

CANADIAN PARENTS FOR FRENCH

Bylaw No. 1 - Amended – September 20, 2016

TABLE OF CONTENTS

The CPF National Bylaws, including areas of duplication, have been written to coincide with the corresponding numbered sections of the Canada Not-for-profit Corporations Act.

Where the bylaws are silent, Canadian Parents for French will comply with what is written under the Canada NFP Act. This table of contents provides the organizational framework of the CPF Bylaws in accordance with the NFP Act. The full NFP Act is available online at: <http://laws.justice.gc.ca/eng/acts/c-7.75/>

CANADA NOT-FOR-PROFIT CORPORATIONS ACT	CPF BYLAW No.1
PART 1 – Interpretation and Application 1 – Interpretation 2 – Definitions 3 – Application 4 – Purpose 5 – Designation of Minister	PART 1 – Interpretation and Application 1.1 Corporate Seal 2.1 Definitions 2.3 Property / Control 2.4 Holding Body Corporate 2.5 Subsidiary Corporate 2.5.1 Soliciting Corporation
PART 2 – Incorporation 6 – Incorporators 7 – Articles of Incorporation 8 – Delivery of Articles of Incorporation 9 – Certificate of Incorporation 10 – Effect of Certificate	PART 2 – Incorporation 7.1 Articles of Incorporation
PART 3 – Capacity and Powers 16 – Capacity of a Corporation 17 – Powers of a Corporation 18 – No Constructive Notices 19 – Authority of Directors, Officers, Agents and Mandatories	PART 3 – Capacity and Powers 16.1 Jurisdiction 19 Authority of Directors, Officers, Agents and Mandatories 19.1 Execution and Certification of Instruments
PART 4 – Registered Office and Records 20 – Registered Office 21 – Corporate Records 22 – Access to Corporate Records 23 – Requirement for Statutory Declaration Register of Members 24 – Examination of Director 25 – Application for Authorization, Corporation 26 – Form of Records 27 – Validity of Sealed Documents	PART 4 – Registered Office and Records 20.1 Registered Office

<p>PART 5 – Corporate Finance</p> <p>28 – Borrowing Powers 29 – Repayment 30 – Annual Contribution or Dues 31 – Ownership of Property 32 – Directors Not Trustees 33 – Investments by Corporation 34 – Distribution of Property, Accretions or Profits 35 – Surrendered Memberships 36 – Liability</p>	<p>PART 5 – Corporate Finance</p> <p>28.1 National Borrowing 30 Annual Contributions or Dues 31 Ownership of Property</p>
<p>PART 6 – Debt Obligations, Certificates, Registers & Transfers</p> <p>37 – Interpretation 38 – Debt Obligation Certificates 44 – Registers 55 – Proceedings 56 – Delivery 57 – General</p>	<p>PART 6 – Debt Obligations, Certificates, Registers & Transfers</p>
<p>PART 7 – Trust Indentures</p>	<p>PART 7 – Trust Indentures</p>
<p>PART 8 – Receivers, Receiver-Managers & Sequestrators</p>	<p>PART 8 – Receivers, Receiver-Managers & Sequestrators</p>
<p>PART 9 – Directors and Officers</p> <p>124 - Duty to Manage or Supervise Management 125 – Number of Directors 126 – Qualification of Directors 127 – Organization Meeting 128 – Notice of Directors 129 – Ceasing to Hold Office 130 – Removal of Directors 131 – Statement of Director 132 – Filling Vacancies 133 – Change in the Number of Directors 134 – Notice of Change of Director or Director’s Address 135 – Attendance at Meeting 136 – Meeting of Directors 137 – Decisions Made by Consensus 138 – Delegations 139 – Validity of Acts of Directors and Officers 140 – Validity of Signed Resolution 141 – Disclosure of Interest 142 – Officers 143 – Remuneration</p>	<p>PART 9 – Directors and Officers</p> <p>124 Duty to Manage or Supervise Management 124.1 Duties of National Directors 124.2 Role of the National Board 124.4 Committees of the National Board 124.4.1 Nominating Committee 124.4.2 Bylaws Committee 124.4.3 Ad Hoc Committees 124.4.4 Removal of Committee Members 125 Number of Directors 125.1 Composition of National Board 125.1.1 Branch Representation for National Board 126 Qualifications of Directors 126.1 Membership 128 Notice of Directors 128.2 National Term of Office 128.3 Election of National Board of Directors 129 Ceasing to Hold Office 129.1 Ceasing to Hold Office – Director 132.1 Filling Vacancies</p>

