

**Conseil des associations en education pour les avantages sociaux –
Education Council of Associations for Benefits (CAEAS-ECAB)**

BY-LAW

May 31, 2024

TABLE OF CONTENTS

	Page
1. INTERPRETATION.....	5
1.01 Definitions	5
1.02 Interpretation.....	7
1.03 Registered Office	8
1.04 Corporate Seal.....	9
1.05 Execution of Documents	9
1.06 Financial Year End.....	9
2. DIRECTORS.....	9
2.01 Duties and Number	9
2.02 Qualifications	9
2.03 Term of Office of Directors.....	10
2.04 Board Composition	10
2.05 Director Eligibility Criteria.....	10
2.06 Director Vacancies.....	11
2.07 Executive Committee	11
2.08 Other Committees of the Board of Directors	12
2.09 Remuneration of Directors	12
2.10 Responsibilities of the Board	12
3. MEETINGS OF THE DIRECTORS	13
3.01 Place of Meeting	13
3.02 Calling of Meetings of Board of Directors.....	13
3.03 Notice of Meeting of Board of Directors	13
3.04 Error or Omission in Giving Notice.....	14
3.05 Adjournment	14
3.06 Regular Meetings of the Board of Directors	14
3.07 Quorum.....	15
3.08 Votes to Govern at Meetings of the Board of Directors.....	15
3.09 Telephone/Electronic Participation	15
4. POWERS OF DIRECTORS	15
4.01 Administer Affairs.....	15
4.02 Expenditure.....	15
4.03 Banking Arrangements	16
4.04 Fees and Fund Raising.....	16
4.05 Agents and Employees	16
4.06 Remuneration of Agents and Employees.....	16

TABLE OF CONTENTS (CONTINUED)

	Page
4.07 Annual Financial Statements	16
4.08 Borrowing.....	16
5. OFFICERS.....	17
5.01 Appointment of Officers	17
5.02 Vacancies	17
5.03 Remuneration of Officers	18
5.04 Removal of Officers	18
5.05 Duties of Officers may be Delegated	18
5.06 Description of Offices.....	18
6. FOR THE PROTECTION OF DIRECTORS AND OFFICERS	20
6.01 For the Protection of Directors and Officers.....	20
7. INDEMNITIES TO DIRECTORS AND OTHERS	20
7.01 Indemnities to Directors and Others.....	20
8. INTERESTED DIRECTOR CONTRACTS	21
8.01 Conflicts of Interest	21
8.02 Submission of Contracts or Transactions for Voting Member Approval...	21
9. VOTING MEMBERS	22
9.01 Voting Membership Eligibility	22
9.02 Application for Voting Membership	22
9.03 Voting Membership Rights.....	22
9.04 Termination of Voting Membership	22
10. VOTING MEMBERS' MEETINGS.....	23
10.01 Annual Meeting.....	23
10.02 Other Meetings	23
10.03 Notice of Voting Members Meeting.....	23
10.04 Waiver of Notice	24
10.05 Quorum.....	24
10.06 Chairperson of Meeting.....	24
10.07 Adjournment	25
10.08 Voting of Members.....	25
10.09 Participation by Electronic Means at Voting Members' Meetings.....	25
10.10 Place of Voting Members Meeting	25
10.11 Persons Entitled to be Present at Voting Members' Meetings	26
10.12 Voting Membership Dues.....	26
11. NOTICES.....	26

TABLE OF CONTENTS (CONTINUED)

	Page
11.01 Method of Giving Any Notice	26
11.02 Signature of Notice	27
11.03 Computation of Time.....	27
11.04 Proof of Service	27
12. AUDITORS	27
12.01 Auditors.....	27
13. DISPUTE RESOLUTION MECHANISM	27
13.01 Dispute Resolution Mechanism	27
14. BY-LAWS.....	28
14.01 Amendments and Repeals.....	28
14.02 Invalidity of any Provisions of this By-law	28
14.03 Rules of Order	28

BY-LAW

being the General By-law of the

Conseil des associations en education pour les avantages sociaux – Education Council
of Associations for Benefits (CAEAS-ECAB)

(hereinafter referred to as the “Corporation”)

