

The Association of Administrators of English Schools of Quebec/
l'Association des administrateurs des écoles anglaises du Québec

BY-LAW NO.1

INTERPRETATION

1. In this By-Law, unless the content otherwise specifies or requires:
 - (a) “Letters Patent” means the Letters Patent and any supplementary letters patent of the Corporation. 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;
 - (b) “By-Law” means any By-Law of the Corporation from time to time in force and effect;
 - (c) “Educational administrators” means those employees of English language school boards and educational establishments of Quebec who work as administrators at the board level or at the school / centre level;
 - (d) “Board level administrators” means those educational administrators employed by English language school boards or other English language educational establishments who work at the board level and are classified as either senior executives or senior staff of services:

Directors
Assistant Directors
Coordinators
Assistant Coordinators
Personnel Management Consultants

- (e) “In-School/Centre Administrators” means those educational administrators employed by English language educational establishments who work in schools or centres as:

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

- (f) "**Local Association**" means an association of members of the Corporation 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 (50-01);
 Eastern Shores Administrators Association (50-02);
 Eastern Townships Administrators Association (50-03);
 New Frontiers Administrators Association (50-04);
 Sir Wilfrid Laurier Administrators Association (50-05);
 Educational Administrators Association of Western Quebec (50-06);
 Association of Montreal School Administrators and Association of English Montreal Board Administrators (50-07);
 Pearson Association of School Administrators and The Association of Pearson Board Administrators (50-08); and
 Riverside Administrators Association (50-09).

As more fully described in Schedule 1 annexed hereto.

- (g) "**Region**" means a grouping of Local Associations on a regional basis, as defined from time to time by the Board of Directors;
- (h) "**QACSA**" means the corporation known as Quebec Association of Catholic School Administrators that was amalgamated with QASA by Letters Patent of Amalgamation;
- (i) "**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 the Corporation 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 Corporations.

CORPORATE SEAL

3. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

HEAD OFFICE

4. The head office of the Corporation shall be in the Metropolitan Region of Montreal, Province of Quebec.

MEMBERSHIP

5. Active membership in the Corporation shall be automatically conferred upon members of Local Associations, where they exist. Where no Local Association exists, membership may be applied for on an individual basis.
6. There shall be four categories of members: Active, Associate, Retired and Honourary.
7. Active members shall be educational administrators of English-language school boards and/or of English-language educational establishments in Quebec.
8. Associate members shall be approved as such by the Board of Directors and shall be:
 - a) Those individuals who are employed in English language educational establishments in Quebec in a capacity other than as educational administrators;
 - b) Those educational administrators who belong to other associations of administrators.
9. Honourary members shall be those whose membership has been conferred upon the recommendation of the Board of Directors.
10. Retired members are former Active, Associate or Honourary members of the Corporation, or former active members of QASA or of QACSA, who have retired and were in good standing at the time of their retirement.

11. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation.
12. Any member 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.

FEES

13. Fees for each category of member shall be established at the annual general meeting of the Corporation.
14. Such fees shall be collected by agreement with each school board through the payroll deduction system and shall be remitted directly to the Corporation.
15. Fees shall be collected individually from Retired members and from Active and Associate members in such case where no agreement exists between the Corporation and such members' employer(s).
16. At least thirty (30) days prior to the annual general meeting, notice shall be given to the members of the Corporation of any proposed fee change.

MEMBERSHIP MEETINGS

17. The Annual General Meeting shall be held at the head office of the Corporation or at any place in Quebec as the Board of Directors may determine and on such day as the said Directors shall appoint. The members may resolve that the Annual General Meeting of members be held outside Quebec.
18. The annual general meeting shall be held prior to the end of the financial year at which time the following business of the Corporation will be conducted:
 - (a) The election of the Executive for the following financial year;

- (b) the presentation and adoption of a budget for the following financial year;
 - (c) the determination of the fees for members of the Corporation for the next financial year;
 - (d) the receipt of reports from all standing and *ad hoc* committees;
 - (e) the appointment of an auditor for the next financial year;
 - (f) the receipt of the President's report; and
 - (g) changes to the By-laws and Letters Patent, as the case may be.
19. By December 30th of each year, the Corporation shall endeavor to inform members of the balance sheet, the general statement of income and expenditures and the report of the auditors for the Corporation for the previous financial year.
20. Special general meetings of the members of the Corporation 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 the Corporation, addressed to the Board of Directors.
21. Written notice of the time and place of all special general meetings shall be sent to the members by the Secretary at least fourteen days (14) in advance of the date set for the meeting. Notices of special general meetings shall state the business which is to be transacted thereat. Notwithstanding the foregoing, notice of the annual general 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.
22. The quorum for all special general meetings shall be ten percent (10%) of the Active members. Should there not be a quorum present, the members may adjourn such meeting to any future date not later than the fourteen (14th) day thereafter, and such meeting shall be validly held on such day regardless of the number of members present, provided a further notice of the time and place of such meeting shall be sent to the members by mail at least seven (7) days in advance of the date set for such meeting.