<p>144 – Indemnification 145 – Directors’ Liability 146 – Liability of Directors for Wages 147 – Dissent 148 – Duties of Directors and Officers 149 – Director – Reasonable Diligence 150 – Officer – Reasonable Diligence 151 – Indemnification</p>	<p>134.1 Notice of Change of Director or Director’s Address 136 Meeting of Directors 136.1 Meetings 136.1.2 Meeting of Leadership Team 136.2 Quorum 137.3 Voting at Meetings 141 Disclosure of Interest 141.1 Pecuniary Interest 142 Officers 142.1 Election of Officers 142.1.2 Ceasing to Hold Office – Officers 142.1.3 Removal of Officers 143.1 Remuneration 143.1.1 Expenses and Small Gifts 148 Duties of Directors and Officers 148.1 Responsibilities of Officers 151.6 Indemnification and Insurance</p>
<p>PART 10 – By-laws and Members</p> <p>152 – Bylaws 153 – Copies to Director 154 – Conditions of Membership 155 – Issuance of Memberships 156 – Termination of Membership 157 – Termination of Member’s Rights 158 – Power to Discipline a Member 159 – Place of Meetings 160 – Calling Annual Meetings 161 – Fixing Record Date 162 – Notice Provided For in Bylaws 163 – Right to Submit and Discuss 164 – Quorum Set in Bylaws 165 – Voting 166 – Resolution in Lieu of Meeting 167 – Requisition of Meeting 168 – Meeting Called by Court 169 – Court Review of Election 170 – Unanimous Member Agreement 171 – Absentee Voting</p>	<p>PART 10 – By-laws and Members</p> <p>152.2 Member Approval of Bylaws 154 Conditions of Membership 154.2 Classes of Membership 154.4 Voting Rights 154.4.1 Non-voting Members 154.6 Representative 155 Issuance of Memberships 156 Termination of Membership 158 Power to Discipline, Expel a Member 159.1 Place of Meetings 160 Calling Annual Meetings 160.3 Calling Special Meetings 162.1 Notice Provided For in Bylaws 162.9 Business 164.1 Quorum 165 Voting</p>
<p>PART 11 – Financial Disclosure</p> <p>172 – Annual Financial Statements 173 – Application for Exemption 174 – Consolidated Statements 175 – Copies to Members 176 – Copies to Director 177 – Copies to Director 178 – Approval of Financial Statements</p>	<p>PART 11 – Financial Disclosure</p> <p>172.1 Annual Financial Statements 172.2 Annual Branch Financial Statements</p>

<p>PART 12 – Public Accountant</p> <p>179 – Definition of Designated Corporation 180 – Qualification of Public Accountant 181 – Appointment of Public Accountant 182 – Dispensing With Public Accountant 183 – Ceasing to Hold Office 184 – Removal of Public Accountant 185 – Filling Vacancy 186 – Court-Appointed Public Accountant 187 – Right to Attend Meeting 188 – Review Engagement – Designated Corporations 189 – Audit Engagement – Other Corporations 190 – Deemed Revenues 191 – Report on Financial Statements 192 – Reliance on Other Public Accountant 193 – Right to Information 194 – Audit Committee 195 – Notice of Errors 196 – Qualified Privilege – Defamation</p>	<p>PART 12 – Public Accountant</p> <p>181 Appointment of Public Accountant 191 Report on Financial Statements</p>
<p>PART 13 – Fundamental Changes</p> <p>197 – Amendment of Articles or Bylaws 198 – Proposal to Amend 199 – Class Vote 200 – Delivery of Articles 201 – Certificate of Amendment 202 – Effect of Certificate 203 – Related Articles 204 – Amalgamation 205 – Amalgamation Agreement 206 – Member Approval</p>	<p>PART 13 – Fundamental Changes</p> <p>197.1 Amendment of Articles or Bylaws 198.2 Notice to Amend</p>
<p>PART 14 – Liquidation and Dissolution</p> <p>217 – Definition of Court 218 – Application of Part 219 – Revival 220 – Dissolution 221 – Proposing Liquidation and Dissolution 222 – Dissolution by Director 223 – Grounds for Dissolution 224 – Further Grounds 225 – Application for Dissolution 226 – Application to Court 227 – Powers of Court 228 – Effect of Order 229 – Cessation of Activities and Powers</p>	<p>PART 14 – Liquidation and Dissolution</p> <p>220 Dissolution 220.3 Dissolution Where Property is Disposed of 221 Proposing Liquidation and Dissolution of a Branch</p>