1. INTERPRETATION

1.01 Definitions

In this By-law, unless the context otherwise specifies or requires:

- (a) “Act” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010 and all regulations made thereunder, and any amendments from time to time;
- (b) “Articles” means the letters patent, supplementary letters patent, restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, dissolution, reorganization or revival of the Corporation;
- (c) “Association Agreement” means an agreement between the Corporation and each of the Associations, setting out the particulars relating to the position held by the Association Director representing such Association, and “Association Agreement” refers to any one of them;
- (d) “Association Directors” means a Director who is an ex officio Director of the Corporation by virtue of the position the Director holds at an Association, as set out in an Association Agreement;
- (e) “Associations” means all of the following associations, and “Association” refers to one of them and shall mean:
 - Council of Directors of Education (CODE);
 - Ontario Association of School Business Officials (OASBO);
 - Ontario Catholic Supervisory Officers’ Association (OCSOA);
 - Ontario Catholic School Business Officials (OCSBOA);
 - Ontario Public Supervisory Officers Association (OPSOA); and
 - L’Association des gestionnaires de l’éducation franco-ontarienne (L’AGÉFO);
- (f) “Association Member” means an individual who belongs to one of the Associations and, for the avoidance of doubt, an Association Member is not

considered member of the Corporation under the Act unless such Association Member is also a Voting Member;

- (g) “Board” or “Board of Directors” means the Board of Directors of the Corporation;
- (h) “By-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (i) “Conflict of Interest” with respect to a Director or Officer of the Corporation, means the Director or Officer:
 - is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation;
- (j) “Corporation” or “ECAB” or “CAEAS” or “CAEAS-ECAB” means the Conseil des associations en education pour les avantages sociaux –Education Council of Associations for Benefits;
- (k) “Director” means an individual occupying a position as a director of the Corporation;
- (l) “ELHT” means the employee life and health trust being established for all eligible non-union employees on April 1, 2018;
- (m) “Executive Committee” means the committee established pursuant to Articles 2.08 and 5.01;
- (n) “NANU Member” means a person who is employed by a school board in Ontario who is not represented by a trade union and does not belong to an Association and has the rights set out in Article 9.02 and, for the avoidance of doubt, a NANU Member is not considered member of the Corporation under the Act unless such NANU Member is also a Voting Member;
- (o) “Officer” shall have the meaning ascribed in Article 5;
- (p) “special resolution” means a resolution of the Corporation that is submitted to a special meeting of the Voting Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Voting Member entitled to vote at a meeting of the Voting Members or the Voting Member’s attorney;
- (q) “The Ontario Non-Union Trust” or “ONE-T” means a benefits trust established with the sole objective of providing meaningful life, health and

dental benefits to non- union employees in the Ontario education sector;
and

- (r) “Voting Member” means each Association Member or NANU Member that has been accepted as a voting member of the Corporation as set out in Article 9.02.

1.02 Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms which are contained in the By-laws of the Corporation and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular meaning only shall include the plural and vice versa; and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (d) the Corporation is established primarily for the purpose of:
 - (i) collaborating with the Principals and Vice Principals Associations, the Trustees’/School Board Associations and the Ministry of Education in the establishment of an Employee Life and Health Trust (ELHT) in accordance with the provisions of the labour collective agreements ratified in 2015 at the nine central bargaining tables established under the School Boards Collective Bargaining Act, 2014 which have resulted in a memorandum of settlement dated April 18, 2016 between certain Trustees’/School Board Associations and Principals’ and Vice Principals’ Associations and the Crown.
 - (ii) representing eligible non-union employees (except Principals and Vice Principals, the Trustees’/School Board Associations and the Ministry of Education) in the formation of the ELHT, the transition of pre-February 1, 2017 benefits to the ELHT and the ongoing sponsorship of the ELHT, including but not limited to:
 - 1. receiving start-up funding for the ELHT directly or through an entity acceptable to the Corporation, and directing such an entity in regard to the use and application of the start-up funding;

