As of July 1, 2025 AAESQ's new By-Laws will come into effect.

ASSOCIATION OF ADMINISTRATORS OF ENGLISH SCHOOLS OF QUEBEC

BY-LAWS

Amended as of January 29, 2025

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PREAMBLE

OUR HISTORY

During the 1997-1998 school year, representatives of the Quebec Association of School Administrators (QASA) and the Quebec Association of Catholic Administrators (QACSA), met on an on-going basis with the objective of forming a new association of educational administrators. This was done to coincide with the amalgamation of school boards from confessional to linguistic boards for July 1, 1998. The Association of Administrators of English Schools of Quebec (**AAESQ**) became a legal entity on August 11, 1998.

The QASA negotiating team was represented by Ron Silverstone (President), Ed Meehan (Executive Director), Gregor Campbell (who became the first President of **AAESQ**), David Hogg (who succeeded Gregor) and Howard Schwartz. The QACSA negotiating team was represented by Helen Vertolli (President), Larry de Gruchy (Executive Director), Shane Rathburn (the third President of **AAESQ**), Frank Dottin and Lloyd Rideough.

The Annual Spring Conference, which was a highlight of the QASA years, became a mainstay of the new Association. Each year different boards are asked to host the Conference, which requires a lot of time and effort by members of that particular board.

AAESQ is built on the strengths of the original associations, QASA and QACSA.**.** Preserving the best of the past while recognizing what still needs to be accomplished will shape the future path of **AAESQ. AAESQ** is confident that we have met the high standards set by those who have contributed to the proud history of QASA and QACSA.

OUR ROLE

AAESQ is a professional provincial organization representing 500 English school, center, and board level administrators across the Province of Quebec. The Association also represents 200 retired administrators.

AAESQ is committed to providing timely and accurate support to members in matters relating to working conditions, professional growth, and legal representation as it pertains to the public sector.

AAESQ represents the interests of the Association within and outside the education community and communicates relevant information to its members in a timely manner.

AAESQ aims to advocate for and encourage high-quality education by fostering excellence in leadership within the public education system.

AAESQ strives to encourage and facilitate the growth of leadership skills and values, ultimately contributing to the overall improvement of our public education system.

INTERPRETATION

1. In this By-Law, unless the content otherwise specifies or requires:

“LETTERS PATENT” means the Letters Patent and any supplementary letters patent of the Corporation ***(hereafter named* AAESQ*)***. The Letters Patent is the actual documentation confirming the joint agreement and the amalgamation of Q.A.S.A. and Q.A.C.S.A. as approved by the Inspector General of financial institutions of the Province of Quebec.

“BY-LAW” means any By-Law of **AAESQ** from time to time in force and effect.

“ADMINISTRATORS” means those employees of English language school boards and educational establishments of Quebec who work as senior staff of services, senior staff of centers, or senior staff of schools.

“IN-SCHOOL/CENTER ADMINISTRATORS” means those administrators employed by English language educational establishments who work in schools or centers as:

- Principals and/or Center Directors
- Vice-Principals and/or Assistant Center Directors

"LOCAL ASSOCIATION" means an association of members of the **AAESQ** which is territorially defined, and which is mandated by its members to negotiate working conditions with their employers on their behalf. For the purpose of this By-law the Local Associations are the following:

- Central Quebec Administrators Association (CQAA) from Central Quebec School Board
- Eastern Shores Administrators Association (ESAA) from Eastern Shores School Board
- Eastern Townships Administrators Association (ETAA) from Eastern Townships School Board
- New Frontiers Administrators Association (NFAA) from New Frontiers School Board
- Sir Wilfrid Laurier Administrators Association (SWLAA) from Sir Wilfrid Laurier School Board
- Educational Administrators Association of Western Quebec (EAAWQ) from Western Quebec School Board
- Association of Montreal School Administrators (AMSA) from English Montreal School Board
- Association of English Montreal Board Administrators (AEMBA) from English Montreal School Board
- Pearson Association of School and Center Administrators (PASCA) from Lester B. Pearson School Board
- Association of Pearson Board Administrators (APBA) from Lester B. Pearson School Board
- Riverside Administrators Association (RAA) from Riverside School Board
- Kativik Ilisarniliriniq Managers association (KIMA) from Kativik School Board
- Any other local association of administrators from English school boards that requested and was accepted as part of AAESQ

As more fully described in Schedule 1 annexed hereto.