Part 15 - Investigation	Part 15 - Investigation
Part 16 - Remedies, Offences and Punishment 250 - Definitions 251.1 - Derivative Action 251.2 - Conditions Present 252 - Powers of the Court 253 - Application to Court 254 - Evidence	Part 16 - Remedies, Offences and Punishment 251.1 Derivative Action 251.2 Conditions Present: Dispute Resolution Mechanism
Part 17 - Documents in Electronic or Other Form	Part 17 - Documents in Electronic or Other Form
PART 18 - General 272 - Notice, Certificates & Other Documents 281 - Director 293 - Regulations	PART 18 - General
PART 19 - Special Act Bodies Corporate Without Share Capital	PART 19 - Special Act Bodies Corporate Without Share Capital
PART 20 - Transitional Provisions, Consequential Amendments, Coordinating Amendments, Repeals and Coming into Force 297 - Transitional Provisions 300 - Consequential Amendments	Part 20 - Transitional Provisions, Consequential Amendments, Coordinating Amendments, Repeals and Coming into Force

Part 1: Interpretation and Application

1. Interpretation

- a) In the Bylaws, unless otherwise stated, words in the singular include the plural and vice-versa, the use of a masculine or feminine form is intended to denote both genders.
- b) All terms which are used in the Bylaws which are defined in the Act shall have the meaning given to them in the Act unless otherwise specified.
- c) The Bylaws of the National Board herein referred to as the "Corporation" consist of the Articles of Continuance, the Certificate of Continuance, and the Bylaws.

1.1 Corporate Seal

The National Corporation shall have a corporate seal in such a form as authorized by the National Board of Directors and shall be safeguarded in the National Office. The secretary of the Corporation shall be the custodian of the corporate seal. A document signed on behalf of a corporation is not invalid merely because a corporate seal is not affixed to it.

2.1 Definitions

In these Bylaws, and in all other rules and regulations and policies, unless otherwise stated, the following terms shall have the meanings ascribed to them:

The following definitions apply in this Act.

“Act” means the Canada Not-For-Profit Corporations Act, S.C. 2009 c.23 as from time to time amended and any replacement statute subsequently enacted by whichever law is applicable to the Corporation at the time. The term “Act” shall also encompass any corporation’s regulations made pursuant to the Act.

“Adult” means a person eighteen (18) years of age or older.

“Affiliate Branch” means the status granted to a provincial or territorial group which has negotiated an agreement with an established Branch and has the approval of the National Board of Directors.

"Affiliate Chapter" means an organized group of no fewer than six (6) voting members created at the discretion of the Branch Board of Directors, residing in a jurisdiction as defined by the Bylaws of the Provincial or Territorial Branch in whose jurisdiction the Chapter is situated.

"Affiliate Member" is an individual who resides outside of Canada and has no voting rights.

"Associate Membership Organization (AMO)” means an organization or group whose membership allows a maximum of 15 individuals access to services and information from Canadian Parents for French. AMO’s do not have voting privileges.

“Branch” means a provincial or territorial body that is a part of the Corporation. There shall be at least two (2) Chapters and twenty-five (25) members in the province or territory before a Branch may be recognized.

"Branch Board" means the duly elected provincial or territorial Board of Directors as defined in the Branch Bylaws.

“Chapter” means an organized group of ten (10) members residing in a jurisdiction as defined by the Bylaws of the Provincial or Territorial Branch in whose jurisdiction the Chapter is situated. The Chapter is administered in accordance with the Branch bylaws.

"Chairperson" means the person chosen to chair the meeting. The National President shall be the chairperson of meetings of the Board of Directors and/or voting Delegates and shall preside at all regular meetings, Annual General Meetings or Special General Meetings. In the absence of the President, the Vice-President or designate shall preside. In the absence of the Vice-President, the Board of Directors and/or voting Delegates present shall choose one of themselves as chairperson.

"Council of Executive Directors" The Council of Executive Directors will be comprised of all duly hired Branch Executive Directors and the National Executive Director.

"Council of Presidents" The Council of Presidents will be comprised of all duly elected Branch Presidents and the National President. The Branch Vice Presidents and the National Vice President can be asked to serve as respective designates. Vice Presidents may be invited to attend specific meetings with their respective Presidents.

“Director” means a member of the Board.

“Ends” comprise the operating philosophy and focus statements in accordance with the mission, vision, values and ends policy statements for the Corporation.

“Executive Limitations” comprise constraints on executive authority establishing the prudent and ethical boundaries within which all executive activity and decisions shall take place.

“Ex officio” mean persons who are members of a committee by virtue of some other office or position that they hold.

“Governance Process” involves setting priorities and specific rules as to how the Board of Directors conceives, carries out and monitors its own role in managing programs.