2. selecting and procuring a benefits consultant, a shared service provider, and an insurance carrier;
 3. designing and recommending benefit plans to the non-union Trustees;
 4. communicating to eligible non-union employees (except Principals and Vice Principals, the Trustees'/School Board Associations and the Ministry of Education) regarding their benefits and the establishment of the ELHT; and,
 5. participating in other activities required for establishing the ELHT.
- (iii) recruiting, appointing and developing succession plans for CAEAS-ECAB Trustees to the ELHT;
- (iv) Representing the ongoing interests of eligible non-union employees (except Principals and Vice Principals, the Trustees'/School Board Associations and the Ministry of Education) in the ELHT. This includes:
1. receiving and reviewing periodic reports from the ELHT;
 2. providing any ongoing input required with respect to the benefits consultant, shared service provider, insurance carrier or other service provider;
 3. participating in discussions and negotiations regarding the funding of the ELHT;
 4. participating in discussions and negotiations regarding any changes to benefits provided by the ELHT;
 5. communicating to eligible non-union employees (except Principals and Vice Principals, the Trustees'/School Board Associations and the Ministry of Education) for all representative purposes; and
 6. doing all other things related to the Corporation's sponsorship of the ELHT.
- (e) this By-law and all other constating documents may be translated into French in the event of any inconsistency in the versions, the English shall prevail.

1.03 Registered Office

The registered office of the Corporation shall be located at 320 Bloomington Road West, Aurora, ON L4G 0M1. This location is subject to change by special

resolution of the Board of Directors of the Corporation; however the head office must remain situate in Ontario.

1.04 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Directors or Officers. Notwithstanding any provisions to the contrary contained in these By-laws, the Board may from time to time, by resolution direct the manner in which, and the person or persons by whom, any particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.06 Financial Year End

The financial year end of the Corporation shall be August 31st in each year.

2. DIRECTORS

2.01 Duties and Number

Until changed in accordance with the Act, the affairs of the Corporation shall be managed by a Board of Directors comprised of twelve (12) individuals. The Board of Directors shall be elected as set out in Articles 2.05 and 2.06 herein.

2.02 Qualifications

No person shall serve as a Director if they are:

- (a) not a Voting Member of the Corporation;
- (b) not at least eighteen (18) years of age;
- (c) a person who has been found under the *Substitute Decisions Act* or under the *Mental Health Act* to be incapable of managing property;
- (d) a person who has been found to be incapable by any court in Canada or elsewhere; or
- (e) a person who has the status of bankrupt.

2.03 Term of Office of Directors

Directors shall be elected for a term of three (3) years and will cease to hold office at the close of the annual meeting of the Voting Members in the third year after their election.

A Voting Member who has served two consecutive terms as a Director shall not be eligible to serve again as a Director before the passing of at least three (3) years.

2.04 Board Composition

The Board will be comprised of:

- (a) six (6) Association Directors, with each Association providing written notice to the Corporation specifying the name of the individual that will serve as the Association Director for such Association from time to time; and
- (b) six (6) Directors who will be elected to the Board of Directors from among the NANU Members, subject to ensuring such elected NANU Members satisfy the following characteristic at the time of election:
 - two (2) elected Directors shall be employed by an English Catholic Board;
 - two (2) elected Directors shall be employed by an English Public Board;
 - one (1) elected Director shall be employed by a French Catholic Board; and
 - one (1) elected Director shall be employed by a French Public Board.

2.05 Director Eligibility Criteria

The office of a Director shall automatically be vacated:

- (a) ceases to satisfy the eligibility criteria in Article 2.02;
- (b) if the Director by notice in writing to the Corporation resigns office which resignation shall be effective at the time notice is provided to the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (c) if at a special meeting of Voting Members, the Voting Members pass special resolution removing the Director before the expiration of the Director's term of office;
- (d) if the Director dies; or

- (e) in the case of a NANU Member Director, if the Director fails to satisfy the characteristic prescribed by Article 2.03(b) herein that the Director satisfied when elected as a Director.

