



# Fondation Pearson Pour l'Éducation Pearson Educational Foundation

## **General Bylaw 2016-1. to replace**

Bylaw 2007-1.1. with Amendment to Article 31.2. Adopted October 28, 2015 (replacing Bylaw 2007-1. Adopted October 18, 2007 )

(replacing Bylaw 2001-1. Adopted February 15, 2001) (replacing Bylaw 1986-1. Adopted July 10, 1986)

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## **DEFINITIONS**

In this document “Foundation” shall refer to “Pearson Educational Foundation”.

“Members” shall refer to duly qualified members of the Pearson Educational Foundation listed in accordance with section 223 of the Companies Act (Chapter C-38).

“Directors” shall refer to the members of the Board of Directors of the Pearson Educational Foundation. The “Fiscal year” shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of the following year.

## **PURPOSE AND HEAD OFFICE**

1. The purpose of the Foundation is to support the students, classrooms and schools/centres of the Lester B. Pearson School Board, assisting the school board in fulfilling the common goal that each student shall attain his/her full potential.
2. The head office and principal place of business of the Foundation shall be established at 1925 Brookdale Ave., Dorval, Quebec, H9P 2Y7.

## **MEMBERSHIP**

3. Members of the Foundation shall consist of any persons who shares the desire to support public education to meet the needs of today’s learners in the communities served by the Lester B. Pearson School Board (hereinafter referred to as the LBPSB), and falling under one the categories listed below:
  - 3.1 Regular Members : Any person interested in becoming a member shall agree in writing and be added to the list of members of the Foundation.

3.1.1 Regular members right to vote: Regular members are entitled to vote at the Annual General Meeting (AGM) of members as well as at any Special General Meeting of members.

3.2 Honorary Life Members: Every year, the Board of Directors may recommend, as an Honorary Life Member of the Foundation, any person who has helped the Foundation reach its goals, through his/her actions, work or donation. To proceed with such nominations, suggestions must be received in writing by mail or email by the Foundation's President or Secretary in the sixty days immediately following the end of the Foundation's fiscal year. On recommendation from the Board of Directors, the nominations will be presented to the membership at the Annual General Meeting for ratification.

3.2.1 Honorary Life members right to vote: Honorary Life members are entitled to vote at the Annual General Assembly of members as well as at any Special General Meeting of members. If invited to do so, they may attend regular meetings of the Board of Directors, but not vote at such meetings.

3.3 Associate-Group Members: membership shall be granted to 1 representative of each association or entity listed below:

- The Council of Commissioners of the LBPSB
- Pearson Association of School Administrators (PASA)
- Pearson Teachers Union (PTU)
- LBPSB Parents' Committee (PC)
- LBPSB Central Students' Committee (CSC)
- Pearson Association of Board Administrators (PABA)
- Pearson Association of Professionals (PEP)
- Independent Association of Support Staff (IASS)
- LBPSB Local 800

3.3.1 Associate-group members right to vote: Associate-group members representatives will not be granted the right to vote at any meeting of the Foundation.

3.3.2 Associate-group members will be granted the right to attend Board of Directors meetings. Intention to serve in this manner shall be indicated to the President or Secretary of the Foundation in writing, by mail or email, and shall be accepted at the subsequent meeting of the Board of Directors, prior to the member attending. Non-voting members shall receive all documentation pertinent to the meeting, and shall be allowed to engage in all discussions during the meeting, but shall not affect quorum nor be entitled to vote.

4. Membership fees: Regular Members will be required to pay a membership fee of \$5.00 annually. In order to remain a member in good standing, such fee can be paid at any time during the year or at the latest before the start of the AGM.

Honorary Life Members and Associate-Group Members will not be required to pay membership fees annually.

5. Withdrawal: Any member may withdraw from the Foundation by delivering a written resignation, by mail or email sent to the President or the Secretary. The resignation will be received as correspondence and minuted at the subsequent meeting of the Board of Directors.