“Governance Structure of the Corporation” consists of 3 corporate entities accountable to the wider membership: a) a National, b) a Branch, b) a Chapter structure. Each has defined responsibilities, rights and rewards, and must abide by rules, practices and procedures ensuring proper supervision, control, and information flow to serve as an integrated system.

“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.

“Member” means any adult who is interested in furthering the objects of Canadian Parents for French and whose application for admission as a member has been accepted. Members are assigned to the province/territory in which they reside.

“Member in Good Standing” means a member who has paid in full his membership dues for the relevant year.

“National Board” means the National Board of Directors of the Corporation as constituted pursuant to the Act and these Bylaws.

‘National Annual General Meeting’ otherwise referred to AGM is a mandatory, public yearly gathering of Canadian Parents for French’s Board of Directors, Voting Delegates and interested members and stakeholders.

“Notice in Writing” includes notice delivered by mail, electronically or by any method which results in a copy of the notice arriving at the last known mailing address or e-mail address of the person for whom the notice is intended.

“Officer” means the President, Vice-President, Secretary, Treasurer or any other individual occupying a position on the National Board with defined functions.

“Ordinary Resolution” means a resolution passed by a majority not less than 50% plus 1 of the votes cast for that resolution.

“Place of Residence” means the province or territory in which an individual files his tax return.

“Soliciting Corporation” means a corporation that has received more than \$10,000 in income from public sources in a single financial year and is subject to the rules established for number of directors, financial audit and the filing of financial statements with Corporations Canada. Public sources can include gifts, donations, grants from governments, etc.

“Special Resolution” means a resolution passed by a majority not less than two thirds (2/3) of the votes cast for that resolution.

“Voting Delegates” means the members of the National Board of Directors and Branch Presidents, or their designates, who make up the voting members at the National Annual General Meetings and Special General Meetings.

2.3 Property/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 Corporation shall be subject to the direction of the National Board of Directors. This includes, without limitation, cash, debentures, bonds, stock 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 National Office, subject to the direction of the Board of Directors. When any property is impressed with a trust that is not within the principles of this control, such property must be refused by the National Board of Directors. 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 National Board determines, according to Canadian Parents for French’s current investment policy.

2.4 Holding Body Corporate

The National corporation of Canadian Parents for French having the exclusive use of the name “Canadian Parents for French” may at the request of a provincial or territorial body grant the right to the use of the name

or any other name acceptable to the national organization. Unless permission has been granted by the National Board of Directors, the name Canadian Parents for French shall not be used by any other body.

2.5 Subsidiary Corporate

“Branches” refers to the provincial or territorial bodies having incorporated and been granted the exclusive use of the name Canadian Parents for French. These bodies shall pass Bylaws and policies which are consistent with and not conflict with those of the National corporation. Any conflict between the two shall be resolved in favour of the National Bylaws.

2.5.1 Soliciting Corporation

Canadian Parents for French is a soliciting corporation.

Part 2: Incorporation

7 Articles of Incorporation

7.1 Articles of Incorporation

- a) The Corporation was constituted under the name of “CANADIAN PARENTS FOR FRENCH” as a corporation without share capital under Part II of The Canada Corporations Act under Letters Patent issued under the seal of the Minister of Consumer and Corporate Affairs and dated the 18th day of May, 1977.
- b) The National office is located in Ottawa, Ontario, Canada.
- c) Canadian Parents for French has four categories of Membership: Individual (voting), Family (voting), Associate Member Organizations (non-voting) and Affiliate Members (individuals residing outside Canada, non voting).
- d) The National Board of Directors shall consist of 5 to 7 directors.
- e) As a registered charitable organization, Canadian Parents for French may engage in charitable activities but must limit its contributions to the development of public policy under current existing laws. It may not participate in any illegal activity or any partisan political activities. Canadian Parents for French may foster public awareness; it may make a representation, whether by invitation or not, to an elected representative or public official as long as it relates to an issue that is connected to the charity’s purpose. It may devote no more than 10% of its total resources a year to political activities in the current year.
- f) Canadian Parents for French furthers bilingualism by promoting and creating opportunities for youth to learn and use French.
- g) On the dissolution of Canadian Parents for French as a whole, the assets remaining after all dissolution costs and payments have been made shall be distributed to one or more charitable organizations whose purposes are compatible with those of Canadian Parents for French, as designated by the Voting Delegates (National Board of Directors and Branch Presidents) or their designates.

Part 3: Capacity and Powers

16 Capacity of Corporation

16.1 Jurisdiction

The Corporation carries out its activities under the authority of, and subject to, its Articles of Continuance, Certificate of Continuance, Bylaws, governing policies, the Canada Not-For Profit Corporation Act (as from time to time amended), its registration as a charity under the Income

Tax Act, all other pertinent federal, provincial, territorial, regional and municipal laws.

