

BYLAW NO.1, SASKATCHEWAN BRANCH

CPF BRANCH BYLAWS

The CPF Bylaws, including areas of duplication, have been written to coincide with corresponding numbered sections of the Canada Not-for-profit Corporations Act. Where the National and Branch bylaws are silent, Canadian Parents for French will comply with what is written under the Canada NFP Act.

The full NFP Act is available online at: laws.justice.gc.ca/eng/acts/c-7.75/

The CPF National Bylaw No. 1 is available online at: cpf.ca/en/files/CPF-Bylaws-2016-1.pdf

PART 1 - Interpretation & Application

1. Interpretation

1.1B Corporate Seal

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

The Saskatchewan Branch of Canadian Parents for French is incorporated in the Province of Saskatchewan.

2. Definitions

2.3B Property/Control

As above, all property that is the custody on behalf of the Branch of the Corporation shall be subject to the direction of the Branch Board of Directors and the current Canadian Parents for French investment policy.

PART 2 - Incorporation

7. Articles of Incorporation

7.1B Articles of Branch Incorporation

a) The Saskatchewan Branch of the Corporation was incorporated and registered under the name of "CANADIAN PARENTS FOR FRENCH - SASKATCHEWAN INC." as a charitable corporation under the Non-Profit Corporations Act of the Province of Saskatchewan, issued under the seal of the Corporations Branch of the Saskatchewan Department of Justice, dated the 25 day of September, 1980.

Articles of Amendment were granted in 1984 and a further amendment took place in 1995.

b) The Branch Office is located in Saskatoon, Saskatchewan, Canada.

d) The Branch Board of Directors shall consist of three (3) to seven (7) directors.

e) As a registered charitable organization, the Saskatchewan Branch of Canadian Parents for French may engage in charitable activities but must limit its contributions to the development of public policy under current existing laws.

PART 3 - Capacity and Powers

19. Authority of Directors, Officers, Agents, and Mandatories

19.1B Execution and Certification of Instruments

As above, the Branch Board of Directors has the authority to sign in the name of the Branch of the Corporation.

PART 4 - Registered Office and Records

20. Registered Office

20.1B Registered Branch Office

The Branch Office of Canadian Parents for French - Saskatchewan shall be in the City of Saskatoon, in the Province of Saskatchewan.

PART 5 - Corporate Finance

28. Borrowing Powers

28.1B Branch Borrowing

As above, the Branch Board has the authority to borrow, issue, give guarantees, or mortgage on behalf of its Branch only, by ordinary resolution of the members.

31. Ownership of Property

31B Ownership of Branch Property

As above, within limits set by the Branch Board of Directors, expenditures for capital purposes may be made by the Branch Board or by persons authorized by the Branch Board to do so.

PART 9 - Directors and Officers

124. Duty to manage or supervise management

124.1B Duties of Branch Directors

All Branch Directors sit on the Board in a personal capacity. They are responsible for the oversight of the Branch of the Corporation by upholding the mission, vision, values, and ends policy statements. As above, their duty shall be to the Corporation as a whole.

124.2B Role of the Branch Board

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

124.4B Committees of the Branch Board

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

The Branch 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.

124.4.1B Branch Nominating Committee

As above, the Branch Nominating Committee is a standing committee of the Branch Board.

124.4.2B Branch Bylaws Committee

As above, the Branch Bylaws Committee is a standing committee of the Branch Board.

124.4.4B Removal of Committee Members

The Branch Board may by ordinary resolution remove any committee member.

125. Number of Directors

125.1B Composition of Branch Board

The Branch Board of Directors shall consist of no fewer than three (3) and no more than seven (7) members.

125.1.1B Chapter Representation for Branch Board

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

126. Qualifications of Directors

126B Qualifications of Directors - Branch

a) A Branch Board Director may not serve on a Chapter Board at the same time. A member of a Chapter Board who is elected shall resign from the Chapter Board at the conclusion of the Branch AGM at which he/she is elected. A member of a Chapter Board who is appointed to the Branch Board shall resign from the Chapter Board prior to attending his/her first Branch Board meeting;

b) An employee at any level may not stand for election to the Branch Board until twelve (12) months after the employment termination date.

126.1B Membership

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

128. Notice of Directors

128.2B Branch Term of Office

Branch Directors shall be elected for a term two (2) years from the end of the AGM at which the Branch Director is elected to the end of the AGM two (2) years later. For continuity purposes, terms will be staggered.

A person may be elected to the Branch Board for a maximum of eight (8) consecutive years.

128.3B Election of Branch Board of Directors

Branch Directors shall be elected by ordinary resolution by the Saskatchewan members at the Branch Annual General Meeting from a list of eligible nominees provided by the Branch Nominating Committee.

129. Ceasing to Hold Office

129.1B Ceasing to Hold Office - Branch Director

As above, an individual shall cease to be a Branch Director when any of the same conditions apply and in relation to the Branch Board.

134. Notice of Change of Director or Director's Address

134.1B Notice of Change of Branch Director or Director's Address

Additionally, a change of address outside the province or territory would affect eligibility of the Director to remain serving on the Branch Board of Directors.

136. Meeting of Directors

136.1B Branch Meetings

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

136.2B Quorum - Branch

A majority of Branch 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 Branch Board arises, continuing Directors may act, as long as a quorum exists at the meeting.

137. Decisions Made by Consensus

137.1B Decisions made by Consensus

As above, any decisions taken during a Branch Board of Directors meeting may be made by consensus except a decision taken by special resolution.