"REGION" means a grouping of Local Associations on a regional basis, as defined from time to time by the Board of Directors.

"QACSA" means the corporation known as Quebec Association of Catholic School Administrators that was amalgamated with QASA by Letters Patent of amalgamation.

"QASA" means the corporation known as the Quebec Association of School Administrators that was amalgamated with QACSA by Letters Patent of Amalgamation.

2. In this By-law and in all other By-laws of **AAESQ** hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall all include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and **AAESQ.**

HEAD OFFICE

3. The head office of **AAESQ** shall be in the Metropolitan Region of Montreal, Province of Quebec.

MEMBERSHIP

4. Any Local Association can be admitted to **AAESQ** under the following conditions:
   a. Send to the permanent secretariat of **AAESQ** a request for admission, accompanied by a certified copy of the resolution adopted for this purpose, mentioning the head office, the names and addresses of the members of its board of directors, the date of foundation of the local association, as well as the limits of its territory.
   b. Adhere to the regulations of **AAESQ.**
   c. Be accepted by the Board of Directors of **AAESQ**.
   d. Pay **AAESQ** the affiliation fee of $1.00 for each member of the new association.

5. In all matters of internal management, each Local Association enjoys complete autonomy. However, the Local Associations are not legal entities and solely exist because they are members and part of **AAESQ.** Local Associations will cooperate with **AAESQ** in all matters relating to the association (**AAESQ).**

   To this end, the Local Associations will promote the integrity and reputation of **AAESQ** and undertake to inform it of any professional matters of collective interest.

6. Active membership in **AAESQ** shall be automatically conferred upon members of Local Associations admitted to **AAESQ**, where such associations exist. An administrator who is a member of the Local Association must be a member of **AAESQ.**

7. An administrator that is not a member of the Local Association cannot be a member of **AAESQ.**

8. The Local Association must request the membership of a person newly appointed as an administrator, within thirty (30) days following their appointment. To complete membership, the newly appointed administrator must fill out the **AAESQ** membership form (Google doc). A copy of this form must be sent to **AAESQ** within thirty (30) days after the new member joins.

9. Each Local Association (or the school board) must submit the following to **AAESQ** secretariat, before September 30th of each year:

a. An updated list of its members.
b. The name of the members of its board of directors.

10. **AAESQ** will meet with all the Presidents of Local Associations annually, at the beginning of each school year, to review their roles and responsibilities as presidents of their Local Association and **AAESQ**.

11. **AAESQ** may ask the Local Associations for a copy of the minutes from the local election involving the election of members for the Board of Directors of **AAESQ.**

12. Where no Local Association exists, or when an administrator is not a member of a Local Association, membership may be applied for on individual basis under the following conditions:
    a. Submit a request for admission to the **AAESQ** permanent secretariat accompanied by a copy of the administrator's engagement letter from an English school board of Quebec.
    b. Adhere to the regulations of **AAESQ.**
    c. Be accepted by the Board of Directors of **AAESQ**.
    d. Pay to **AAESQ** the affiliation fee of $1.00.
    e. Pay the annual member fees decided by the Board of Directors and the General Assembly directly to the permanent secretariat of **AAESQ** or through the employer's payroll system if possible.

13. There shall be three categories of members: **Active, Retired and Honorary**. Collectively named "members" in the present by-law, unless otherwise specified.