2.06 Director Vacancies

- (a) Subject to the Act, nominations for a vacant Director position arising at the completion of any NANU Member Director's three year term shall be made by any two Voting Members by submitting the nomination in writing to the President at least 30 days in advance of the annual meeting at which the election of Directors is to be held.
- (b) The nomination shall contain the signature of two Members of the Corporation in good standing and a signed acceptance of the nomination by the nominee. Upon an Association Director vacating the Board, the Association the vacating Association Director represented will provide notice to the Corporation of the new individual who will become the replacement Association Director to fill such vacancy.
- (c) So long as the number of Directors in office is equal to or in excess of a quorum of the Directors, the Directors may fill a vacancy among the elected NANU Member Directors and a Director so appointed shall hold office for the remainder of the unexpired portion of the term of the vacating Director, after which time, the individual shall be eligible to be elected as a NANU Member Director. If the number of Directors in office is less than a quorum of the Directors or if there has been a failure to elect the such number of Directors to satisfy the number of Directors required pursuant to Article 2.01, the Directors in office shall, without delay, call a Special Meeting to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Voting Member who is entitled to vote.

2.07 Executive Committee

The Executive Committee appointed in accordance with Article 5.01 herein shall be responsible for the day to day administration of the Corporation. The Executive Committee shall act within the terms of the policies adopted by the Corporation and within the budget for the Corporation approved by the Board of Directors.

In addition, the Board of Directors may delegate to the Executive Committee any of the powers of the Board of Directors, subject to the restrictions, if any, contained in the By-laws, the Act, and any resolution of the Board of Directors. The Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or appeal rules or procedures in this regard, provided, however, that if the Executive Committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. Subject to the Act, except to the extent otherwise determined by the Board of Directors or, failing such determination as determined by the Executive Committee, the provisions in this By-law respecting meetings of the Board of Directors, shall apply, with necessary modifications to the Executive

Committee. Any Executive Committee member may be removed by resolution of the Board of Directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty, subject to Article 2.09.

2.08 Other Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. The Board will approve the terms of reference for each committee. Any such committee may formulate its own rules of procedure, subject to the committee's terms of reference or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

2.09 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided however that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties; provided that the amount of any such reimbursement is: (i) considered reasonable by the Board; (ii) in accordance with an expense reimbursement policy approved by the Board; and (iii) in compliance with the Conflict of Interest provisions of the Act.

2.10 Responsibilities of the Board

Each Director will, without limitation:

- (a) attend Board meetings, regular and special meetings of the membership;
- (b) review agenda and supporting documents prior to Board and committee meetings;
- (c) act honestly and in good faith with a view to the best interests of the Corporation;
- (d) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (e) take an active role on the Board through participation in committee work;
- (f) comply with the financial policies of the Board;
- (g) review and vote on the approval of the Corporation's budget;
- (h) promote the Corporation's membership and its services;

- (i) comply with this By-Law, the Act and any other policies established by the Corporation from time to time, including with respect to any Conflict of Interest;
- (j) assist in developing and maintaining positive relations among the Board, committees, staff members and the community to enhance the Corporation's mission and purposes as provided in Article 1.02(d) herein;
- (k) ensure that the Corporation maintains appropriate statements and records and, where appropriate, ensures that notice is provided for the purpose of making the membership aware that certain statements and records are available for inspection; and
- (l) appoint and oversee the officers of the Corporation.

3. MEETINGS OF THE DIRECTORS

3.01 Place of Meeting

Meetings of the Board of Directors may be held either at the head office or at any place within Ontario determined by the Chair from time to time.

3.02 Calling of Meetings of Board of Directors

Meetings of the Board may be called by the President or Vice-President of the Board or any two (2) Directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any Director.

3.03 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than ten (10) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

The Secretary shall, when directed or authorized by the President or Vice-President of the Corporation or by any two (2) Directors, convene a meeting of Directors. Notice of any such meeting shall be in writing and served not less than ten (10) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a Director may in any manner and at any time waive notice of a meeting of Directors and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of Directors may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of

objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meeting.

Notice of meetings of the Directors shall state the day, hour and place of the meeting and the general nature of the business being transacted and shall be sent either personally or by sending such notice to each Director through the mail in the form of a letter or e-mail to the last number or address that appears on the member list of the Corporation, or if no address be given therein, to the last address of such Director known to the Secretary of the Corporation.

If the first meeting of the Board of Directors following the election of Directors by Voting Members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting provided that a quorum of the Directors is present.

If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.04 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.