137.3B Voting at Meetings - Branch

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

The Branch Board may include a Youth Director position by providing a special member status to an individual under the age of majority in the province. While serving, the individual must maintain their Canadian Parents for French membership in good standing. This Youth Director may be provided with the right to one vote.

141. Disclosure of Interest

141.1B Pecuniary Interest - Branch

Branch 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

142.1B Appointment of Branch Board Officers

All Branch Board Officer positions including the positions of Branch Board President and Vice-President shall be appointed by the Branch Board for a two (2) year term of office. A Director may serve as President for a maximum of four (4) consecutive years.

142.1.2B Ceasing to Hold Office - Branch Officers

As above, an individual shall cease to be a Branch Officer when any of the same conditions apply and in relation to the Branch Board. Additionally, an individual shall cease to be a Branch Officer upon missing more than 33% of Branch meetings in one year.

142.1.3B Removal of Branch Officers

All Branch Officers may be removed by the authority of the Branch Board under the same conditions noted above. Once removed from office, the Officer may also vacate his/her Director position on the Branch Board.

143. Remuneration

143.1B Remuneration - Branch

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

148. Duties of Directors and Officers

148.1B Responsibilities of Branch Officers

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

In the absence or disability of the Branch 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. Further responsibilities will be outlined in a policy document.

PART 10 - Bylaws and Members

152. Bylaws

152.2B Member Approval of Branch Bylaws

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

154. Conditions of Membership

154.4A Voting Rights - Branch and Chapter

Additional to the above, at Branch and Chapter meetings, a maximum of two adults of a member household shall be deemed voting members and each receive a vote.

154.4B Voting Rights at Branch Annual and Special General Meetings

Saskatchewan members of the Corporation participating by any means, may vote to elect new and/or incumbent Directors to the Branch Board from a slate proposed by the Branch Nominating Committee at the Branch Annual General Meeting or Special Meeting.

159.1 Place of Meetings

159.1B Place of Meetings - Branch

Each Branch Annual General Meeting of Canadian Parents for French shall be held annually within Saskatchewan and on such days as the Branch Board of Directors shall designate.

160. Calling Annual Meetings

160.3B Calling Special Branch Meetings

The Branch Board may call a Special General Meeting at any time, and shall call a Special General Meeting of the Branch Board and members upon the written request of twenty (20) or more voting members at large.

Chapters shall use 10% or six (6) members, whichever is greater.

162. Notice Provided For in Bylaws

162.1B Notice Provided for in Bylaws - Branch

Notice of Branch Annual or Special General Meetings shall be conveyed by any of the same means as noted above, describing the nature of the business in sufficient detail to permit the Branch Board of Directors, voting 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 in Saskatchewan.

162.9B Business - Branch

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

PART 11 - Financial Disclosure

172. Annual Financial Statements

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.

172.2B Annual Chapter Financial Statements

Chapters shall submit their financial statements as at the end of the previous fiscal year to the Branch Board of Directors, as directed.

PART 12 - Public Accountant

181. Appointment of Public Accountant

181B Appointment of Public Accountant - Branch

At the discretion of the Branch Board of Directors, the Public Accountant may be appointed to conduct a financial review or audit for the purpose of preparing a report to members at the Annual General Meeting. The selection of the Public Accountant for the following year shall be ratified at the Annual General Meeting.

191. Report on Financial Statements

191B Report on Branch Financial Statements

After conducting a financial audit or review, the Branch financial statements shall be reported to the members, with the Corporation's financial year end identified as March 31st of each year.

The audited financial statement for the fiscal year shall be made available fifteen (15) days prior to the Branch AGM.

PART 13 - Fundamental Changes

197. Amendment of Articles or Bylaws

197.1B Amendment of Branch and Chapter Articles or Bylaws

The Bylaws of this Branch of the Corporation that were in force immediately prior to these Bylaws coming into force are hereby repealed.

Chapter Bylaws that were in force immediately prior to these Branch Bylaws coming into force are hereby repealed.

These Branch Bylaws shall come into effect following approval by special resolution at a Branch Annual General Meeting or Special General Meeting and upon coming into force these Bylaws shall be the consolidated general Bylaws of the Saskatchewan Branch of Canadian Parents for French.

All Chapters of the Saskatchewan Branch, including those that are incorporated, shall be governed by the Branch Bylaws.

198. Proposal to Amend

198.2B Notice to Amend - Branch

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

If any provision of these Branch Bylaws is inconsistent with any policy, rule or regulation of Canadian Parents for French, the provision will be brought to the attention of the membership for further consideration at the Branch Annual General Meeting or Special General Meeting.

PART 14 - Liquidation and Dissolution

221. Proposing Liquidation and Dissolution

221B Proposing Liquidation and Dissolution - Branch Responsibilities

Should a Branch dissolution process commence, it is the responsibility of the Branch Board to liaise with the National Office and Board to fulfill any remaining legal and financial obligations, ensure all dissolution costs and payments have been made, and if any assets remaining, these are distributed to the National Office.

221C Proposing Liquidation and Dissolution - Chapter Responsibilities

In the event of a dissolution of a Chapter, it is the responsibility of the Chapter Board to liaise with the Branch Office to fulfill any remaining legal and financial obligations, ensure all dissolution costs and payments have been made, and if any assets remaining, these are distributed to the Branch Office.

Enacted by the Board at a Meeting of the Board.

Confirmed by members at an Annual General Meeting on the 11 day of August, 2018 and to be effective on this date that the Corporation continues under the Act.

Witness the Seal of the Corporation.



SIGNATURE:

Marie-Anne Corrigan, President
Canadian Parents for French - Saskatchewan Inc.

DATE: August 11, 2018