

**Our Lady of Victory School
General By-Law (By-law 2008-1)**

Be it enacted as the general bylaw of Our Lady of Victory School, as follows:

1.0 Interpretation: In this bylaw:

- 1.1 Certificate of Incorporation and Articles of Incorporation** means the Certificate and Articles of Incorporation of this Corporation and any amendments thereto.
- 1.2 The Act or The Corporations Act** means the statute under which this Corporation has been incorporated or any act substituted therefore as amended from time to time, but references shall be to the Act and amendments thereto in force at each relevant time.
- 1.3 Directors** – the term shall be read to mean as well Trustee and where appears it may also read as Director.
- 1.4 Person** includes partnership, association and corporation, the singular, where appropriate, includes the plural and vice versa.
- 1.5 Member** includes active and associate members of the Corporation.
- 1.6 Corporation** means Our Lady of Victory School Inc.
- 1.7 Parish** means the parish of Our Lady of Victory Church.
- 1.8 Pastor** means the current pastor of the Parish.
- 1.9 AWCS** means Archdiocese of Winnipeg Catholic School Board.
- 1.10 Board** means the Board of Directors of the School.
- 1.11 By-law** means this by-law and all other by-laws of the School from time to time in force and effect.
- 1.12 Member and Board Member** means a member of the Board.
- 1.13 School** means the Corporation incorporated pursuant to the Act and named Our Lady of Victory School.

2.0 Membership: A Person who is not disqualified under this Bylaw, or by the Pastor, is a member of the Corporation if such individual is:

- 2.1** an individual member or spouse of such member of Our Lady of Victory Church, residing within the territorial boundaries of the said Parish as established by the Archdiocese, or
- 2.2** entered on the last revised list as a contributor to the support of the Parish, or
- 2.3** parents or legal guardians of students attending Our Lady of Victory School
- 2.4** such other Person named by the Pastor or Board (pursuant to Article 4.0).

3.0 The interest of a Member in the Corporation shall lapse or cease to exist upon such person's death.

4.0 The Board of Directors, by resolution, may admit Persons as Members to the Corporation. In the case where the Member is other than an individual, such Member shall be entitled to designate one person to represent them, but the Board, in its discretion, may refuse to recognize any such designate, or substituted designate, if it

does not approve of the person named. Designates may, from time to time, be changed by any Member who is not an individual.

5.0 A majority decision of the Directors present at any duly constituted Board meeting, may cancel the membership of any Member who the Board feels is not a desirable member, and the decision of the Board is final, provided, however, that not less than five days notice of such meeting has been given to the Member involved. The Member is entitled to be present at such meeting and to make representations to the Board. The vote on cancellation of membership shall be by secret ballot.

6.0 Directors

6.1 Number: the affairs of the Corporation shall be managed by a Board of not less than three (3) nor more than twenty (20) of whom nine (9) may be elected. The Pastor shall be a voting ex-officio member of the Board and he shall be entitled to appoint as Directors, if he deems it advisable, a further number of Directors who, together with him, would constitute a majority of the Board. Such appointments may be made at any time, at the Pastor's discretion.

6.2 Qualifications: To be qualified as a Director an individual shall be a Member in good standing of the Corporation, or appointed as a designate of any corporation that is a Member in good-standing.

6.3 Directorship: Elected, Appointed and Term:

6.3.1 Up to nine (9) Directors may be selected by election. The Pastor shall be voting ex-officio a member of the Board and the remaining potential ten (10) Directors may only be created by appointment of the Pastor. There will be three elected positions (3 Year term) are up for election each year. This gives the Board stability and opportunity for change. There is no limit on the number of terms a Director may serve.

6.3.2 Elected officers of the Board will not serve for more than six (6) consecutive years. To provide for continuity, the fund raising chairperson and the treasurer may have their terms extended for more than six (6) consecutive years, upon a unanimous vote by the Board.