14. **Active members** shall be administrators of English-language school boards and/or of English-language educational establishments in Quebec who are officially members of **AAESQ**.

15. **Honorary members** shall be those whose membership has been conferred upon the recommendation of the Board of Directors. These members are not allowed to receive legal or defense services. Fees are waved for these members.

16. **Retired members** are former Active or Honorary members of **AAESQ**, or former active members of QASA or of QACSA, who have retired and were in good standing at the time of their retirement. These members are not allowed to receive legal or defense services. Fees for these members are adopted by the Board of Directors.

17. Any member, association or individual, may withdraw from **AAESQ** by delivering to **AAESQ** a written resignation and lodging a copy of the same with the Secretary of **AAESQ**.

    A notice of three (3) month's fees must be paid by the association or individual wishing to resign from **AAESQ**. This does not include administrators leaving the school board, obtaining a promotion that doesn't allow them to be a member of **AAESQ** or retirement.

18. Any member, association or individual, may be required to resign by a vote of three-quarters (3/4) of the members present at a special general meeting convened for that purpose, provided that any such member be granted an opportunity to be heard at such meeting.

    To this end, the Board of Directors recommends to the General Assembly the exclusion of an association or an individual who causes harm to **AAESQ**, who refuses to pay its fees or who

refuses to comply with its regulations. The Board of Directors informs the said association or said individual of this recommendation, by registered letter, at least thirty (30) days before the special meeting of the General Assembly.

FEES

19. Notwithstanding any special fees that may be voted upon, the regular fees for each category of member shall be established at the annual general meeting of **AAESQ**.

20. Following notification by **AAESQ** to the school boards such fees shall be collected through the payroll deduction system and shall be remitted directly to **AAESQ**.

21. Fees shall be collected individually from Individual members if not feasible with the employer's pay system and Retired members.

22. At least thirty (30) days prior to the annual general meeting, notice shall be given to the members of **AAESQ** of any proposed Fee change.

23. The paid fees are not refundable.

MEMBERSHIP MEETINGS

ANNUAL GENERAL ASSEMBLY

24. The General Assembly consists of the members of the Board of Directors and members. The General Assembly meets at least one (1) time per year. The General Assembly can be held in person or by electronic conference.

25. The General Assembly approves the orientations and objectives of the Board of **AAESQ** and can also approve policies, objectives or special programs for the defense and promotion of administrators as set forth by the Board of **AAESQ**.

26. Retired members are entitled to two (2) observers, without the right to vote at the General Assembly.

27. Honorary members are admitted as observers, without the right to vote, according to the terms and conditions previously determined by the members of the Board of Directors.

28. The quorum required for a meeting of the General Assembly is the number of active members, in good standing with **AAESQ**, present at the start of the Annual General Assembly, whether in person or online.

29. The Executive Committee of **AAESQ** shall determine the date and place within the Province of Quebec of the Annual General Assembly (AGA). The members may resolve that the Annual General Assembly of members be held outside Quebec.

30. The notice of the Annual General Assembly meeting shall be sent at least thirty (30) days prior to the date set for such meeting and must include an agenda for such meeting.

31. The General Assembly shall be held prior to the end of the school year at which time the following business of **AAESQ** will be conducted:
    a. The receipt and approval of the financial statement.
    b. The appointment by resolution of a public chartered accountant for the next school year.
    c. The presentation and adoption of a budget for the following school year.
    d. The approval of the modification of the fees for members of **AAESQ** for the next school year, if need be.
    e. The receipt of the President's report, the Executive Director's report and all other representative and committee reports.
    f. The receipt and adoption of the Board of Directors' resolutions for that school year.
    g. Adoption of changes to the By-laws and Letters Patent, as the case may be.

SPECIAL GENERAL ASSEMBLY

32. Special General Assembly of the members of **AAESQ** may be held at any time upon the call of the Board of Directors or the President or upon the written request of any twenty-five (25) Active members of **AAESQ**, addressed to the Board of Directors.