VOTING

23. Only Active members in good standing shall have voting privileges at all special general meetings or the Annual General Meeting. Active members hold one (1) vote and they may not vote by proxy. Every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law. In the event of any equality of votes, the chairman presiding at any general meeting shall have the casting vote in addition to his/her original vote.

BOARD OF DIRECTORS

24. The property and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of the number of Directors set out in the Letters Patent or such number of Directors as may be determined from time to time by special resolution.
25. Every Director shall be eighteen (18) or more years of age, with power under law to contract and shall be an Active member of the Corporation.
26. The Board of Directors shall be composed of one representative from each Local Association having at least nine (9) Active members in good standing plus one additional representative from each Local Association for each additional twenty-five (25) Active members in good standing. Directors shall be appointed for a term of one (1) year, from July 1 to June 30, by each local association.
27. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

28. The position of a Director shall be automatically vacated:
- a) if a Director resigns his office by delivering a written resignation to the Secretary of the Corporation;
 - b) if he is found by a Court to be incapacitated;
 - c) if he becomes bankrupt or suspends payment or compounds with his creditors;
 - d) if at a special general meeting of members a resolution is passed by two-thirds (2/3) of the members present at the meeting that he be removed from office; or
 - e) upon death.
29. Should a vacancy occur for any reason contained in the above paragraph, the vacancy may be filled, as per clause #27.

MEETING OF THE BOARD OF DIRECTORS

30. There shall be at least four (4) meetings per year of the Board of Directors.
31. Meetings of the Board of Directors shall be held at the head office of the Corporation or any place in Quebec as the Board of Directors may determine and on such day and at such time as the said Directors shall appoint. The Board of Directors may resolve that a particular meeting of the Board of Directors be held outside Quebec.
32. Written notice of the time and place of all meetings of the Board of Directors shall be sent by the Secretary to the Directors at least seven days (7) in advance of the date set for the meeting.
33. The quorum for all meetings of the Board of Directors shall be a majority thereof. Should there not be a quorum present, the Directors may adjourn such meeting to any future date not later than the seventh (7th) day thereafter, and such meeting shall be validly held on such day regardless of the number of Directors present, provided a further notice of the time and place of such meeting shall be sent to the

Directors at least four (4) days in advance of the date set for such meeting.

34. Each Director is authorized to exercise one (1) vote. In the event of any equality of votes, the chairman presiding at any meeting of the Board of Directors shall have the casting vote in addition to his original vote.
35. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.
36. If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as to permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.

POWERS OF DIRECTORS

37. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation 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 the Corporation is by its Letters Patent or otherwise authorized to exercise and do.
38. The Board of Directors of the Corporation may from time to time:
 - (a) Borrow money on the credit of the Corporation;
 - (b) charge, mortgage, pledge or hypothecate all or any currently owned or subsequently acquired movable or immovable property of the Corporation to secure any debt obligations or any money borrowed or other debt or liability of the Corporation; and

- (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.
39. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time. A reasonable remuneration for all agents or employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be submitted to the members.
40. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors.

THE EXECUTIVE

41. The day-to-day affairs of the Corporation shall be managed by an Executive comprised of at least ten (10) active members and no more than fifteen (15) active members who shall have the authority and the responsibility to administer the affairs of the Corporation in accordance with the By-laws and policies adopted by the Board of Directors.
42. The Executive shall include the Executive Director, Executive Assistant Director and the immediate Past-President, who are members *ex-officio*, and the following officers of the Corporation: the President, the President-Elect, at least four (4) Vice-Presidents, one of which to be President-Elect, one (1) educational establishment-level Vice-President, and one (1) Board –level Vice-President, one (1) Treasurer and one (1) Secretary.

PRESIDENT

43. The President shall be the Chief Executive Officer and Chairman of the Corporation. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall

preside at all meetings of the Corporation, 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.

PAST-PRESIDENT

44. The duties and powers of the Past-President shall be to represent the President whenever called upon to do so by him and to carry out such other duties as the President may require.

VICE-PRESIDENTS

45. The duties and powers of the Vice-Presidents shall be as follows:
- a) The School/Centre-level Vice-President shall be the official spokesperson for Principals, Vice-Principals, Centre Directors and Assistant Centre Directors of English language educational establishments on matters related to working conditions, salaries and benefits;
 - b) The Board-level Vice-President shall be the official spokesperson for Board-level administrators on matters related to working conditions, salaries and benefits;
 - c) Each Vice-President shall carry out any duties assigned by the President or the Board of Directors.

