

Eastern Education Foundation Inc.

Eastern Education Foundation By-Laws

May 31, 2010

Adopted June 15, 2010



2010



Eastern Education Foundation Inc.

Suite 601, Atlantic Place

St. John's, NL

Revised By-Laws

2010-05-31

1. Preliminary

These bylaws are in accordance with the Corporations Act, will replace any other bylaws currently in place and will be the official bylaws of the Eastern Education Foundation Inc.

2. Board Composition

The Eastern Education Foundation Board (the "Foundation Board") will be comprised of no less than seven (7) and not more than eight (8) Directors.

The **Chair** of the Eastern School District (ESDNL) Board of Trustees and a maximum of four (4) other **Members of the ESDL Board of Trustees** will be appointed members of the Foundation Board.

The ESDNL CEO/Director of Education and the Assistant Director (Finance & Administration) will serve as directors on the Foundation Board. The ESDNL Manager of Communications may also serve on the Foundation Board.

The Foundation Board will elect an Executive consisting of the Chair, Vice Chair and Secretary/Treasurer. Both the Chair and the Vice-Chair of the Foundation Board must be members of the ESDNL Board of Trustees.

A. The Chair will serve a two (2) year term, with a maximum of two (2) consecutive terms.

- B. The Vice Chair will serve a two (2) year term, with a maximum of two (2) consecutive terms.
- C. The Secretary/Treasurer will serve a two (2) year term, with a maximum of two (2) consecutive terms.

A vacancy will be replaced as follows:

ESDNL Trustee director vacancies will be filled by the ESDL Board of Trustees.

In the event of a vacancy or vacancies on the Foundation Board, the continuing directors may act; but if the number of directors falls below seven (7), they shall not act except to call a meeting to fill the vacancy or vacancies in accordance with the Articles of Incorporation and these By-Laws.

Replacement of vacancies should be done within forty-five (45) days of a vacancy occurring.

3. Meetings of the Board

Foundation Board meetings will be held a minimum of five (5) times per year. Meetings may be held in person or by telephone or by any other telecommunication conference provided that all directors participating in the meeting by telephone or other telecommunication conference can hear each other. Meetings shall be held within the Province of Newfoundland and Labrador at a location to be determined by the Foundation Board. Five (5) days notice must be given for all Foundation Board meetings, unless an emergency meeting is called by the Chair or at the request of a majority of Foundation Board Members, at which time at least 24 hours notice must be provided.

The Foundation Board must hold an AGM within ninety (90) days of the end of the Foundations' fiscal year. Twenty-one (21) days notice will be given for the AGM to each Board Member.

Notice for all Board meetings will be provided via email and/or phone.

4. Quorum

A quorum of the Board for the transaction of business will be the majority of the Board Members and at least half of the Board Members present must be members of the ESDNL Board of Trustees. If within one hour of the time appointed for the meeting, quorum is not reached, the meeting will be dissolved and a new meeting will be called by the Chair for not less than five (5) days later.

5. Chairperson

The Chairperson, or in his/her absence, the Vice Chairperson, will preside over every meeting and in the absence of both Chair and Vice Chair, Board Members will elect another Board Member to preside over the meeting.

6. Voting

For the transaction of business, each member of the Board will have one vote. All approved business will be noted in the official minutes of each meeting and minutes will be distributed to all members of the Board at least three (3) days in advance of each meeting.

Questions arising at any meeting of the Foundation Board shall be decided by a majority of directors present and voting. Where a vote conducted by the Foundation Board of Directors results in a tie, the Chairperson shall have a casting or second vote.

7. Directors

Each director shall be nineteen (19) or more years of age and no person who is not an individual, who has the status of a bankrupt, or who is of unsound mind and has been so found by a court in Canada or elsewhere shall be a director. If a director acquires the status of a bankrupt or becomes of unsound mind and is so found, he or she shall thereupon cease to be a director.

A majority of the directors shall be resident Canadians and no business shall be transacted by the directors unless a majority of the directors present are resident Canadians except where a resident Canadian director, who is unable to be present, approves in writing or by telephone or other communications facilities the business transacted at the meeting and a majority of resident Canadian directors would have been present had the director been present at the meeting

Directors will not receive any remuneration for their services as Directors.

Reasonable costs to attend Board meetings and those incurred in the course of the normal operation of the Foundation will be reimbursed according to the Foundation Board expense claims policy. This policy is specified in the Board Policy Manual and will

be distributed to all Board Members upon joining the Board and any updates will be provided annually.

The Foundation Board as a whole will:

Take such steps to carry out any agreement or contract made by or on behalf of the Foundation:

1. To pay costs and expenses for the registration of the Foundation
2. To secure the fulfilment of any contracts or engagements entered into by the Foundation
3. To make and give receipts, releases and other discharges for money payable by and to the Foundation.
4. To provide the management of the Foundation and from time to time make, vary and repeal rules for the regulation of the Foundation, its Officers and Staff Persons.
5. To enter into negotiations and contracts, rescind and vary all contracts and execute and do all such acts, deeds in the name of and on behalf of the Foundation as they consider expedient for and in relation to any of the matters for the Foundation.
6. to invest and deal with any of the monies of the Foundation not immediately required for the purposes thereof in such securities and in such manner as they think fit and from time to time to vary or realize such investments provided that the said monies and any interest earned on investments shall only be applied to the purposes of the Foundation.