    In the case of a written request, the Special General Assembly must be convened within ten (10) working days of the reception of the request by the Board of Directors.

33. Written notice of the time and place of the Special General Assembly shall be sent to the members by the Executive Director at least five (5) working days in advance of the date set for the meeting. Notices of the Special General Assembly shall only state the business which is to be transacted thereat.

34. The quorum for the Special General Assembly shall be ten percent (10%) of the Active Members. Should there not be a quorum present, the Active members may adjourn such meeting to any future date not later than the ten (10) working days thereafter, provided a further notice of the time and place of such meeting shall be sent to the Active members by mail or email at least five (5) working days in advance of the date set for such meeting. No Special General Assembly can be held between July 1st and August 15 of each year.

35. The Special General Assembly can be held in person or by electronic conference.

VOTING

36. Only Active members shall have voting privileges at the Special General Assembly or the Annual General Assembly. Active members hold one (1) vote.

37. Every motion shall be determined by a majority of votes of the Active members present in person or online**,** unless otherwise specifically provided by statute or by this By-law. In the event of any equality of votes, the chairperson presiding at any General Assembly shall have the casting vote in addition to their original vote.

BOARD OF DIRECTORS

38. The affairs of **AAESQ** shall be administered by the Board of Directors. The President of the Board of Directors shall have the casting vote in the event of any equality of votes. The Board of Directors has the following roles upon recommendation of the Executive:
    a. Sees to the execution of decisions and ensures the implementation of the resolutions of the General Assembly.
    b. Sees to the administration of **AAESQ** and exercises, in its name, all the powers granted by law which are not specially attributed to other organizations by these regulations.
    c. Hires **AAESQ** management employees, sets their salaries and dismisses them, if necessary.
    d. Decides to initiate legal proceedings and respond to those that could be instituted against **AAESQ**.
    e. May form "ad hoc" committees whose mandates it sets and may appoint the members of those committees and will hold their offices at the will of the Board of Directors.
    f. Approves policies governing participation and delegation fees.
    g. Monitors the financial operations of **AAESQ** and approves the financial report of the accounting auditor.
    h. Adopts the budget.
    i. Ensures that financial operations are consistent with the approved budget and protocol policies in force.
    j. Recommends budget projections to the General Assembly.
    k. Convenes the General Assembly.
    l. May submit draft regulations or modifications to the regulations to the General Assembly.
    m. Adopts an action plan consistent with the guidelines adopted by the General Assembly.
    n. Makes the appointments it deems appropriate regarding delegation.
    o. Adopts the internal management rules of the Board of Directors.

39. The Board of Directors shall be composed of twenty-two (22) to twenty-seven (27) members. As much as possible the Board of Directors should be composed of the following members:
    a. The President from each Local Association having at least nine (9) active members, selected and recommended by the Local Association to the Board of Directors of **AAESQ**. The President of each Local Association must submit the name of their representative(s) to the Executive Director of **AAESQ** by the end of September of each year.
    b. For the balance of the members that are not the President of a Local Association as mentioned in a) they are recommended by their Local Association in the following numbers:

NUMBER OF MEMBERS OF A LOCAL ASSOCIATION	**NUMBER OF REPRESENTATIVE (S) AT THE BOARD OF DIRECTORS**
Less than 20 members	1 representative
20 to 80 members	2 representatives
81 and more members	3 representatives

    c. Only members in good standing with **AAESQ** may hold the positions of members of the Board.
    d. The Executive Director of **AAESQ** is an ex officio member of the Board, without the right to vote and is invited to all the meetings.
    e. Members of the Board shall be appointed for a term of two (2) years, from July 1 to June 30, by each Local Association or by an election at the Local Association.

f. Every member of the Board shall be eighteen (18) or more years of age, with power under law to contract.