6.3.3 If a Director misses 5 meetings, with or without regrets, in one school year, they shall be advised in writing that their position as a Board member has been terminated, and such position shall be terminated upon issuance of such written notice.

6.4 Elections: Election for Directors will be held annually at the **Annual General Meeting**. The method of election shall be as stated, from time to time, by resolution of the Directors to provide for the detailed procedures to be followed, all of which shall include the following:

6.4.1 every Member shall be entitled to cast a ballot;

6.4.2 election shall be by secret ballot;

6.4.3 the election process shall be fair, open and public; and

6.4.4 during any meeting held for the purpose of the election, all candidates shall be present to introduce themselves to the Members.

6.5 Vacancies: In the event of a vacancy occurring in the elected Directorship, the Pastor will have authority to appoint for vacancies.

6.6 Directors' Conflict of Interest: No Director shall be disqualified from his office by reason of the fact that such Director is interested in, or participating in, the profits of any contract or arrangement made, or proposed to be made, by the Corporation, whether as vendor, purchaser or by reason of being a member of any partnership, firm or company, or otherwise, nor shall any Director interested in such contract or arrangement be liable to the Corporation for profit realized by any such contact or arrangement by reason of his holding office as a Director, provided only that such Director complies with the Corporations Act, and makes the disclosure of the nature and extent required thereby and such Director shall be precluded or disqualified from voting in connection therewith and participating in any discussion thereof.

6.7 Remuneration of Directors: The Directors as such shall not be entitled to any remuneration, but they shall to entitled to be paid their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. Any Director who is a bonafide employee of the Corporation (whether full-time or part-time) may be paid remuneration with respect to services performed as an employee.

6.8 For Protection of Directors: the Directors and officers of the Corporation, for the time being, and every one of them, and every one of their heirs, executors and administrators, shall be indemnified and saved harmless out of the assets and profits of the Corporation from and against all action, costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors or administrators shall or may incur or sustain by, or by reason of any act done, concurred in, or omitted in or about the execution of their duty or supposed duty in their respective offices.

6.9 Indemnities to Directors and Others: The Board of the corporation is hereby authorized, from time to time, to cause the Corporation to give indemnities to any Directors or other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation and any action from time to time, taken by the Board under this paragraph, shall not require approval or confirmation by the Members.

6.10. No Directors' Liability: No Director shall be liable of the acts, receipts, neglects or defaults of any other Director, officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of, the Corporation, or

for insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any money, securities or effects are lodged or deposited, or for any other loss, damage or misfortune which happens in the execution of the duties of his/her respective office or trust or in relation thereto, unless the same happens by or through his/her own willful act or default.

7.0 Officers: The Board shall elect from the Board, a chairperson, a vice-chairperson, a secretary and a treasurer (or secretary-treasurer).

7.1 The Chairperson shall preside at all meetings. The Chairman shall be entitled to cast a vote on all matters but shall have no extra or additional vote to cast, even in the event of a tie vote, which would be deemed to be a defeated motion. The Chairperson shall be an ex-officio member of all committees of the Board. The chairperson, or the designate of the Board, shall represent the Corporation at all meetings of AWCS and the Pastoral Council of the Parish.

7.2 The Vice-Chairperson shall, when the chairperson is absent, preside at meetings and perform the duties of the chairperson in his/her absence. The Vice-Chairperson shall also perform such other duties as are prescribed from time to time by the Board.

7.3 The Pastor shall invoke divine guidance at all meetings of the Board and shall act as representative of the Archbishop in all matters according to Canon Law. He shall have discretionary authority in all these matters.

7.4 The Treasurer (or Secretary-Treasurer, if applicable) shall be the custodian of the funds and securities of the Corporation, except otherwise directed by the Board of Directors, and shall be responsible for all money and other properties of the Corporation under the Treasurer's charge; shall keep full and accurate records and accounts in books belonging to the Corporation of all receipts, disbursements, credits, assts, liabilities and general financial transactions of the Corporation; shall deposit all money and other valuable effects of the Corporation coming into the Treasurer's hands in such depositories as may be designated by the Board. The Treasurer's books and accounts shall be open at all times during business hours to the inspection of any director and/or auditor of the Corporation.