19 Authority of Directors, Officers, Agents and Mandatories

19.1 Execution and Certification of Instruments

The National Board of Directors has the authority to sign in the name of the Corporation all instruments in writing or may designate an individual to do so on its behalf. Any person authorized to sign any document may affix the corporate seal to the document.

Part 4: Registered Office and Records

20.1 Registered Office

The National Office of Canadian Parents for French shall be in the City of Ottawa, in the Province of Ontario.

Part 5: Corporate Finance

28 Borrowing Powers

28.1 National Borrowing

The National Board has the authority to borrow, issue, give guarantees, or mortgage only by ordinary resolution of the Members.

30 Annual Contributions or Dues

To remain a member in good standing, membership dues are to be paid annually, within thirty (30) days of expiry after which date, membership benefits may be denied. Payment is to be made upon the application or renewal date. Payments can be received by cheque, electronic means, direct deposit, debit and credit card. In specific instances, membership dues can be paid in cash, but is discouraged.

31 Ownership of Property

Subject to the provisions for borrowing in these Bylaws and within limits set by the National Board of Directors, real or immovable property may be purchased, sold, mortgaged or otherwise encumbered and expenditures for capital purposes may be made by the National Board or by persons authorized by the National Board to do so.

Part 6: Debt Obligations, Certificates, Registers & Transfers

Part 7: Trust Indentures

Part 8: Receivers, Receivers-Managers & Sequestrators

Part 9: Directors and Officers

124 Duty to manage or supervise management

124.1 Duties of National Directors

All National Directors sit on the Board in a personal capacity. They are responsible for the oversight of the Corporation by upholding the mission, vision, values and ends policy statements. Their duty shall be to the Corporation as a whole; to directors, members and staff; to clients, funders and creditors; and to the government and the public.

124.2 The Role of the National Board

The National Board may establish governing policies that, at the broadest levels, address: Ends, Executive Limitations, Governance Process, and the Board/National Executive Director Relationship which denotes how authority is delegated and its proper use monitored.

124.4 Committees of the National Board

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

124.4.1 Nominating Committee

The Nominating Committee is a standing committee of the National Board. The National Board shall appoint a Nomination Committee Chairperson at the first meeting of the Board after the Annual General Meeting. The committee shall solicit nominations to serve on the Board from the members of the Corporation and the community at large and follow nominating guidelines and processes as adopted by the National Board.

124.4.2. Bylaws Committee

The Bylaws Committee is a standing committee of the National Board. The National Board shall appoint a Bylaws Committee to conduct the annual review of the Bylaws and Policy documents. The Bylaws Committee shall table a statement at each National Annual General Meeting that the Bylaws have been reviewed.

124.4.3 Ad Hoc Committees

The National Board may appoint ad hoc committees for specific purposes. The Board shall clearly identify the terms of reference for any such committee, including the deadline for completion of its mandate.

124.4.4 Removal of Committee Members

The Board of Directors may by ordinary resolution remove any committee member.

125 Number of Directors

125.1 Composition of National Board

The National Board of Directors shall consist of no fewer than five (5) and no more than seven (7) members.

125.1.1 Branch Representation for National Board

A maximum of two (2) persons from any Branch jurisdiction may sit on the National Board at one time.

126 Qualifications of Directors

- a) A National Board Director may not serve on a Branch or Chapter Board at the same time. A member of a Branch or Chapter Board who is elected shall resign from the Branch or Chapter Board at the conclusion of the National AGM at which he is elected. A member of a Branch or Chapter Board who is appointed to the National Board shall resign from the Branch or Chapter Board prior to attending his first National Board meeting;
- b) An employee at any level may not stand for election to the National Board until twelve (12) months after the employment termination date.

126.1 Membership

A National Board Director is required to be a member in good standing of Canadian Parents for French.

128 Notice of Directors

128.2 National Term of Office

Directors shall be elected for a term of two (2) years from the end of the AGM at which the National Director is elected to the end of the AGM two (2) years later and for continuity purposes terms will be staggered. A person may be elected to the National Board for a maximum of eight (8) years in total.

128.3 Election of National Board of Directors

National Directors shall be elected using a secure and secret voting process by the voting delegates prior to the National Annual General Meeting from a list of eligible nominees provided by the Nominating Committee. The election must be ratified at the Annual General Meeting by ordinary resolution of the Voting Delegates.

