

BY-LAW NUMBER 1

A By-law relating generally to the transactions of the affairs of Ottawa Montessori School / École Montessori d'Ottawa.

DEFINITIONS

1. In this By-law, the following expressions shall have the following meanings:
 - (a) "Assistant School Director" means the person holding such position within the Corporation from time to time;
 - (b) "Board" means the Board of Directors for the time being of the Corporation;
 - (c) "Corporation" means Ottawa Montessori School / École Montessori d'Ottawa;
 - (d) "Director" means a member of the Board of Directors for the time being of the Corporation and includes, for greater certainty, persons who qualified for office because they are parents in good standing and External Directors;
 - (e) "External Director" has the meaning set out in Article 9;
 - (f) "full-time staff" means any person employed by the Corporation under contract and who is required to work a minimum of 21 hours per week in the school year;
 - (g) "Member" has the meaning set out in Article 5;
 - (h) "parent in good standing" means a parent or legal guardian of one (1) or more students of the Schools not in default of tuition fees;
 - (i) "Nominating Committee" has the meaning set out in Article 22;
 - (j) "Parent Association" has the meaning set out in Article 6;
 - (k) "Regular meeting" of the Corporation means either the Electoral Meeting or the Annual General Meeting as described in Article 31;
 - (l) "School Director" means the person holding such position within the Corporation from time to time;
 - (m) "Staff Participant" has the meaning set out in Article 10; and
 - (n) "Schools" means the schools operated from time to time by the Corporation,

and for the purposes of interpreting this By-law, the singular includes the plural and the plural the singular, and the masculine includes the feminine and the feminine the masculine.

CORPORATE SEAL

2. The seal of the Corporation shall be in the form imprinted in the margin of this page and shall have the words “Ottawa Montessori School / École Montessori d’Ottawa” imprinted thereon.

HEAD OFFICE

3. The Head Office of the Corporation shall be in the City of Ottawa in the Province of Ontario at the place therein where the affairs of the Corporation may from time to time be carried on.

MONTESSORI PRINCIPLES

4. The Corporation shall be dedicated to upholding, preserving, and furthering that system of education based firmly on the established principles of Dr. Maria Montessori and the internationally recognized Montessori philosophy of education.

MEMBERSHIP

5. The members of the Corporation (the “Members”) shall consist of those persons who are the Directors of the Corporation, together with the School Director, and the Staff Participant, from time to time. Upon election or appointment of a person as a Director, School Director, or Staff Participant, such person shall become a Member. Upon a person ceasing to hold the office of Director, School Director, or Staff Participant for any reason, such person shall also cease to be a Member. Each Member shall be entitled to receive notice of, to attend and to vote on each matter which properly comes before each meeting of the Members. Membership dues or fees, if any, shall be in such amount as may be determined by resolution of the Board from time to time.

PARENT ASSOCIATION

Parent Association Membership

6. All persons who are parents or legal guardians of a child registered in the Schools and who are not in default of tuition fees shall be eligible for membership in the parent association of the Corporation (the “Parent Association”). All persons eligible for membership in the Parent Association by virtue of this Article 6 shall become members of the Parent Association effective at the time prescribed by the Board.

Membership in the Parent Association shall be renewed within the time limits prescribed from time to time by the Board. Membership in the Parent Association shall be lost if the member of the Parent Association ceases to be a parent in good standing.

- (a) Membership in the Parent Association lost due to failure to pay tuition fees under this Article 6 may be regained if the applicant is still eligible in accordance with this Article 6 and pays the prescribed tuition fees.

Parent Association Mandate

- 7. In addition to the other rights and obligations of the Parent Association as may be determined by resolution of the Board from time to time, the Parent Association shall liaise with the Nominating Committee in the manner contemplated by this By-law and nominate parents in good standing for the position of Director on the Board from time to time, as required pursuant to this By-law.

Parent Association Meetings and Procedures

- 8. The Parent Association shall hold its meetings and follow such procedures with respect thereto as may be determined by resolution of the Board from time to time.

DIRECTORS

General

- 9. Effective as of the conclusion of the first Electoral Meeting held in 2007 following approval of this Article 9, the property and affairs of the Corporation shall be managed by a Board of Directors consisting of nine (9) persons. Five (5) of the Directors shall be parents in good standing. Four (4) of the Directors shall not be a parent or legal guardian of a current student of the Schools (the "External Directors"). Any person employed by the Corporation shall not be eligible to serve as a Director.

SCHOOL DIRECTOR AND STAFF PARTICIPANT

- 10. In order to facilitate continuous communication and interaction between the Board and the full-time staff at the Schools, one (1) member of the full-time staff, nominated and confirmed pursuant to this Article 10 and Articles 22-25 below (the "Staff Participant"), shall be entitled, together with the School Director, to receive notice of, to attend, and to be heard at all meetings of the Board other than those meetings, or portions thereof, where, in the determination of the Board, such attendance would not be appropriate. For greater certainty, the School Director and Staff Participant shall not have the right to vote at any Board meeting and shall not be considered to be Directors. The person holding the office of School Director shall have the rights provided for in this Article 10 for so

long as such person holds the position of School Director, subject to annual confirmation by the Members. The Staff Participant shall hold such position for a term of three (3) years or until a successor is nominated and confirmed and each such member of the full-time staff shall be eligible for further terms of office. The persons confirmed as School Director and nominated as Staff Participant in each report of the Nominating Committee shall assume their positions upon confirmation by the Members at each Electoral Meeting.