3.05 Adjournment

Any meeting of Directors may be adjourned from time to time by the President or Vice- President, with the consent of those in attendance at the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.06 Regular Meetings of the Board of Directors

The President shall be the chair of any meeting of the Board. If the President is not present within 15 minutes from the time fixed for holding the meeting, the Vice President shall chair the meeting and if the Vice-President is not present, the Board

shall choose a Director to chair the meeting. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

3.07 Quorum

The number of Directors which shall form a quorum for the transaction of business shall be the majority of elected Directors. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board.

3.08 Votes to Govern at Meetings of the Board of Directors

Each Director is authorized to exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

3.09 Telephone/Electronic Participation

A meeting of Directors may be held by means of such telephonic, electronic or other communication facilities as will permit all persons attending the meeting to be able to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.

4. POWERS OF DIRECTORS

4.01 Administer Affairs

The Board of 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 Articles or otherwise authorized to exercise and do.

4.02 Expenditure

The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution, to the Executive Committee or to an Officer or Officers of the Corporation, the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation, subject to Article 2.09.

The Board of Directors may enter into an agreement with OASBO under which OASBO or another entity acceptable to the Corporation and may receive start-up funds for the establishment of the ELHT on behalf of the Corporation from the

Province of Ontario or any other source acceptable to the Corporation. Such an agreement shall include terms governing the disbursement of the funds.

4.03 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

4.04 Fees and Fund Raising

The establishment of or changes to the membership fees and dues and any special assessments must be approved by an ordinary resolution of the Board of Directors.

4.05 Agents and Employees

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

4.06 Remuneration of Agents and Employees

The remuneration of agents, employees and committee members shall, subject to the other provisions of this By-law, be determined by the Board of Directors.

4.07 Annual Financial Statements

The Corporation shall make available to the Voting Members a copy of the annual financial statements at the Annual Meeting; and the Corporation will publish the Corporation's audited financial statements on the Corporation's website to ensure they are available to all Association Members and NANU Members.

4.08 Borrowing

The Directors may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;
- (c) delegate the powers under this clause to any Officer or Officers of the Corporation that the Board considers appropriate.

From time to time by ordinary resolution, the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

5. OFFICERS

5.01 Appointment of Officers

The Board of Directors shall annually appoint immediately following the election of the Directors a President (who shall also act as Chair of the Corporation), a Vice-President and, a Secretary, a Treasurer (or a Secretary and a Treasurer) from among themselves who shall constitute the Executive Committee of the Board of Directors. The Board of Directors may also from time to time appoint an Executive Director who may or may not be an employee of the Corporation. If deemed advisable, the Board of Directors may appoint one or more additional Directors to the Executive Committee. Only Directors may be appointed to the office of President, Vice-President Secretary or Treasurer and they must remain Directors and Voting Members of the Corporation in order to hold such office. No Director shall hold more than one such office at any one time (other than a Secretary and Treasurer, if applicable). If the Board of Directors determines it is appropriate to do so, the Board of Directors may also appoint a Past-President. The Board of Directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

5.02 Vacancies

Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

- (a) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that Officer ceasing to be a Director or Voting Member if such is a necessary qualification of appointment;
- (d) that Officer's removal pursuant to Article 5.04 herein;
- (e) that Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors by resolution may appoint an eligible person to fill such vacancy.

5.03 Remuneration of Officers

The Directors may fix the remuneration of the Officers of the Corporation, provided however those Officers who are also Directors are not entitled to receive remuneration by reason of holding their office. Notwithstanding this, Officers are entitled to be reimbursed from the Corporation for reasonable expenses incurred in carrying out his or her duties as an Officer of the Corporation.

5.04 Removal of Officers

All Officers, in the absence of agreement of the contrary, shall be subject to removal by ordinary resolution of the Board of Directors at any time, with or without cause.