### **MEETINGS OF MEMBERS**

6. The Annual General Meeting of the members of the Foundation shall be held on such day as fixed annually by resolution of the Board of Directors, upon the call of the President or Vice-President, and upon twenty-one (21) days' notice in writing to each member of the Foundation, mailed or emailed to his/her last known address, in order to:

- receive the annual report of the Directors, the balance sheet, the statement of income and expenditures and the report of the accountant, auditor or auditors of the Foundation;
- elect Directors ;
- appoint an accountant, auditor or auditors for the ensuing year;
- adopt any proposed modifications to the bylaws; and,
- if appropriate, transact the general business of the Foundation.

6.1 Date: The Annual General Meeting shall be held each year between July 1<sup>st</sup> and December 31.

7. Special General Meetings of the members of the Foundation may be held at any time upon the call of the President or Vice-President, or at the request of the majority of the Board of Directors, or upon the written request of not less than one-tenth of the members duly recorded on the list of members of the Foundation, addressed to the Board of Directors.

7.1 Notice of such meetings shall be given to the members on the list of members of the Foundation in the same manner as herein provided for that of the Annual General Meeting, which notice shall specify the nature of the business to be transacted thereat.

8. Meetings of members, both Annual and Special meetings of members may be held without previous notice if all the members on the list of members of the Foundation are present or if all said members sign a written waiver of notice of the time, place and purpose of such meetings.

9. Quorum: At any meeting of the members, both Annual and Special, a majority of the voting members present including a majority of Directors, shall constitute the quorum for the transaction of business.

10. Voting shall be by a show of hands except on the occasion of election of the Board of Directors as per clause 11.2. Voting by proxy is not permitted.

## **BOARD OF DIRECTORS**

11. **Directors**: The affairs of the Foundation shall be managed by a Board of Directors consisting of nine (9) members listed as duly qualified members of the Foundation, who are dedicated to the mission of the Foundation and who are elected for a one year term at the Annual General Meeting of the Foundation or at any Special General Meeting called for such purpose. The number of Directors can be modified in accordance with the provisions of By-law 2016-2 to establish the number of Directors.

11.1 Directors may not be employees of the LBPSB, have a contract with the LBPSB to provide supplies or services, nor be members of the Council of Commissioners of the LBPSB.

11.2 If the number of nominees exceeds the number of places, there will be an election by secret ballot, and each member with voting rights shall vote for a full slate of Directors. The members of the Foundation with voting rights shall appoint a President of Elections, to be in office until the end of the AGM.

11.2.1 The President of Elections shall appoint two scrutineers, from among the members of the foundation who are not standing for election to the Board of Directors. The duties of the scrutineers shall be distributing and collecting the ballots, compiling the results and communicating the result of the vote to the President of Elections.

11.2.2 Each voting member will be provided with a ballot to vote, which shall be remitted to the scrutineers. The nominees with the greatest number of votes shall be named to the Board of Directors. In the eventuality of a tie for the last position on the board, there will be a run-off vote.

11.2.3 The President of Elections shall call for a motion for the destruction of the ballots.

12. **Guests**, who may or not be members of the Foundation, may be invited to attend and participate at one or several meetings of the Board of Directors, at the discretion of, and approval by, the Board of Directors.

13. **Fundraising**: Each Director is responsible to support the fundraising efforts of the Foundation throughout the year, and in particular during its major annual fundraising campaign. Directors must participate or volunteer, or at least donate a monetary amount equivalent to participation, and encourage participation and donation by colleagues, friends, and community. Directors are expected to participate or volunteer in all PEF fundraisers, in those run by the school board to the benefit of PEF, and in those run by LBPSB and PEF partners.

14. **Powers and authority**: The Board of Directors shall have full power and authority to administer the business and affairs of the Foundation, and may from time to time appoint such committees and sub-committees from amongst the Directors or the members at large, at the board's discretion..