Election of Directors

11. At the first Electoral Meeting held in 2007 following approval of this Article 11, three (3) of the nine (9) Directors, as selected by the Members pursuant to the recommendation of the Nominating Committee, shall be elected by the Members for a term of three (3) years or until their successors are elected; three (3) of the nine (9) Directors, as selected by the Members pursuant to the recommendation of the Nominating Committee, shall be elected by the Members for a term of two (2) years or until their successors are elected; and three (3) of the nine (9) Directors, as selected by the Members pursuant to the recommendation of the Nominating Committee, shall be elected by the Members for a term of one (1) year or until their successors are elected. Thereafter, at each Electoral Meeting three (3) Directors shall be elected by the Members for a term of three (3) years or until their successors are elected to replace those Directors whose terms of office shall then have expired. All Directors shall be eligible for re-election provided that they remain qualified.

Power

12. The Directors may exercise all such powers of the Corporation as are not, by the *Corporations Act* (Ontario) or by this or any other By-law, required to be exercised by the Members at meetings of Members of the Corporation.

Vacancies

13. The office of a Director shall be automatically vacated:
 - (a) if the Director resigns from office by delivering a written resignation to the Secretary of the Corporation;
 - (b) if the Director is removed by a vote of three-quarters of the Members present at any meeting of the Corporation;
 - (c) if the Director becomes mentally or physically incapacitated so that the Director is no longer able to perform the duties of a Director;
 - (d) if the Director becomes bankrupt or suspends payment or compounds with the Director's creditors;
 - (e) if the Director becomes of unsound mind;

- (f) on death; or
- (g) in the case of a person who qualified for election as a Director because the person was a parent in good standing or an External Director, as the case may be, if such person ceases to be a parent in good standing or an External Director, as the case may be,

provided that, where any vacancy occurs, the Directors may, by majority vote, appoint a person to fill the vacancy for the remainder of the term of office of the Director who vacated office or until a successor is elected provided that where the vacancy being filled (i) relates to a directorship previously held by a parent in good standing, such vacancy shall be filled with a person who is a parent in good standing; or (ii) relates to a directorship previously held by an External Director, such vacancy shall be filled with an External Director.

Meetings and Notice

- 14. Meetings of the Board may be held at any time, at the place to be determined by the Directors provided that two (2) days notice of such meeting shall be sent in writing or electronically to each Director. A meeting of the Board may be called by the President, or, in the absence of the President, by any two (2) Directors. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing.
- 15. No error or omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and a Director may, at any time, waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had at that meeting.
- 16. If all Directors consent thereto in advance, generally or in respect of a particular meeting, and all Directors have equal access, a Director may participate in a meeting of the Board by means of such conference telephone or other electronic means as permit all persons participating in the meeting to communicate with one another, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.
- 17. A resolution or by-law in writing, signed by all of the Directors entitled to vote on that resolution or by-law at a meeting of the Directors, is as valid as if it had been passed at a meeting of the Directors.

Quorum

18. A quorum of the Board or of any Committee of the Board shall be a majority of its Members.

Remuneration and Expenses

19. Directors, as such, shall not receive any stated remuneration for their services, but reasonable expenses relating to the performance of their duties may be allowed. Directors may not receive any compensation from the Corporation even if engaged by the corporation in another capacity.

Retirement

20. A retiring Director shall remain in office until the end of the Electoral Meeting at which the Director's successor is elected.

Agents and Employees

21. The Board may appoint such agents and engage such employees as it deems necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board. The Board may appoint a School Director of the Schools operated by the Corporation who shall be responsible for the day-to-day management of the Schools as prescribed by the Board.

NOMINATING COMMITTEE

Composition

22. The Board shall, from time to time, establish a nominating committee consisting of one (1) or more members of the Parent Association, one (1) or more members of the full-time staff, one (1) or more Directors, and the Assistant School Director, as prescribed by the Board.

Mandate

23. The Nominating Committee shall present to the Members a list of candidates for Director and Staff Participant, and for that purpose, shall liaise with:
 - (a) the Parent Association which will nominate, as required, from time to time, a slate of nominees who are parents in good standing for the position of Director; and
 - (b) the full-time staff which will nominate, as required, from time to time, a nominee from the full-time staff to act as the Staff Participant.