129 Ceasing to Hold Office

129.1 Ceasing to Hold Office – Director

An individual shall cease to be a National Director when:

- a) The Director resigns from the National Board by delivering notice in writing to the National President or Vice-President, in care of the National Office, in which case the resignation be effective on the date specified in the letter of resignation or, in absence of such date, the date the resignation is accepted by the National Board.
- b) The Director is removed from office; or
- c) The Director vacates, or is deemed to have vacated, the position of National Director, when he withdraws from, or has been removed from membership;
- d) Or if the Director dies.

132.1 Filling Director Vacancies

If a vacancy occurs, the Voting Delegates may hold a vote electronically or at a Special General Meeting

or the Nominating Committee may recommend to the Board an individual to fill that vacancy by appointment with a new Director from the date of that vacancy until the next AGM.

134.1 Notice of Change of Director or Director's Address

A Director who changes jurisdiction must, within the prescribed period, send the Corporation a notice of any change in his or her address. This change of address may affect eligibility of the director to remain serving on the National Board of Directors after the end of the current year based on the province or territory in which they now reside.

136 Meeting of Directors

136.1 Meetings

The National Board of Directors shall meet in conjunction with the Annual General Meeting and at least twice outside of the Annual General Meeting.

136.1.2 Meetings of Network Leadership

The National Board of Directors, Council of Presidents, and Council of Executive Directors shall meet in conjunction with the Annual General Meeting and may meet outside of the Annual General Meeting.

136.2 Quorum

A majority of National Board Directors currently serving constitutes a quorum at a Board Meeting, whether meeting face-to-face or by electronic means. If a vacancy on the National Board arises, continuing directors may act, as long as a quorum exists at the meeting.

137.1 Decisions made by Consensus

Any decisions taken during a National Board of Directors meeting may be made by consensus except a decision taken by special resolution. If consensus cannot be reached, then the decision shall be made by ordinary resolution.

137.3 Voting at Meetings

An individual must be a Canadian Parents for French member in good standing to sit as a director or voting delegate at the national level. Each member of the National Board, including the chairperson, has one vote. Questions arising at any meeting and requiring a vote shall be decided by ordinary resolution of those National Directors present and voting.

141 Disclosure of Interest

141.1 Pecuniary Interest

National Board Directors shall avoid and shall disclose any circumstances in which their personal pecuniary interests conflict, or may be reasonably perceived to conflict, with the interests of the Corporation.

142 Officers

142.1 Election of National Board Officers

The National Board President and Vice President shall be elected, individually by secret ballot for a one year term, by ordinary resolution of the Voting Delegates at the National Annual General Meeting from the elected members of the National Board of Directors. All remaining officers shall be appointed

by the National Board for a one year term of office. A Director may serve as President for a maximum of four (4) years.

142.1.2 Ceasing to Hold Office – Officer

An individual shall cease to be an officer of the National Board when:

- a) The Officer resigns by delivering notice in writing to the National President or Vice-President, in care of the National Office, in which case the resignation shall be effective on the date specified in the notice of resignation. In absence of such date, on the date the resignation is accepted by the National Board;
- b) The Officer is removed from office;
- c) The Officer vacates, or is deemed to have vacated, the position of National Director, when he withdraws from, or has been removed from membership; or
- d) If the Officer dies;

An Officer who has been removed from office may also be removed as a Director.

142.1.3 Removal of Officers

The National Board President and Vice President shall be removed by the authority of Voting Delegates. All other officers may be removed by the authority of National Board for

- a) Violating any provision of the articles, by-laws or written policies of;
- b) Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- c) For any other reason that the Board and/or Voting Delegates, at their discretion, considers to be inconsistent with the objectives of the Corporation.

The Boards and/or Voting Delegate decision shall be final and binding on the Officer, without any further right of appeal. Once removed from office, the Officer may also vacate his position on the National Board.

143.1 Remuneration

No remuneration shall be paid to any elected or appointed director, or to any other person acting in a volunteer capacity for/at the National level, including on committees, for services rendered to or on behalf of the Corporation.

143.1.1 Expenses and Small Gifts

Reasonable out-of-pocket expenses may be paid in accordance with National policy to elected or appointed directors, members and volunteers performing duties or attending meetings as authorized by the Board of Directors or its delegate. This provision shall not prevent volunteers from receiving small, token gifts in recognition of service.

148 Duties of Directors and Officers

Every director and officer, in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. He shall comply with this Act and the regulations; the articles, the by-laws and any vote by ordinary or special resolution of the members.

148.1 Responsibilities of Officers

The National President shall, when present and able, convene and chair all meetings of the members. The National President may sit as an ex officio member of all committees of the Corporation and will be duly identified as such. The Vice-President shall perform such duties as assigned by the National

President or by the National Board of Directors. In the absence or disability of the National President, the Vice-President shall perform the duties and exercise the powers of the President for as long as required and/or until the following AGM. The Treasurer shall oversee the financial operation of the Corporation.

