16.01 Execution and Certification of Instruments

Any two of the Branch President, Branch Vice-President and the Branch Executive Director or a person authorized by the Branch Executive Director have authority to sign in the name of the Branch all instruments in writing. Any instruments signed accordingly shall be binding upon the Branch without further authorization or formality. Copies of the Branch By-laws, resolutions of any Branch Annual General Meeting or Special General Meeting or of the Branch Board of Directors, or any other documents issued by the Branch shall, when certified by any one of the above officers under the corporate seal of the Branch, be evidence of the validity of such documents. The term "instruments in writing" means all documents, deeds, mortgages, hypothecs, pledges, charges, liens, conveyances, transfers, and assignments of property (real or immovable, personal or movable), agreements, contracts, tenders, releases, receipts, and discharges for the payments of money or other

obligations, conveyances, transfers, and assignments of shares, stocks, bonds, debentures or other securities.

16.02 Delegation of Signing Authority

Despite any other provision of these By-laws, the Branch Board of Directors may from time to time authorize any person or persons to sign any instruments in writing on behalf of the Branch for general or specific purposes as determined by the Branch Board of Directors and may establish policies and executive limitations in respect of this delegation of authority.

SECTION 17: INDEMNIFICATION OF DIRECTORS AND OFFICIERS

17.01 Indemnification of Directors and Officers

Every Director, Delegate or Officer of the Branch, and his respective heirs and legal representatives, shall from time to time and at all times, both while a Director, Delegate, or Officer, and after ceasing to be a Director, Delegate, or Officer, be indemnified and saved harmless out of the funds of the Branch from and against all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the Director, Delegate, or Officer in respect of any action, suit or proceeding that is proposed, brought, commenced, or prosecuted against the Director, Delegate, or Officer for or in respect of any act, deed, matter, or thing whatsoever made, done, or committed or permitted by the Director, Delegate, or Officer in or about or in respect of the duties of the Director, Delegate, or Officer of the Branch, if:

- a) the Director, Delegate, or Officer acted honestly and in good faith in the matter with a view to the best interests of the Organization; and
- b) the costs, charges, damages, liabilities, fines, penalties, legal fees and expenses incurred by the Director, Delegate, or Officer were not occasioned by his own wilful neglect or default.

17.02 Board Liability Insurance

In order to ensure that Section 17.01 can be fulfilled according to the Saskatchewan Non-profit Corporations' Act, Officers of the Branch and any Chapter that should ever hire employees must ensure that they are covered by Board Liability Insurance that extends to the payment of employees salaries and the incursion of debt.

SECTION 18: DISPUTE RESOLUTION

18.01 Dispute Resolution

Any dispute arising between levels of the organization and any dispute concerning the dissolution of Branches or Chapters, that cannot be resolved through the use of appropriate dispute resolution methods and approaches, shall ultimately be referred to the Association Board of Directors.

SECTION 19: AMENDMENT AND EFFECT

19.01 Amendment

The By-laws of the Branch not embodied in the Articles of Incorporation may be repealed or amended by the Annual General Meeting or a Special General Meeting if made or approved by an affirmative vote of two thirds of the combined Board of Directors and Voting Members voting in person at an Annual General Meeting or Special General Meeting. However, where the repeal or amendment of the By-laws requires an amendment to the Articles of

Incorporation, that change shall not be enforced or acted upon until the approval of the Registrations' Office of the Corporations' Branch of the Saskatchewan Department of Justice has been received."

19.02 Effect

The By-laws of the Branch that were in force immediately prior to these By-laws coming into force are hereby repealed. No act, thing, document or deed voluntarily done, made or executed or resolution previously passed and not rescinded under any previous By-law shall be prejudiced or invalidated by the repeal of that By-law. These By-laws shall come into effect following approval at an Annual General Meeting. Upon coming into force, these By-laws shall be the consolidated general By-laws of the Branch. If any provision of these By-laws is inconsistent with any policy, rule or regulation of the Branch, the provision of these By-laws prevails. Headings are for ease of reference only.

19.03 Regulations

Upon the coming into effect of these By-laws all previous By-laws and rules and regulations cease to have effect.