The banking business of the Foundation shall be transacted with a bank appointed by the Foundation Board. The Foundation Board will preside over the operation of the Foundation Board accounts, including but not limited to the making, signing, drawing, accepting, endorsing, negotiating and depositing of any cheques; the giving of receipts and the execution of banking powers; and the facilitation of banking business for the Foundation.

Current financial reports will be presented to Foundation Board Members on a quarterly basis at the next scheduled Foundation Board meeting and will include all notes as necessary for Foundation Board Members. The Foundation Secretary/Treasurer will

work with the necessary ESDNL staff to ensure that financial reports are prepared in a timely manner.

Within sixty (60) days following the end of each fiscal year of the Foundation, an audit will be carried out by a qualified accounting firm that has been appointed by the Foundation Board,. Audited financial statements will be:

- a) forwarded to the Foundation Board Members for review at the AGM
- b) adopted and kept as part of the Foundation official records
- c) available to the general public upon request.

Board Officer Duties

Chairperson

The Chairperson will preside at all meetings of the Foundation. He/she will have one vote and will have general supervision of the business and affairs of the Foundation and will have responsibility for the overall policies and budgets to meet the Foundation goals. The Chairperson will be responsible for such other matters as directed by the Foundation Board.

Vice Chairperson

The Vice Chairperson will perform all the duties of the Chairperson in the absence of the Chairperson. In the event of a vacancy in the office of the Chairperson, the Vice Chairperson will serve as the Acting Chairperson until the election of a new Chairperson.

Secretary/Treasurer

Subject to the direction of the Foundation Board, the Secretary/Treasurer will have general supervision over all financial operations of the Foundation, including:

- a) ensuring an adequate accounting system in place,
- b) ensuring maintenance of proper systems of internal financial control, including record retention
- c) ensuring the complete and accurate receipting and disbursing of funds, and complete and accurate recording of Foundation assets and liabilities.
- d) ensuring the safekeeping and banking of the Foundation's liquid assets and
- e) the production of accurate financial statements for the Board and for AGMs.

Subject to the direction of the Foundation Board, the Secretary/Treasurer will have general supervision over corporate matters including:

- a) ensuring that the official meeting minutes are recorded and then circulated at least three (3) days before the next Foundation Board Meeting
- b) ensuring the timely and accurate filing of corporate filings such as:
 - a. annual income tax return with the Canada Revenue Agency
 - b. annual filing of the return required with the Registry of Companies.

Committees

The Foundation Board will appoint the following standing Committees:

- A. Finance Committee
- B. Special Events Committee
- C. Communications Committee

Non-Foundation board members may serve on Committees.

The Foundation Board may appoint such additional Adhoc committees as required.

Subject to approval by the Foundation Board, the Terms of Reference for each Committee of the Foundation Board shall be maintained in the Foundation Board Policy Manual.

Conflict of Interest

Foundation Board Members must disclose any conflict of interest or any potential conflict of interest to the Executive members in writing. Foundation Board Members in conflict of interest will be asked to refrain from voting on matters pertaining to the conflict of interest. Detailed conflict of interest guidelines are specified in the Foundation Board Policy Manual.

8. Registers

The registered office of the Foundation will be the offices of the Eastern School District and the Articles of Incorporation, the official list of Foundation Board of Directors, official minutes of meetings, banking documents, the official corporate seal and financial statements and supporting financial records and regulatory returns will be kept at this office.

9. Signing Authority

The Foundation Board shall adopt a policy governing authority to:

- a) sign cheques, or affect other form of disbursement,
- b) make investment decisions and affect related trades
- c) enter into contractual arrangements on behalf of the Foundation, or incur liabilities on behalf of the Foundation
- d) affect other financial or contractual transactions of the Foundation.

Details of this policy are specified in the Foundation Board Policy Manual.

10. Accounts

The Foundation Board will ensure that adequate financial and corporate records are maintained at the registered office of the Foundation, including but not limited records pertaining to: accounting, treasury, tax and any regulatory filings. The Secretary/Treasurer will present audited financial statements at each AGM. The financial statements will be signed by the Chair and the Secretary/Treasurer.

11. Indemnity of Directors

The Foundation will indemnify the Directors and Officers of the Foundation, or any person who acts at the Foundation's request and provide legal representation against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgement reasonably occurred by them in respect of any civil, criminal or administrative action if they acted honestly and in good faith with a view to the best interest of the Foundation and they had reasonable grounds to believe such action was lawful.

In appointing the Board members, the Eastern School District will maintain insurance for the benefit of any Director against liabilities incurred by the Director who has exercised the care and due diligence a reasonable person would in comparable circumstances.

12. Amendment of the By-laws

The Bylaws of the Foundation may be enacted, repealed or altered by the Directors provided that any changes are submitted to Members of the Board at least fourteen (14) days before a Board Meeting and are then accepted by a two thirds majority vote at a Foundation Board Meeting.

CERTIFIED a true copy of the By-laws of the Eastern Education Foundation Inc. enacted by a Resolution of the Foundation Board of Directors on the 15th day of June, 2010 and confirmed by a Resolution of the Membership on the 15th day of June, 2010.

CHAIR

SECRETARY/TREASURER