151.6 Indemnification and Insurance

For the protection of individuals serving in the positions of directors and officers, the Corporation will purchase and maintain an appropriate amount of directors and liability insurance. The insurance policy will be reviewed annually by the Board of Directors.

Part 10: Bylaws and Members

152.2 Member Approval of Bylaws

The Directors shall submit the by-law, amendment or repeal to the members at the next meeting of members, and the Voting Delegates may, by special resolution, confirm, reject or amend the by-law, amendment or repeal.

154 Conditions of Membership

These conditions of membership shall apply: membership is available only to an adult who has paid the appropriate membership fee and whose application has been accepted; and to individuals or organizations who have expressed an interest in and support of the mandate of the Corporation.

154.2 Classes of Membership

There shall be four (4) classes of members in the Corporation, namely, Individual, Family, Affiliate and Associate Member Organizations (AMO). Individual and Family are voting memberships. Affiliate is a non-voting membership, available to individuals who reside outside of Canada. Associate Organization is a non-voting membership, available to organizations. The term of membership shall be annual, subject to renewal in accordance with the policies of the Corporation.

154.4 Voting Rights

Individual and Family members are entitled to receive notice of and attend all meetings of members, and shall be entitled to one (1) vote at the relevant Branch meeting of members including the Branch Annual General Meeting. Voting members elect the Branch President who is then designated to serve as the Voting Delegate on behalf of that Branch. Affiliate Members and Associate Member Organizations do not have the right to vote.

154.4.1 Non-Voting Members

Members who receive remuneration from Canadian Parents for French, 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 Canadian Parents for French

154.6 Representative

Each Branch President is recognized as the authorized member to represent the members of their Branch at Branch and National meetings. Branch Presidents and the current serving members of the National Board of Directors are authorized to elect the new and/or incumbent Directors to the National Board based on recommendations made by the Nominating Committee.

155 Issuance of Memberships

A record of all members shall be kept at the National Office.

156 Termination of Membership

An individual shall cease to be a member when:

- a) A member resigns at any time by notifying the National Office in writing, effective immediately upon receipt by the National Office;
- b) A member does not renew membership within thirty (30) days of expiration;
- c) A member is expelled;
- d) A member dies.

158 Power to Discipline, Expel a Member

The National Board shall have the authority to discipline any member for violating any provision of the articles, by-laws, or written policies. The National Board must consult with the respective member and their Branch prior to terminating the membership. A written explanation of the reasons for the discipline or for the termination of membership will be provided to the member and their respective Branch 30 days prior to the termination taking effect. The disciplinary actions will be outlined, a window of 30 days will be provided to respond and appeal the decision. The membership is terminated after the thirty (30) day period.

159.1 Place of Meetings

The National Annual General Meeting of Canadian Parents for French shall be held annually in Canada on such days as the National Board of Directors shall designate.

160 Calling Annual Meetings

160.3 Calling Special Meetings

The National Board may call a Special General Meeting at any time, and shall call a Special General Meeting of the National Board and Branch Presidents that make up the Voting Delegates upon the written request of twenty-five percent (25%) percent or more of the Voting Delegates or upon the written request of fifty (50) or more members at large.

162.1 Notice Provided for in Bylaws

Notice of National Annual or Special General Meetings shall be conveyed by any of the following means: postal mail, e-mail, facsimile or phone, or other electronic means such that it is sent at least twenty-one (21) days before the day of the meeting. Notice by regular mail shall be considered to be received within ten (10) days of mailing. Notice of a meeting shall describe the nature of the business in sufficient detail to permit the National Board of Directors, Branch Delegates and members at large to form a reasoned judgment on it. Notice of such a meeting shall be sent to all members in good standing.

162.9 Business

The National Annual General Meeting and any Special General Meeting shall be conducted in accordance with these Bylaws, and where the Bylaws are silent, in accordance with current Roberts Rules of Order.

164.1 Quorum

Sixty percent (60%) of the Voting Delegates currently serving constitutes a quorum. Except as provided by these Bylaws or otherwise required by the Act, questions shall be decided by ordinary resolution of those Voting Delegates deemed present.

165 Voting

At a meeting of the members, Voting Delegates may vote for general resolutions by show of hands, except if a ballot is demanded by a member entitled to vote at the meeting. A voting delegate may demand a ballot either before or after any vote by show of hands. Voting for the positions of Directors and Officers is conducted by secret ballot.