40. At the first meeting of the Board of Directors at the beginning of the new school year, the members of the Board appoint the officers of the Executive committee of **AAESQ.** Any meeting of the Executive before that first meeting of the Board of Directors will be held with the officers in place until the new officers are named by the Board of Directors.

41. At the beginning of each school year a meeting will be held with all the Presidents of the local associations, the members of the Executive and the Executive Director of **AAESQ.**

42. The members of the Board shall serve as such without remuneration and members of the Board shall not receive directly or indirectly any profit from their position. Members of the Board may be paid reasonable expenses incurred in the performance of their duties.

43. The position of a Member of the Board shall be automatically vacated:
    a. if a member of the Board resigns his office by delivering a written resignation to the Secretary of **AAESQ.**
    b. if a member is found by a court to be incapacitated or is dead.
    c. if a member is not a member of **AAESQ** anymore.
    d. if a member is not recommended by his Local Association to be a member of the Board as a representative of the Local Association anymore.
    e. if, at a Special General Assembly meeting of members, a resolution is passed by two-thirds (2/3) of the members present at the meeting, that the Board Member be removed from office.

44. Should a vacancy occur for any reason contained in the above paragraph, the vacancy may be filled by a decision and resolution of the Board of Directors until the next Annual General Assembly is held following the recommendation of the Local Association involved with the vacancy.

MEETING OF THE BOARD OF DIRECTORS

45. There shall be at least three (3) meetings per school year of the Board of Directors.

46. Meetings of the Board of Directors shall be held in the Province of Quebec. The Executive Committee of **AAESQ** determines the place, date and time of the meetings of the Board of Directors.

47. Written notice of the time and place of all meetings of the Board of Directors shall be sent by the Executive Director of **AAESQ** to the Members of the Board at least seven days (7) in advance of the date set for the meeting.

48. The quorum for all meetings of the Board of Directors shall be a majority thereof. Should there not be a quorum, the President of the Board may adjourn such meeting to any future date not later than the seventh (7^{th}) day thereafter. Such meeting shall be validly held on such day regardless of the number of Members of the Board present, provided a further notice of the time and place of such meeting shall be sent to the Members of the Board at least four (4) days in advance of the date set for such meeting.

49. Each Member of the Board is authorized to exercise one (1) vote. In the event of any equality of votes, the President of the Board presiding at any meeting of the Board of Directors shall have the casting vote in addition to the President's original vote.

50. Meetings of the Board of Directors or of a committee of the Board can be held in person or by means of telephone conference, electronic conference or other communications facilities as to permit all persons participating in the meeting to hear each other, whenever possible, and Members of the Board participating in such meeting by such means are deemed to be present at the meeting.

POWERS OF THE MEMBERS OF THE BOARD OF DIRECTORS

51. The Members of the Board are the Directors of **AAESQ.** The Directors may administer, upon recommendation of the Executive, the affairs of **AAESQ** in all things and make or cause to be made for **AAESQ**, in its name, any kind of contract which **AAESQ** may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as **AAESQ** is by its Letters Patent or otherwise authorized to exercise and do.

52. The Board of Directors of **AAESQ** may from time to time:
    a. borrow money on the credit of **AAESQ**.
    b. charge, mortgage, pledge or hypothecate all or any currently owned or subsequently acquired movable or immovable property of the **AAESQ** to secure any debt obligations or any money borrowed or other debt or liability of **AAESQ**.
    c. delegate the powers conferred upon the Board of Directors under this section to such member or members of the Executive and to such extent and in such manner as the Directors shall determine.
    d. may appoint the Executive Director by resolution.
    e. appoint **AAESQ** spokespersons to the different professional tables.
    f. make the appointments it deems appropriate regarding delegation.

THE EXECUTIVE

53. The day-to-day affairs of **AAESQ** shall be managed by an Executive comprised of eleven (11) active members in good standing, that are Members of the Board and who shall have the authority and the responsibility to administer the affairs of **AAESQ** in accordance with the By-laws and policies adopted by the Board of Directors. The members of the Executive have to be responsible of at least one committee.