14.1 While members of sub-committees need not be Directors, the Chairman of every sub-committee must be a Director.

15. **Designated powers**: Without prejudice to the general powers above-mentioned and the powers

otherwise conferred by statute, by the Letters Patent of the Corporation and by other bylaws, it is hereby expressly provided that the Board of Directors shall have the following powers:

15.1. To purchase or otherwise acquire for the Corporation any property, rights, privileges, stocks, debentures or other securities which the Corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think appropriate.

15.2. To borrow money upon the credit of the Corporation, in accordance with and as defined in the Letters Patent:

15.2.1. To issue bonds or debentures and pledge or sell the same for such sums and at such prices as may be deemed expedient;

15.2.2. To hypothecate or mortgage the immovable property of the Corporation or pledge or otherwise affect the moveable property, or give all such guarantees, to secure the payment of loans made otherwise than by the issue of bonds or debentures, as well as the payment or performance of any other debt, contract or obligation of the Corporation;

15.3. At their discretion to pay for any property, rights, privileges, stocks, bonds, debentures or other securities acquired by the Corporation, either wholly or partly in money, stocks, bonds, debentures or other securities owned by the Corporation;

15.4. To sell, lease or otherwise dispose of any property, real or personal, assets, interest or effects of the Corporation for such price or consideration and generally on such terms and conditions as the Board of Directors may think fit;

15.5. To appoint any person or corporation to accept and hold in trust for the Corporation any property belonging to the Corporation or in which it is interested or for any other purpose, and to execute and do all such deed and things as may be requisited in relation to any such trust;

15.6. To authorize and to determine who shall, in the name and on behalf of the Corporation, draw, accept, make, endorse, sign or otherwise execute and deliver the bills of exchange, cheques, promissory notes, or other securities or undertakings for the payment of money.

15.7. The specific powers to borrow money on behalf of the Foundation, to hypothecate the property or to encumber the movable property of the Foundation can be modified in accordance with the provisions of By-law 2016-3 to delegate specific powers to the Directors.

16. Additional powers: In addition to the powers and authority these bylaws expressly confer upon them, the Board of Directors may exercise all such powers of the Foundation and do all such lawful acts and things as are not by statute or these bylaws required to be exercised or done by the members of the Foundation at General Meetings.
17. Vacancy: If the office of a member of the Board of Directors shall become vacant by reason of death, resignation, disqualification or otherwise, the remaining members of the board, by a majority vote, may elect or appoint a member of the Foundation to fill such vacancy for the balance of the term, until the next Annual General Meeting of the Foundation.

18. Officers: The Officers of the Foundation shall be the President, the Vice-President, the Secretary and the Treasurer, and such other Officers as the Board of Directors may determine.
- 18.1 Designation: The Officers of the Foundation shall be elected annually by the Board of Directors from among its members at its first meeting after the Annual General Meeting of the members of the Foundation.
19. Remuneration: Directors or members of the Foundation shall not receive any remuneration for their services, but, by resolution of the Board of Directors, expenses accrued to enable attendance may be allowed at any regular or special meeting of the Board of Directors.

### **MEETINGS OF THE BOARD OF DIRECTORS**

20. Convocation: Meetings of the Board of Directors may be called by order of the board or by the President or Vice-President of the Corporation on six (6) days' written notice to be delivered by mail or by email to each Director. This requirement may be waived if all the Directors are present or if all the Directors sign a written waiver of notice of the time and place of such meetings.
21. Frequency: The Board of Directors shall meet no less than six (6) times a year.
22. Quorum: A majority of Directors present shall constitute quorum at meetings of the Board of Directors.
- 22.1 Attendance at Board of Directors meetings by teleconference is permitted.. Directors will be counted towards quorum and will vote. Non-voting members will participate in the same way they would if they were present.
23. Voting: All resolutions of the Foundation shall be enacted or adopted at duly convened meetings of the Board of Directors.
- 23.1 A Director, having absented him/herself from the room, shall be considered to have left the meeting for the period, and does not figure in the quorum for the period of time that he/she is absent from the room.
- 23.2 . In case a Director declared a conflict of interest with regards to an item on the agenda, he/she should recuse him/herself from discussion and from voting on that item.
- 23.3 In the event of a tie vote, the President shall have a second vote, which may or not be the same as the first vote.
- 23.4 Unless a vote by secret ballot is requested (as per clause 23.5), voting shall be by a show of hands. The President shall declare the results. The number of votes in favour and against shall be noted in the minutes of the meeting in non-nominative fashion. Abstentions shall be noted nominatively.
- 23.5 If the President or a minimum of two Directors so request, the vote shall be taken by secret ballot.