7.4.1 Subject to the Banking Resolution of the Board, the Treasurer shall disburse the funds of the Corporation as may be ordered by the specific or general instructions of the Board, taking proper vouchers for all disbursements; and

7.4.2 The Treasurer shall render to the Board, as called for, all such statements and accounts as may be required; shall prepare an annual report showing the financial condition of the Corporation for the

preceding fiscal year; made up to the date not more than four months before the annual meeting in each year, which report, when made, shall be presented to the next succeeding meeting of the Board and to any annual meeting of the Members, and shall make such report and do such other things incidental to the Treasurer's position as are prescribed by the Board.

8.0 Delegation of Duties: the Board may, by resolution, delegate the duties of such officer, in particular those of the Treasurer, to a member of the staff of the Corporation, or of the Parish, or a consultant thereto.

9.0 Committees: The Board may constitute such committees as it sees fit, composed of such persons as it sees fit and whether a member of the Board or not. The duties of such committees shall be those from time to time designated by the Board. In addition to any other committee constituted by the Board of Directors, passing a resolution during the annual meeting shall form any other committee. The Committees shall establish their terms of reference and mandates with the approval of the Board. Notwithstanding the foregoing, a Parent Advisory Committee shall be established as a standing committee.

10.0 Powers and Duties of the School Board

10.1 The powers and the duties of the School Board are as follows:

- 10.1.1** to ensure that the curriculum reflects the philosophy of Catholic education;
- 10.1.2** to administer all properties pertaining to the school;
- 10.1.3** to prepare an annual operating budget for the school which is to be prepared and presented to the Board by the April meeting of each school year, and approved prior to any annual general meeting of the Members.
- 10.1.4** to administer all funds over which the Board has jurisdiction in the approved budget;
- 10.1.5** to review ordinary operational expenditures at its regular meetings;
- 10.1.6** to ensure that the financial statements of the school are audited on an annual basis and that audit reports are submitted by September 30 of the school year in which the audit is made (i.e. September 30, 2009 for the year of July 1 2009 – June 30, 2010);
- 10.1.7** to set student fees, tuition fees, and /or other fees as may be required and to administer the collection and disbursement of these fees;
- 10.1.8** to advise the Pastoral Council of the Parish in matters pertaining to school property and capital costs, and to provide a representative or representatives of the School Board who shall attend all Pastoral Council of the Parish meetings;
- 10.1.9** to provide one School Board member, when required, who shall attend meetings of the AWCS and will report back to the Board;

- 10.1.10** to employ and to enter into contractual employment agreements, from time to time, such teachers, administrators, and other employees as may be considered necessary to secure the efficient operation of the School;
- 10.1.11** to determine and to set the salaries for teachers and other employees, using the current Board approved salary schedule in effect;
- 10.1.12** to promote the academic and religious development of teachers;
- 10.1.13** to terminate when necessity and cause dictate, the employment of teachers and other employees
- 10.1.14** to establish admission and dismissal policies;
- 10.1.15** to deal with administrative concerns and complaints after the proper procedures have been followed according to the Complaint policy.
- 10.1.16** to establish a Teacher Employment Policy;
- 10.1.17** to foster good relations between parents, teachers, support staff, board members, and students; and
- 10.1.18** may advise the principal to communicate with the Pastor in regards to pastorate duties.