Part 11: Financial Disclosure

172.1 Annual Financial Statements

The National Executive Director shall provide the National Board of Directors with annual audited financial statements, which shall include a balance sheet as at the end of the previous fiscal year, together with a statement of revenues and expenditures as at the end of the previous fiscal year. The National Board of Directors shall present the audited financial statements to the members at the Annual General meeting.

172.2 Annual Branch Financial Statements

Branches shall submit their financial statements as at the end of the previous fiscal year to the National Board of Directors as directed.

Part 12: Public Accountant

181 Appointment of Public Accountant

The auditor(s) shall be appointed at the Annual General Meeting for the purpose of preparing a report to members at the next Annual General Meeting and to serve in that position until the next Annual General Meeting. The remuneration of the public accountant shall be fixed the Board of Directors.

191 Report on Financial Statements

After conducting an audit, the public accountant shall report on the financial statements to be reported to the members, with the Corporation's financial year end determined by the Board of Directors, or otherwise identified as March 31st of each year.

Part 13: Fundamental Changes

197.1 Amendment of Articles or Bylaws

The Bylaws of the Corporation that were in force immediately prior to these Bylaws 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 Bylaw, shall be prejudiced or invalidated by the repeal of that Bylaw.

These Bylaws shall come into effect following approval by special resolution at a National Annual

General Meeting or Special General Meeting and upon coming into force these Bylaws shall be the consolidated general Bylaws of Canadian Parents for French. If any provision of these Bylaws is inconsistent with any policy, rule or regulation of Canadian Parents for French, the provision of these Bylaws prevails. Headings are for ease of reference to the Canada Not-for Profit Corporations Act only.

198.2 Notice to Amend

Notice of any motion to amend the Bylaws by the Bylaw Committee shall be forwarded to the National President who shall cause the notice to be circulated in writing to the membership not less than sixty (60) days prior to their consideration at the National Annual General Meeting or Special General Meeting.

Part 14: Liquidation and Dissolution

220 Dissolution

220.3 Dissolution Where Property Disposed Of

On the dissolution of Canadian Parents for French as a whole, the assets remaining after all dissolution costs and payments have been made shall be distributed to one or more charitable organizations whose purposes are compatible with those of, as designated by the National Board of Directors and Voting Delegates. Notwithstanding any provision in these Bylaws, this clause may not be amended by Special Resolution or otherwise.

Voting Delegates at a Special General Meeting called for the purpose of dissolving Canadian Parents for French may approve the dissolution, by special resolution of the votes cast. The Corporation ceases to exist on the date shown in the certificate of dissolution.

221 Proposing Liquidation and Dissolution of a Branch

As part of its oversight responsibilities, the National Board of Directors may commence a Branch dissolution process if a Branch does not fulfill its legal and financial obligations, as specified in the National Bylaws and contribution agreements with funders. On the dissolution of a Branch of Canadian Parents for French, the assets remaining, after all dissolution costs and payments have been made, unless otherwise specified, shall be distributed to the National Office. These funds may be held in trust for a period of one (1) year in the event that the Branch is reconstituted; and if so, be returned to the Branch to use for start up costs. If not, the amount may be distributed to the remaining Branches.

Part 15: Investigation

Part 16: Remedies, Offenses and Punishment

251.1 Derivative Action

A complainant may give notice to the directors while acting in good faith and as it appears in the best interest of the Corporation that the action be brought forward. In the event of a dispute in resolving the complaint, resolution methods should refer to the National Board Policy. Any dispute arising between levels of, including any dispute concerning the dissolution of Branches, that cannot be resolved through the use of appropriate dispute resolution methods, shall ultimately be referred for resolution to the dispute resolution mechanism.

251.2 Conditions Present: Dispute Resolution Mechanism

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration. In the event that a dispute or controversy is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator.
- b) The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- c) The number of mediators may be reduced from three to one or two upon agreement of the parties. Costs shall be shared by both parties and allocation determined by the chosen mediators.
- d) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above.
- e) The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal.

Part 17: Documents in Electronic or Other Form

Part 18: General

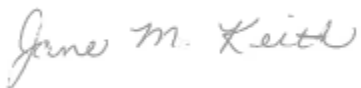
Part 19: Special Act Bodies Corporate Without Share Capital (Change of Name)

Part 20: Transitional Provisions, Consequential Amendments, Coordinating Amendments, Repeals and Coming into Force

ENACTED by the Board at a Special Meeting of the Board.

CONFIRMED by the Voting Delegates at a Special General Meeting on the 20th of September, 2016 and to be effective on this date that the Corporation continues under the Act.

WITNESS the seal of the Corporation.



Jane Keith, President, National
Canadian Parents for French