23.5.1. The President shall appoint two scrutineers, who need not be members of the Foundation. The duties of the scrutineers shall be distributing and collecting the ballots, compiling the results and communicating the result of the vote to the President.

23.5.2. Each Director shall be remitted a ballot by the scrutineers.

23.5.3. The President shall call for a motion for the destruction of the ballots.

24. Procedure at Meetings of the Board of Directors: The President shall see that the meeting runs smoothly and respectfully, and his/her decision on such matters shall be decisive and binding on all members. He/she shall have the power to declare certain motions or discussions out of order and to dictate the procedure to be followed, subject to the Foundation by-laws.

24.1 Duration of meetings shall be ninety (90) minutes, with the possibility, by a majority vote, to add up to three (3) periods of ten (10) minutes each as necessary.

24.2. In the absence of specific commentary in these bylaws, Robert's Rules of Order 11th edition 2011 (2013 printing) shall be definitive.

25. Adjournment of the meeting shall be upon motion of one, and vote of a majority of Directors. Once quorum no longer exists, the remaining assembled members may choose to continue discussion of "information only agenda items" in a non-official capacity.

### **PRESIDENT AND VICE-PRESIDENT**

26. The President, and in his/her absence the Vice-President, shall preside at all meetings of the Foundation and also at all meetings of its Board of Directors and shall exercise a general supervision over the affairs of the Foundation. If both the President and Vice-President are absent at a meeting of the Foundation or of the Board of Directors, the persons present may elect one of the Directors present to preside over the meeting as Acting President. The Secretary shall preside over the meeting until such person is elected.

27. In the case of absence or inability to act of the President, the Vice-president shall assume all the obligations and authorities of the President.

28. If the President and the Vice-President decline to act, then the Secretary shall be authorized to convene a meeting of the Board of Directors to elect a new President and Vice-President.

29. The President and the Secretary shall sign all documents and other instruments requiring execution by the Foundation other than financial documents as per clause 32 unless otherwise ordered by resolution of the Board of Directors.

### **SECRETARY**

30. The Secretary shall:

- 30.1. Keep the minutes of the meetings of the Foundation in registers provided for that purpose;
- 30.2. See that all notices are duly given in accordance with the provisions of the by-laws of the Foundation or as required by law;
- 30.3. See that all books, reports, certificates and all other documents and records required by law are properly kept and filed;
- 30.4. Perform all duties incidental to the office of Secretary and such other duties as may be assigned to him/her by the Board of Directors.

### **TREASURER**

31. The Treasurer shall discharge his/her duties faithfully and may be required to give a bond for his/her faithful discharge in such sum and with such sureties as the Board of Directors shall determine.
32. The Treasurer shall:
  - 32.1. Have charge and custody of and be responsible for all funds, securities, books, vouchers and papers of the Foundation, except such as are under the control of the Secretary.
  - 32.2. Render a review of the conditions of the finances of the Corporation at the regular meeting of the Board of Directors preceding the annual meeting of members, and render such other reports audited or otherwise as the Board of Directors may require from time to time. A full audit may be requested at any time by a majority vote of the Board of Directors at a regular Board of Directors meeting.
  - 32.3. The President, the Treasurer shall sign all financial documents and other financial instruments requiring execution by the Foundation unless otherwise ordered by resolution of the Board of Directors.