11.0 Meetings of the Board:

- 11.1** Meetings of the Board may be held either at the head office or elsewhere in Manitoba as the Board from time to time determines.
- 11.2** A meeting of the Board may be convened by the Chairperson or by any two (2) Directors at any time upon due notice;
- 11.3** The Secretary, by direction of the Chairperson, or any two directors, shall give notice of a meeting of the Board;
 - 11.3.1** notice of meetings shall be delivered, mailed, e-mailed, or telephoned to each director at least two clear days before the meeting is to take place provided always that meetings of the Board may be held at any time without formal notice if all directors are present, or those absent have waived notice, or have signified their consent in writing, to the meeting being held in their absence; and
 - 11.3.2** no errors or omissions arising through inadvertence in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had, at such meeting.

12.0 Special Meetings:

- 12.1** Special meetings of Members may be convened at any time and place by order of Board or Pastor only.
- 12.2** Special meetings may also be convened at the request, in writing, of not less than twenty-five members.

13.0 General and Special Meetings of the Members (including any annual general meeting):

13.1 Notice shall be convened by publishing notice in the Parish bulletin and posting the notice in the Church and School; notice of such meeting shall be given at least 14 clear days before the meeting and in such notice shall specify the nature of the business to be transacted thereat.

13.2 At every general and special meeting of members, the Chairperson, if present, shall take the chair, or in the Chairperson's absence, by the Vice-Chairperson, or, if absent, the Directors present shall elect a chairperson.

13.3 Voting at Meetings:

13.3.1 the voting at general or special meetings shall be by show of hands and proxies shall not be allowed. A simple majority of those present passes the motion. In the case of equality of votes, the chairperson shall not have a casting vote.

13.3.2 At meetings of members, any member may move that any vote be by secret Ballot and, if seconded, this motion shall take precedence over all other questions and, if carried, all votes shall be determined by secret ballot.

13.4 Procedure of Meetings: Robert's Rules (see attached document) shall govern the order of all meetings of the Corporation subject to the provisions of the bylaws and resolutions of the Corporation.

14.0 Financial Authority and Responsibilities

14.1 Signing Authority: All contracts, agreements and other documents required to be executed under seal, shall be signed by the Chairperson and the Secretary (or Secretary-Treasurer, if applicable), provided that in lieu of the Chairperson, the Vice-Chairperson or the Treasurer (but not the Secretary-Treasurer) may sign.

14.2 Banking Authority: The Board is empowered to enact banking resolutions provided that such resolutions shall always provide that all cheques and other withdrawals require at least two (2) signatures, one of which must be the Pastor (or designate) and the other shall be a signing officer of the Corporation.

14.3 Auditors: The Board shall appoint a qualified auditor, or auditors, annually, at its first regular meeting, after the election.

14.4 Notices:

4.1 Signature to Notices: The signature to any notice to be given by the Corporation may be written, stamped, typewritten or printed, or partly written, stamped, typewritten or printed.

4.2 Computation of Time: Where a given number of days' notice, or notice extending over any period is required to be given, the days shall be computed as clear days.

14.5 Fiscal Year: The fiscal year of the Corporation shall end on the last day of June of each year.

- 14.6 Payment of Expenses:** The Board of Directors may authorize the payment of all expenses incurred in creating and registering the Corporation and all other expenses of, or incidental to, its formation and organization.
- 14.7 Head Office:** The Head Office of the Corporation shall be at the City of Winnipeg, in the Province of Manitoba, and at such place therein as the Board of Directors, from time to time, decides.
- 14.8 Seal:** The seal, an impression whereof is stamped on the following page, shall be the seal of the Corporation.
- 14.9 Amendments and Additions:** The Board shall also have the power, by a two-thirds majority vote, to amend this bylaw and pass further bylaws but such amendment or addition will not be permanent, unless the majority present approves it at the next annual or general meeting of the members.

Enacted the _____ day of _____, 2008

Witness the corporate seal of the Corporation.

Chairperson

Secretary

Ratified and approved at a special general meeting of the Members held on the
_____ day of _____, 2008.