PRESIDENT-ELECT

46. The President-Elect position will be one of the Vice-Presidents with similar responsibilities as the Past-President.

TREASURER

47. The Treasurer shall receive and deposit all fees, dues and other income on behalf of the Association. He shall pay all accounts duly approved and as the Board of Directors or the Executive may

authorize and shall maintain a record of all financial transactions in an approved manner. He shall also render to the President and Directors at the regular meetings of the Board of Directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the Corporation and shall submit for audit a statement for the financial year. He shall also perform such other duties as may from time to time be directed by the President or by the Board of Directors.

SECRETARY

48. 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. He 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. He shall be custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in such resolution. He shall also compile a list of members at the end of each year, shall ensure that correspondence is appropriately received and answered and shall carry out such other duties as the President or the Board of Directors may require.

ELECTION OF THE EXECUTIVE

49. Each year the Board of Directors shall appoint a Nominations Committee consisting of at least seven (7) Active members comprised of, whenever possible,
- (a) The Past-President as Chairman;
 - (b) A member of the Executive;
 - (c) A Director;
 - (d) An In-School/Centre Administrator from the Metropolitan Region of Montreal;
 - (e) An In-School/Centre Administrator from outside the Metropolitan Region of Montreal;
 - (f) A Board-Level Administrator; and
 - (g) A President of a Local Association.
50. Each year the Nominations Committee shall present to the Board of Directors, at least two (2) weeks before the annual meeting of

members, a proposed list of active members for the Executive with candidates representing, whenever possible, the following categories of members:

- (a) At least one (1) In-School/Centre Administrator;
- (b) At least one (1) Board-Level Administrator;
- (c) At least two (2) active members from the Metropolitan Region of Montreal; and
- (d) At least two (2) active members from outside the Metropolitan Region of Montreal.

51. All nominations must be consented to in writing by the nominees, supported by the signature of five (5) other active members, and received by the Secretary by the date prescribed each year. If insufficient nominations are received to fill all Executive positions, this deadline shall be extended to a date prescribed.
52. The Nominations Committee report shall include a list of positions on the Executive for which there is only one (1) candidate and thus where the nominees should be elected by acclamation, and a list of positions for which a vote by the membership at the Annual General meeting is required.

If an election is required, the following procedures shall apply:

- a) The Curriculum Vitae of each candidate shall be distributed to all active members of the association at least two (2) weeks before the annual general meeting;
 - b) Each candidate or representative thereof shall have the opportunity to address the members at the annual general meeting;
 - c) The Chairperson of the Nominating Committee shall preside over the election and ensure the impartial counting of ballots;
 - d) All voting shall be by secret ballot
 - e) The Chairperson of the Nominating Committee shall ensure that all ballots are destroyed once the election has been declared official.
53. The members of the Executive shall be elected for a term of one (1) year, from July 1 to June 30. 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 members of the Corporation.

54. 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 general meeting or a special general meeting.

MEETINGS OF THE EXECUTIVE

55. The Executive shall meet at the direction of the President. Seven (7) days' notice of the place and date of the meeting of the Executive shall be given by the Secretary to each member of the Executive.
56. Special meetings of the Executive shall be called upon the written request of at least four (4) members of the Executive.
57. The quorum for Executive meetings shall be a majority of members of the Executive.

EXECUTION OF INSTRUMENTS AND DOCUMENTS

58. Contracts, documents or any instruments in writing requiring the signature of the Corporation, 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 Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint a member or members of the Executive on behalf of the Corporation to sign specific contracts, documents and instruments in writing.
59. 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 the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

AMENDMENTS

60. 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 meeting at which consideration of the amendments is to be given.
61. 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 meeting.
 62. 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 meeting of the members.
 63. The By-laws of the Corporation 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 a meeting duly called for the purpose of considering the said By-law.

INDEMNIFICATION

64. Every Director or member of the Executive of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and 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

65. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation 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 the Corporation 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.
66. All meetings shall be conducted in accordance with the latest edition of Roberts' Rules of Order.

FINANCIAL YEAR

67. Unless otherwise ordered by the Board of Directors, the financial year-end of the Corporation shall be June 30th.

AUDITORS

68. The members shall at the annual meeting appoint auditors to audit the accounts of the Corporation for the report to the members at the next general meeting. The remuneration of the auditors shall be fixed by the Board of Directors.

BOOKS AND RECORDS

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

NOTICES

70. 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 to any such member, member of the Executive or Director at their last address as shown in the records of the Corporation.

71. No error or omission in giving notice of any meeting or any adjourned meeting, of the members of the Corporation, of the Board of Directors or of the Executive shall invalidate such meeting or make void any proceedings taken thereat 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 the Board of Directors in Montreal, Province of Quebec on the ____day, of July 1998.

President

Secretary

08/12/2005