5.05 Duties of Officers may be Delegated

In case of the absence or inability to act of any Officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

5.06 Description of Offices

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall have and perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned to them by the Board of Directors. The Board of Directors may at its discretion, assign two Directors to fill the positions of Secretary and Treasurer or appoint both offices to one Director. The current offices of the Corporation and the duties of such offices include:

- (a) President / Chair –The President shall be responsible for the overall supervision and administration of the Corporation and shall also act as the Corporation's Chair. The President shall chair all meetings of the Board of Directors and meetings of Voting Members, prepare the agenda for meetings of the Board and of the Executive Committee in consultation with the Secretary and ensure that policies and directives of the Board are implemented. The President will be elected for a term not to exceed three (3) years.
- (b) Vice-President of the Board – The Vice-President shall be vested with all powers and shall perform all duties of the President in the absence or inability or refusal to act of the President.
- (c) Secretary–The Secretary shall give or cause to be given notices for all meetings of the Board of Directors or the Executive Committee, and Voting

Members when directed to do so and have charge of the corporate seal (if any) of the Corporation, the minute books of the Corporation and of the documents and registers referred to in the Act. The Secretary shall also be responsible for circulating minutes, agendas for Board of Director and Executive Committee meetings, communication with membership, and maintaining membership information.

- (d) **Treasurer** - The Treasurer shall, subject to the provisions of any resolution of the Board of Directors, have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records, to report to the Board of Directors and Executive Committee on finances as requested by the Board or Executive Committee, and to present the financial report to the Annual Meeting of the Corporation. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board of Directors in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.
- (e) **Executive Director** - The Executive Director will report to the CAEAS-ECAB Board of Directors in ensuring that the Association Members and NANU Members' interests are represented. Responsibilities include, but are not limited to:
 - 1. Liaising with the Board of Trustees, the Board of Directors and membership regarding the benefit plan design, and communicating recommendations on all plan administration to the Trustees;
 - 2. Facilitating outreach and regular communication with the Board and membership;
 - 3. Promoting understanding and effective utilization of benefits;
 - 4. Planning and coordinating the Voting Members' Annual Meeting;
 - 5. Planning and coordinating a minimum of four Board meetings per year;
 - 6. Providing yearly audited financial statements;
 - 7. Ensuring that all requirements specified in the Trust and Participation Agreements are met, including Trustee nominations and/or renewals;
 - 8. Monitoring the ongoing performance of ONE-T/FENSÉO;

9. Other related duties as required.

- (f) Past-President – The Past-President, if one is appointed, shall be an individual who has previously served as the President of the Corporation. The Past-President need not be a Director during their term as an Officer. The Past-President shall be entitled to attend meetings of the Board and the Voting Members to act in an advisory role to the Corporation and shall have such duties and powers as the Board may specify from time to time.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

6. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

6.01 For the Protection of Directors and Officers

Every Director and Officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's own willful neglect or default. Nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act, the Articles and this By-Law or from liability for any breach thereof.

7. INDEMNITIES TO DIRECTORS AND OTHERS

7.01 Indemnities to Directors and Others

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it 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 whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof.

The Corporation shall not indemnify an individual under this Article 7.01 unless they (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which they acted as a Director or Officer or in a similar capacity at the Corporation's request, and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The Corporation may purchase errors and omissions insurance or any other insurance they may see fit in order to provide the Directors with indemnity from liability.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires, including any person employed under Article 4.06 herein. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

8. INTERESTED DIRECTOR CONTRACTS

8.01 Conflicts of Interest

A Director who has a Conflict of Interest shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

There is no conflict, however, if a Director or Association Member of NANU Member or family members of a Director or Association Member or NANU Member is entitled to receive benefits from the ELHT.

8.02 Submission of Contracts or Transactions for Voting Member Approval

The Board of Directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the Voting Members or at any meeting of the Voting Members called for the purpose of considering the same and, subject to the provisions of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different

or additional requirement is imposed by the Act or by the Articles) shall be as valid and as binding upon the Corporation and upon all the Voting Members as though it had been approved, ratified or confirmed by every Voting Member of the Corporation.

9. VOTING MEMBERS

9.01 Voting Membership Eligibility

In order to be eligible to be a Voting Member, a person must:

- (a) be an individual who is at least eighteen years of age;
- (b) be an Association Member or a NANU Member;
- (c) be management or non-union employee working for an Ontario School Board (excluding Principals and Vice-Principals); and
- (d) be entitled to participate in the ELHT.