54. The Executive shall be composed of the following officers:

TITLE OF OFFICER	PARTICIPANTS
PRESIDENT	1
PAST or PRESIDENT ELECT	1
SECRETARY	1
TREASURER	1
VICE-PRESIDENTS	1 REPRESENTING THE YOUTH SECTOR 1 REPRESENTING THE ADULT AND VOCATIONAL SECTOR 1 REPRESENTING THE MEMBERS WORKING AT A SCHOOL BOARD

MEMBER AT LARGE	2 REPRESENTING THE REGION OF MONTREAL
MEMBER AT LARGE	2 REPRESENTING A REGION OUTSIDE OF THE REGION OF MONTREAL

55. The Executive Director of **AAESQ** is also a member of the Executive, ex officio, without the right to vote.

56. Each member of the Executive will be named to at least one (1) committee.

TERM OF OFFICE OF THE MEMBERS OF THE EXECUTIVE

57. The term of office for the President includes one (1) year as President- Elect, two (2) years as President and one (1) year as Past President.

58. Half of the positions on the Executive (other than the President Elect, President and Past President) will be elected each year for a term of two (2) years.

ELECTION OF THE MEMBERS OF THE EXECUTIVE

59. Each year, the newly elected Board of Directors shall appoint the officers:

    a. In years that end in an even number, the Board of Directors will name:
        - The President-Elect for a term of one (1) year
        - One (1) Vice-President representing the youth sector for a term of two (2) years
        - One (1) Vice-President representing the members working at the school board for a term of two (2) years
        - The Secretary for a term of two (2) years
        - One (1) Member representing the Montreal region for a term of two (2) years

    b. In years that end in an odd number, the Board of Directors will name:
        - One (1) Vice-President representing the adult and vocational sector for a term of two (2) years
        - The Treasurer for a term of two (2) years
        - One (1) Member representing a region outside the Montreal region for a term of two (2) years

    c. The President-Elect following his term of one (1) year becomes automatically President of **AAESQ** and the President of **AAESQ** he's replacing, automatically becomes Past President.

60. If an election is required, the following procedures shall apply:
    a. Each candidate shall have the opportunity to address the Board members.
    b. The Executive Director of **AAESQ** shall preside over the election and ensure the impartial counting of ballots.
    c. All voting shall be by secret ballot.
    d. The Executive Director of **AAESQ** shall ensure that all ballots are destroyed once the election has been declared official.

61. Vacancies in the Executive occurring before the term of office has expired shall be filled by appointment by the Board of Directors from among the active members of the Board in good standing and for the remainder of the term of the officer that resigned.

62. Members of the Executive shall be subject to removal by resolution of the Board of Directors, followed by ratification by a two-thirds (2/3) majority of the Active members present at a meeting of the Board of Directors.

ROLE AND RESPONSABILITIES OF THE MEMBERS OF THE EXECUTIVE

President

63. The President shall be the Chief Executive Officer, Chairperson and the official spokesperson of **AAESQ**. With the help of the Executive Director, the President shall have the general and active management of the affairs of **AAESQ** and shall see that all orders and resolutions of the Board of Directors are carried into effect.

64. The President shall preside at all meetings of **AAESQ**, of the Board of Directors and of the Executive and shall have the casting vote in the event of any equality of votes. The President is an *ex-officio* member of all committees.

President Elect

65. The President Elect position will have similar responsibilities as the Past President. The term of office for the President Elect will be one (1) year and shall be the full year before the sitting President's term of office ends.

Past President

66. The duties and powers of the Past President shall be to represent the sitting President whenever called upon to do so by the sitting President and to carry out such other duties as the sitting President may require; and this for the one (1) year after the completion of the past President term of office as President.