Secretary

**Resolution of the Board of Directors
Of
Our Lady of Victory School**

(Our Lady of Victory School herein called the Corporation)

Whereas:

- a. Article 9 of General By-law No. 1 of the Corporation sets forth provisions dealing with the constitution, duties and conduct of committees:
- b. Article 9 of General By-law provides that the Board of Directors may constitute such further committees, and prescribe such further duties and such additional criteria governing the conduct of all committees, as it shall see fit.

NOW THEREFORE BE IT RESOLVED THAT the board of Directors do hereby constitute those committees named in Schedules A, B, C, D, & E attached hereto together with duties thereof, and the criteria governing the conduct thereof, as set forth in each schedule.

SCHEDULE A:	POLICY OR HUMAN RESOURCES COMMITTEE
SCHEDULE B:	FINANCE COMMITTEE
SCHEDULE C:	NOMINATING COMMITTEE
SCHEDULE D:	FUND RAISING COMMITTEE
SCHEDULE E:	PARENT ADVISORY COMMITTEE

SCHEDULE A
POLICY OR HUMAN RESOURCES COMMITTEE

- 1.0 The Human Resources or Policy Committee shall include the following persons:
 - 1.1 a member of the Board of Directors;
 - 1.2 such other persons as the Board of Directors and the Pastor may determine from time to time; and
 - 1.3 at least two (2) teachers from the School staff.

- 2.0 The Human resource or Policy committee shall have the following duties:
 - 2.1 to review the Corporation personnel policies;
 - 2.2 to ensure that the policies and procedures employed by the Corporation conform to existing legislation
 - 2.3 to conduct an annual review of review of the Corporation's personnel policies and present recommendations for realignment of all policies, behaviour, conduct and financial needs of the corporation.

- 3.0 A report of each Human Resource or Policy committee meeting shall be furnished to the succeeding meeting of the Board of Directors, which report shall include any changes in policies and membership of the committee.

- 4.0 All action by this committee shall be reported to the Board of Directors. Such action shall be subject to revision or alteration by the Board; provided that no act or rights of third parties be affected or invalidated by any such revision or alteration. In addition, the Board can change no policy unit it is taken back to the existing policy committee for review.

- 5.0 To provide all Committees of the Board of Directors with the necessary policies and information which may affect their responsibilities and duties.

SCHEDULE B
FINANCE COMMITTEE

- 1.0 The finance committee shall include those persons who occupy the following positions, namely:
 - 1.1 the treasurer
 - 1.2 at least two (2) other members of the Board of Directors; and
 - 1.3 those appointed by the Pastor, from time to time.

- 2.0 The Finance committee shall have the following duties:
 - 2.1 in conjunction with the Pastor and members of the Board, to develop the Corporation's operating budget;
 - 2.2 to review the Corporation's financial statement;
 - 2.3 to draft and review the audited financial statement prior to presentation to the Board;
 - 2.4 to be responsible to the Board for reporting all budgets, special program expenses, fund raising monies, all Corporation expenses, and all financial statements;
 - 2.5 to ensure that all monies and budget of the Corporation are well –audited by the assigned auditor; and
 - 2.6 to meet with the employees of Our Lady of Victory School at least one month prior to setting salaries in order to hear proposals re: salary increases, benefits, etc..

- 3.0 A report of each Finance Committee meeting shall be furnished to the succeeding meeting of the Board of Directors, which report shall include all funds and expenses by the Corporation.

- 4.0 The Finance Committee has the responsibilities that all financial books relating to the Corporation are balanced and audited.

- 5.0 In conjunction with the Human Resources or Policy Committee, the Finance Committee shall ensure that effective accounting and Financial reporting systems, which meet the internal and external reporting requirement of the Corporation, are in place.

- 6.0 To review monthly or quarterly expenses and funds of the Corporation, and to submit recommendations to the Board for adjustments.

SCHEDULE C
NOMINATING COMMITTEE

- 1.0 The Nominating Committee shall include the following persons, namely;
 - 1.1 a member of the Board of Directors;
 - 1.2 such other persons as the Board of Directors and the Pastor may determine, from time to time; and
 - 1.3 only those appointed by the Pastor and non-employees of the Corporation shall be members of this committee.