9.02 Application for Voting Membership

In order to become a Voting Member, a person eligible for voting membership in accordance with Article 9.01 must submit an application to become a Voting Member to the Corporation and be accepted into membership on an annual basis through the process established by the Board from time to time. Voting Membership shall automatically expire upon the Corporation concluding its annual Voting Membership application process in the subsequent year. Notwithstanding that the Corporation may invite the Association Members and NANU Members to become Voting Members of the Corporation on an annual basis, any Association Member or NANU Member may apply to become a Voting Member of the Corporation at any time throughout the year.

9.03 Voting Membership Rights

Each Voting Member shall be entitled to receive notice of, attend and vote at all meetings of the Voting Members of the Corporation, and each Voting Member shall be entitled to one vote at such meetings.

9.04 Termination of Voting Membership

Voting membership in the Corporation is not transferable and lapses or ceases to exist when:

- (a) the Voting Member dies or resigns;
- (b) the Voting Member ceases to satisfy the eligibility criteria set out in Article 9.01;

- (c) the Voting Member's term of voting membership expires; or
- (d) at a special meeting Voting Members, a resolution is passed to remove the Voting Member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the Voting Member in question shall be granted the opportunity to be heard at such meeting in accordance with any requirements set out in the Act.

10. VOTING MEMBERS' MEETINGS

10.01 Annual Meeting

Subject to compliance with the Act, the Annual Meeting of the Voting Members shall be held on such day in each year and at such time as the Directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located for the purpose of:

- (a) Considering and approving the minutes of the previous annual meeting and any special meeting of the Voting Members that may have been held since the last annual meeting;
- (b) Electing Directors to fill any vacancies on the Board;
- (c) Appointing the auditors for the next fiscal year; and
- (d) Transacting any other business properly brought before the meeting.

10.02 Other Meetings

The Board of Directors shall call a special meeting of Voting Members in accordance with the Act, on written requisition of Voting Members carrying not less than one-tenth of the Voting Members of the Corporation. The requisition, which may consist of several documents of similar form each signed by one or more Voting Members, must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the Corporation. If the Board determines that it is not required to call a special meeting of Voting Members on receiving a requisition in accordance with the Act, the Board will provide requisitioning Voting Members written notice of its determination not to call a meeting within twenty-one (21) days of the deposit of the requisition. If the Board does not provide such notice or call a meeting within twenty-one (21) days of receiving the requisition, any Voting Member who signed the requisition may call the meeting. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

10.03 Notice of Voting Members Meeting

Notice of the time and place of a meeting of Voting Members shall be given to each Voting Member entitled to vote at the meeting by the following means:

- (a) mail, courier, or personal delivery to each Voting Member entitled to vote at the meeting, during a period of not less than ten (10) and not more than fifty (50) days before the day on which the meeting is to be held; or
- (b) telephonic, electronic, or other communication facility to each Voting Member entitled to vote at the meeting, during a period of not less than ten (10) and not more than fifty (50) days before the day on which the meeting is to be held.

Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the Voting Member to form a reasoned judgment on the special business and include the text of any special resolution or By-law to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to Voting Members shall be in writing. Notice of any meeting need not be given to any Voting Member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the Voting Member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is unlawfully called. Any Voting Member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

10.04 Waiver of Notice

A Voting Member and any other person entitled to attend a meeting of Voting Members may in any manner waive notice of a meeting of Voting Members and attendance of any such person at a meeting of Voting Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10.05 Quorum

A quorum at any meeting of the Voting Members (unless a greater number of Voting Members are required to be present by the Act) shall be seven (7) of the Voting Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Voting Members, the Voting Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

10.06 Chairperson of Meeting

The President shall act as the chair of each meeting of Voting Members. In the event that the one or both the President or Vice-President are missing at a meeting of Voting Members, the persons who are present and entitled to vote shall choose another Director to act as the chairperson of the meeting and if no Director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

10.07 Adjournment

The chairperson of any meeting may with the consent of the meeting attendees adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to Voting Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