Vice-President

67. The duties and powers of the Vice-Presidents shall be as follows:

    a. The Vice-president representing the youth sector shall be the spokesperson for Principals and Vice-principals of that sector of English language educational establishments on matters related to "*Certain Conditions of Employment of Senior Staff of School Boards and of the Comité de Gestion de la Taxe Scolaire de l'Ile de Montréal.*
    b. The Vice-president representing the adult and vocational sector shall be the spokesperson for the Center Principals (Directors) and Assistant Center Principals (Directors) of English language educational establishments on matters related to "*Certain Conditions of Employment of Senior Staff of School Boards and of the Comité de Gestion de la Taxe Scolaire de l'Ile de Montréal.*
    c. The Vice-president representing the members working at a school board shall be the spokesperson for Board administrators of English language educational establishments on matters related to "*Certain Conditions of Employment of Senior Staff of School Boards and of the Comité de Gestion de la Taxe Scolaire de l'Ile de Montréal.*
    d. Each Vice-President shall carry out any duties assigned by the President or the Board of Directors.

Treasurer

68. The Treasurer shall oversee the receipt and deposit of all fees, dues and other income on behalf of **AAESQ**.

69. The Treasurer shall oversee the payment of all accounts duly approved as the Board of Directors or the Executive may authorize and shall oversee the maintenance of a record of all financial transactions in an approved manner.

70. The Treasurer shall also render to the President, Executive and Directors at regular meetings of the Executive and Board of Directors or whenever they may require it, an accounting of all transactions and a statement of the financial position of **AAESQ** and shall oversee the submission for audit, a statement for the financial year.

71. The Treasurer may also perform other duties from time to time as directed by the President or the Board of Directors.

72. The Treasurer may also sign all documents necessary for the execution of the Treasurer's tasks.

73. The Treasurer must ensure that appropriate procedures are established for the management and retention of records.

74. The Treasurer is responsible for the implementation of the association's budgetary policy; and may delegate to an employee of **AAESQ** the authority necessary to act in these matters and to represent the association.

75. The Treasurer presents reports on the statement of income and expenditure to the Board of Directors and the General Assembly.

76. The Treasurer must provide the auditor or the chartered professional accountant (CPA) with the data and documents required for the audit.

77. The Treasurer signs with the officers designated by the Board of Directors, contracts, financial statements and other official financial documents, as well as bank instruments relating to the management of the organization's funds.

78. The Treasurer may delegate to the Executive Director any and all of the present responsibilities.

Secretary

79. The Secretary is responsible for the minutes and the recording of the votes.

80. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.

81. The Secretary shall ensure that notices of impending general meetings, Board of Directors' meetings and Executive meetings and minutes of such meetings are sent as required to those entitled thereto.

82. The Secretary shall also ensure the compilation of a list of members at the end of each year, shall ensure that correspondence is appropriately received and answered.

83. The Secretary shall carry out such other duties as the President or the Board of Directors may require.

84. The Secretary may also sign all documents necessary for the execution of his tasks.

85. The Secretary may delegate to the Executive Director any and all of the present responsibilities.

Members at Large

86. The Members at Large of the Executive shall include four (4) active Board members, two (2) representing the Montreal region and two (2) representing any region outside the Montreal region.

87. The Members at Large will carry out such duties as the President or the Board of Directors may require.

Executive Director

88. The Executive Director shall have the general and active management of the affairs of **AAESQ**. The Executive Director shall see that all orders and resolutions of the Board of Directors and the Executive are carried into effect.

89. The Executive Director is an ex officio member of the Board and the Executive without the right to vote.

MEETINGS OF THE EXECUTIVE

90. The Executive shall meet at the direction of the President. The meetings can be held in person or by telephone or electronic conference. There shall be at least five (5) meetings per school year of the Executive.

91. A seven-days (7) notice of the place and date of the meeting of the Executive shall be given by the Secretary to each member of the Executive.