Report

24. The Nominating Committee shall conduct its affairs so as to be in a position to report to the Members its recommendations, as prescribed by the Board, from time to time in a timely fashion which recommendations shall include the list of eligible nominees received from the Parent Association and full-time staff pursuant to Article 23, a list of eligible nominees who submitted an application for the position of External Director, together with any relevant information and recommendations that it wishes to provide. No additional nominees may be included in a Nominating Committee's report and each report of the Nominating Committee shall be considered to be final and, for greater certainty, no nominations from the floor at any meeting of Members will be permitted.
25. All nominations for the position of Director and Staff Participant shall be submitted by the Nominating Committee to the Secretary of the Corporation no later than fourteen (14) days before the Electoral Meeting of the Corporation and shall be:
 - (a) in writing;
 - (b) signed by the Chair of the Nominating Committee;
 - (c) indicate the consent of each nominee and an acknowledgement that, upon election, such person shall also become a Member; and
 - (d) include a brief curriculum vitae of each nominee.

OFFICERS

General

26. The Officers of the Corporation shall be a President, a Vice-President, Secretary and such other officers as the Corporation may determine (collectively, the "Officers"). The Officers shall be elected by the Directors from among the Board of Directors provided that at least one (1) of the offices of President and Vice-President shall be held by a parent in good standing. All officers shall be elected for a term of one (1) year or until their successors are elected.

Duties and Obligations

27. The President shall preside at all meetings of the Corporation and the Board and shall perform such other duties as may be determined by the Board from time to time.
28. The Vice-President shall, in the absence or disability of the President, or as requested by the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board from time to time.

29. The duties and obligations of the other Officers shall be those specified by the Board and generally those traditionally and normally associated with each office.

COMMITTEES

30. The Board may establish committees with defined mandates as it sees fit, and may appoint and/or remove members of such committees. Likewise, the Board may choose to dissolve committees.

CORPORATION MEETINGS

31. There shall be two regular meetings of Members of the Corporation, one meeting to be held no sooner than four (4) months before the end of the fiscal year to be called the Electoral Meeting, and the other, to be held no sooner than four (4) months before the end of the calendar year, to be called the Annual General Meeting.
32. The regular meetings of the Corporation shall be held at the office of the Corporation or elsewhere in Ontario, as the Board may designate.

Notice

33. Thirty (30) days prior written notice of each regular meeting of the Corporation shall be given to each Member. Such notice shall state the date, place, time, and business to be dealt with at the meeting.
34. Fourteen (14) days prior written notice of any special meeting of the Corporation shall be given to each Member. Such notice shall state the date, place, time, and purpose of the meeting.
35. A special meeting of the Corporation may be called:
 - (a) by the President; or
 - (b) at the written request of a majority of the Members at that time.

Quorum

36. At all meetings of Members of the Corporation, there shall be a quorum if a majority of the Members of the Corporation are actually present or represented by proxy at the meeting.

Proxy

37. A Member may appoint as a proxy any other Member to vote at any meeting of Members of the Corporation.
38. A proxy must be:
 - (a) in writing, specifying the date of the meeting for which it is intended;
 - (b) signed and dated by the Member granting the proxy; and
 - (c) received by the Secretary of the Corporation at least twenty-four (24) hours prior to that meeting of Members of the Corporation for which the proxy is intended.

By-laws

39. The By-laws of the Corporation may be repealed or amended by by-law. Such by-law must be enacted by a majority of the Directors by resolution and shall be sanctioned by an affirmative vote of at least three-quarters (3/4) of the Members present or represented by proxy at a meeting of the Corporation duly called for that purpose.

Elections

40. The Board shall appoint a Member of the Corporation to serve as the Chair of Elections for the purposes of the Electoral Meeting.
41. The election of the Directors and the confirmation of the School Director and Staff Participant shall be held at the Electoral Meeting as specified in this By-law.
42. Every person standing for election as a Director shall acknowledge and agree that, upon election, the Director shall become a Member of the Corporation and must be nominated in accordance with Articles 23-25.

Votes

43. At all meetings of Members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by this By-law or required by the *Corporations Act* (Ontario) and every Member shall have the right to exercise one (1) vote on each matter which properly comes before each meeting.
44. A resolution or by-law in writing, signed by all of the Members entitled to vote on that resolution or by-law at a meeting of the Members, is as valid as if it had been passed or approved, as the case may be, at a meeting of the Members.

AUDITORS

45. The Members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of auditor and determine the remuneration of the auditor.

Fiscal Year

46. The fiscal year of the Corporation shall end on June 30th of each year.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

47. Contracts, documents, by-laws, or any instruments in writing requiring the signature of the Corporation, shall be signed by at least one of the President, Vice-President or Secretary, together with one of the other Directors, and all contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have the power from time to time by resolution to appoint a person or persons on behalf of the Corporation either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents, and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any person or persons appointed by resolution of the Board.

REGULATIONS

48. The Board may prescribe such regulations not inconsistent with this By-law relating to the management and operation of the Corporation as they deem expedient, provided that such regulations shall have force and effect only until the next Annual General Meeting or a special meeting of the Corporation called for that purpose when they shall be confirmed, and in default of such confirmation, shall at and from that time cease to have force and effect.

The foregoing By-law is hereby passed by the Directors of the Corporation, pursuant to the *Corporations Act* (Ontario), as evidenced by their respective signatures hereto.

Dated this ____ day of _____, 2007