10.08 Voting of Members

Unless otherwise required by law, the election of Directors need not be by written ballot and shall be by show of hands unless a ballot is demanded by a Voting Member entitled to vote at the meeting before or after any vote by show of hands, and shall be decided by a plurality of the votes cast at a meeting of the Voting Members by the Voting Members entitled to vote in such election. Every other question submitted to any meeting of Voting Members shall be decided in the first instance on a show of hands by a majority of votes, unless otherwise specifically provided that such matter shall be determined by special resolution by the Act or by these By-laws. At any meeting unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a special resolution or lost or not carried by a special resolution shall be conclusive evidence of the fact. A poll may be demanded either before or after any vote by show of hands by a person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

10.09 Participation by Electronic Means at Voting Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that enables all persons entitled to attend the meeting to reasonably participate, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of Voting Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

10.10 Place of Voting Members Meeting

Subject to the Act, meetings of the Voting Members may be held at any place within Ontario determined by the Board or, if all of the Voting Members entitled to

vote at such meeting so agree, a place outside of Ontario at the place agreed to by all Voting Members.

10.11 Persons Entitled to be Present at Voting Members' Meetings

The only persons entitled to be present at a meeting of Voting Members shall be those entitled to vote at the meeting the Past-President (if applicable), the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Voting Members.

10.12 Voting Membership Dues

The School Boards and participating employers shall be notified in writing of the membership dues at any time payable by them on behalf of their Association Member and NANU Member employees and the time period in which such dues are payable.

11. NOTICES

11.01 Method of Giving Any Notice

Any notice (which term includes any communication or document), to be given (which term includes sent, delivered or served) pursuant to the Act, Articles, the By-laws or otherwise to a Voting Member, Director, Officer or voting member of a committee of the Board or to the auditor of the Corporation shall be delivered personally or sent by prepaid mail or electronic mail to any such Voting Member, Director, Officer or voting member of a committee of the Board or to the auditor of the Corporation at his latest address shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Voting Member, Director, Officer or member of a Committee of the Board or auditor known to the Secretary; provided that such notice may be waived at any time with the consent in writing of the person entitled thereto.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Voting Member, Director, Officer, auditor of the Corporation or voting member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written, printed or partly written.

11.02 Signature of Notice

The signature of any Director or Officer of the Corporation to any notice or document to be given under the By-laws or Articles of the Corporation may be written, stamped, typewritten, printed or partly written.

11.03 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the Articles, By-laws, or the Act, the day of service or posting of the notice shall not, unless it is otherwise provided be counted in such number of days or other period.

11.04 Proof of Service

A certificate of any Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Voting Member, Director, Officer or auditor of the Corporation or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Voting Member, Director, Officer or auditor of the Corporation as the case may be.

12. AUDITORS

12.01 Auditors

The Voting Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation. The auditor shall hold office until the next following annual meeting; provided, however, that the Directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor appointed by the Voting Members shall be fixed by the Voting Members and the remuneration of auditor is not so fixed, it shall be fixed by the Directors. The Voting Members may by special resolution, remove any auditor before the expiration of the auditor's term of office and any such vacancy shall be filled in accordance with the requirements of the Act.

13. DISPUTE RESOLUTION MECHANISM

13.01 Dispute Resolution Mechanism

In the event that a dispute or controversy among Voting Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Voting Members, Directors, Officers, voting member of a committee of the Board, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or

controversy shall be settled by a single arbitrator in accordance with the provincial or territorial legislation governing domestic arbitrations in force in Ontario or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

14. BY-LAWS

14.01 Amendments and Repeals

Subject to the Articles, the Board of Directors may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Voting Members where it may be confirmed, rejected or amended by the Voting Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Voting Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Voting Members at the next meeting of Voting Members or if it is rejected by the Voting Members at the meeting.

This section does not apply to a By-law that requires a special resolution of the Voting Members in accordance with the Act and such By-law amendments or repeals will only be effective when approved by the Voting Members by special resolution.

14.02 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

14.03 Rules of Order

Except where the By-laws state otherwise, the CAEAS-ECAB shall be governed in all procedural matters by Roberts Rules of Order, Newly Revised, by General Henry M. Robert, Scott Foresman, A Division of Harper Collins Publishers, 1990, 11th Edition, or later editions, or any other set of rules as determined by the chair of the applicable meeting.

Enacted by the Board the _day of _____, 2024 and confirmed and passed
by the Voting Members in accordance with the Act on the _____day of
_____, 2024.

SECRETARY