92. Special meetings of the Executive shall be called upon the written request of at least four (4) members of the Executive or following the request of the President.

93. The quorum for Executive meetings shall be a majority of members of the Executive.

EXECUTION OF INSTRUMENTS AND DOCUMENTS

94. Contracts, documents, or any instruments in writing requiring the signature of the **AAESQ**, shall be signed by any two members of the Executive and all contracts, documents and instruments in writing so signed shall be binding upon the **AAESQ** without any further authorization or formality.

95. The Board of Directors shall have power from time to time by resolution to appoint a member or members of the Executive on behalf of **AAESQ** to sign specific contracts, documents, and instruments in writing.

96. All cheques, drafts and orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such member or members of the Executive or such person or persons, whether or not members of the Executive of **AAESQ**, and in such manner as the Board of Directors may from time to time designate by resolution.

97. The Executive members may delegate to the Executive Director the powers mentioned in paragraph 88, 89 and 90 of the present by-laws.

AMENDMENTS

98. Amendments to the By-laws and/or Letters Patent may be proposed by the Board of Directors or by written submission to the Secretary by ten (10) Active members at least forty-five (45) days prior to the date of the Annual General Assembly at which consideration of the amendments is to be given.

99. Notice of proposed amendments to the By-laws and/or Letters Patent shall be published as the Secretary may deem adequate, at least thirty (30) days prior to the date of the annual general assembly.

100. Provided that due notice has been given as required above, the By-laws and/or Letters Patent may be amended by an affirmative vote of at least two-thirds (2/3) of the Active members in attendance at the annual general assembly of the members.

101. The By-laws of **AAESQ** may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by two-thirds (2/3) of the members at an assembly duly called for the purpose of considering the said By-law.

INDEMNIFICATION

102. Each Director, Executive member, or any individual who has assumed or is about to assume any liability on behalf of **AAESQ**, along with their heirs, executors, administrators, estates, and assets, shall, at all times, be indemnified and held harmless from the funds of **AAESQ**, against:

a. all costs, charges and expenses which such Director, or member of the Executive, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever, made, or done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and

b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

RULES AND REGULATIONS

103. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of **AAESQ** as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of **AAESQ** when they shall be confirmed and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

104. All meetings shall be conducted in accordance with the latest edition of Roberts' Rules of Order.

FINANCIAL YEAR

105. Unless otherwise ordered by the Board of Directors, the financial year-end of **AAESQ** shall be June 30th.

AUDITORS OR CHARTERED PROFESSIONAL ACCOUNTANTS (CPA)

106. The members shall at the annual meeting appoint auditors or chartered professional accountants (CPA) to audit or review engagement of the accounts of **AAESQ** for the report to the members at the next general meeting. The remuneration of the auditors or the Chartered Professional Accountants (CPE) shall be adopted by the Board of Directors.

BOOKS AND RECORDS

107. The Directors shall see that all necessary books and records of **AAESQ** required by the By-laws of **AAESQ** or by any applicable statute or laws are regularly and properly kept.

NOTICES

108. Any notice or document required by the Letters Patent or by the By-laws to be sent to any members, Director or member of the Executive shall be delivered personally or sent by mail or facsimile or email to any such member, member of the Executive or Director at their last address as shown in the records of **AAESQ**.

109. No error or omission in giving notice of any meeting or any adjourned meeting, of the members of **AAESQ**, of the Board of Directors or of the Executive shall invalidate such meeting or make void any proceedings taken there at. And any member, Director or member of the Executive may at any time waive notice of any such meeting and may rectify, approve and confirm any or all proceedings taken or had thereat.

ENACTED by the Board of Directors in
Montreal, Province of Quebec on the 12th day of December 2024.

ENACTED by the AAESQ Special General Assembly in
Montreal, Province of Quebec on the 29th day of January 2025.

President Julie Carpentier	Secretary Peggy McCourt	Executive Director Evelyne Alfonsi