- 2.0 The Nominating Committee shall have the following duties;
 - 2.1 solicit nominees for the Board of Directors;
 - 2.2 make recommendations to the Board of Directors for the filling of vacancies;
 - 2.3 present slate of Directors eligible for election at the Annual General Meeting; and
 - 2.4 present to the members of the Corporation, the duties and policies of the Nominating Committee, during the annual meeting or election time.

- 3.0 The Nominating Committee Chairperson takes the position of the Board Chairperson or President of the Corporation during the election and conducts all business using Robert's Rules, according to the Corporation's Bylaws.

- 4.0 This committee is responsible for collecting all resolutions passed by the members and the Board of Directors during the annual meeting.

- 5.0 Before the annual meeting, the Nominating Committee shall pass a motion to the Board of Directors, the rules and procedures or agenda of the election of the Board.

- 6.0 The Board of Directors may, by ordinary resolution, at any given meeting where notice of such motion to remove is given, remove any member of the Board from office; at such meeting the Nominating Committee may elect a replacement to hold office during the unexpired term of the removed member of the Board.

SCHEDULE D
FUNDRAISING COMMITTEE

- 1.0 The Fund Raising Committee shall consist of the following members;
 - 1.1 a member of the Board of Directors; and
 - 1.2 such other persons as the Board of directors and the Pastor may determine from time to time.

- 2.0 The Fund Raising Committee shall have the following duties:
 - 2.1 carry out at least two (2) major fund raising events each school year;
 - 2.2 maintain a separate bank account and provide a financial report/statement at the annual General Meeting; and
 - 2.3 to keep accurate records of the fund raising activities and to provide reports to the Board of Directors as may be requested from time to time.

- 3.0 The profits raised through fund raising activities shall be put towards the students' needs: i.e. sports equipment, computers, field trips, teaching and learning aids, etc.

SCHEDULE E
PARENT ADVISORY COMMITTEE

- 1.0 Our Lady of Victory School will have an elected advisory board, as required by the Manitoba public Schools Act, that:
 - 1.1 includes at least three (3) persons who are parents or guardians of children enrolled in Our Lady of Victory School; and
 - 1.2 reports on the private school on a regular basis during the school year, and not less often than once in each school term, to the parents or guardians of students enrolled in the private school.

- 2.0 In addition to those terms mentioned above, the Parent Advisory Committee is expected to carry out the following duties:
 - 2.1 refreshments for the Meet the Teacher in September of each year;
 - 2.2 refreshments after the annual Christmas concert;
 - 2.3 year-end family picnic; and
 - 2.4 serve with Board members on the uniform committee (if one is in place)

- 3.0 The Parent Advisory Committee must be elected annually and successful candidates will serve a one-year term. Their mandate is to act as the liaison of parents to the Our Lady of Victory School Board. Parents' concerns must be presented in writing to the Parent Advisory Committee, which in turn will meet with the School Board.

- 4.0 The Parent Advisory Committee will attend the AGM and will submit a written report detailing their activities from their year in office.

RULES AND REGULATIONS COVERING PROCEDURE

The following rules shall take precedence, but where these rules may not cover a point debated, **Robert's Rules of Order** shall govern.

1. Motions must be properly moved and seconded before being discussed.
2. Only two (2) amendments will be permitted on any motion; an amendment to the original motion and one amendment to the amendment.
3. Board members, staff of Our Lady of Victory School and parents, may move or second a motion.
4. Speakers must identify themselves.
5. Visitors may speak but only after being granted permission by the chair.
6. Those granted the floor may speak only once to a motion, except the mover, who will be allowed to close the debate.
7. If the member wishes to address the floor, s/he may do so with the Chairperson's permission.
8. No member may speak more than three (3) minutes at a time without permission from the chair.