### **EMPLOYEES of the CORPORATION**

33. Director of Operations: The Board of Directors may approve the contractual engagement of a Director of Operations to be remunerated an amount determined by the Board of Directors for a term to be determined by the Board of Directors, to carry out the following administrative duties of the Foundation:
  - 33.1. Maintain the files and documents of the Foundation as directed by the Secretary.
  - 33.2. Deposit all such funds and securities in the name of the Foundation in such bank, trust company or other depositories as may be elected by the Directors and as directed by the Treasurer.
  - 33.3. Submit to the Treasurer prior to each meeting of the Board of Directors, a cash statement



showing receipts and disbursements and such information requested by the Directors relative to the financial position of the Foundation.

- 33.4. Maintain records of all grants and projects approved by the Foundation and the funds disbursed to those grants and projects, and this, for a period of seven years from the end of the fiscal year in which the grant was made.
  - 33.5. Recommend disbursal of funds to acquit invoices received.
  - 33.6. Receive any amount of money paid to the Foundation and issue receipt according.
  - 33.7. In general, perform all duties incidental to the office of Director of Operations and such other duties as may be assigned to him/her from time to time by the Board of Directors.
34. Other employees: The Board of Directors may approve the contractual engagement of other personnel, to be remunerated an amount determined by the Board of Directors for a term to be determined by the Board of Directors.

#### **SIGNATURE AND CERTIFICATION OF DOCUMENTS**

35. Signatures of contracts, documents or any instruments in writing requiring the signature of a representative of the Foundation, shall be signed as per clauses 26, 29 and 32.3 and all contracts, documents and instrument in writing so signed shall be binding upon the Foundation without any further authorization or formality.
  - 35.1. Cheques shall be signed by any two (2) of the President, the Vice-President, the Treasurer and any other Director with authority delegated by resolution of the Board of Directors.
  - 35.2. The Directors shall have power from time to time by resolution to appoint an Officer or Officers to sign contracts, documents and instruments in writing on behalf of the Foundation.
36. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing, signed by the President and any one of the Vice-President, Secretary or Treasurer, by resolution of the Board of Directors

#### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

37. Indemnity: Every Director or Officer of the Foundation and his/her heirs, executors and administrators, estate and effect, respectively, shall from time to time and at all times, be indemnified and saved harmless against:
  - 37.1. All costs, charges and expenses which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of his/her office;
  - 37.2. All other costs, charges and expenses which he/she sustains or incurs in or about or in

relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

38. Insurance: The Foundation will maintain a valid insurance policy to cover any funds required as a result of the above.

### **FAILURE TO ACHIEVE QUORUM**

39. If quorum is not met at the time for which any meeting of members or Directors has been called, the meeting may, after the lapse of fifteen minutes from the time appointed for holding the meeting, be adjourned, by the members present, or by the Directors present, as the case may be, and shall be reconvened within or a period not exceeding one month.

### **ACCOUNTANT/AUDITOR**

40. At the Annual General Meeting of Members an accountant, auditor or auditors shall be appointed for the purpose of financial review or auditing and verifying the accounts of the Foundation. The accountant or auditor shall not be a Director or an Officer of the Foundation.

### **FINANCIAL YEAR**

41. The financial year-end of the Corporation shall be the last day of June of each year, unless fixed otherwise by the Board of Directors

### **MAKING, REPEALING, OR AMENDING BY-LAWS**

42. In addition to the present bylaw, the Board of Directors may from time to time make further bylaws for the regulation and management of the business and affairs of the Foundation and may repeal or amend such bylaws. Any modification to the present by-law shall only have force when adopted at the next Annual General Meeting of the Members of the Foundation.
43. By exception, the Board of Directors may convene a Special General Meeting of the Members of the Foundation to repeal or amend the present bylaw.

### **OPERATING PROCEDURES**

44. Activities of the Foundation will adhere to the objects for which the Foundation is incorporated and will be carried out as follows:
  - 44.1. The Foundation will accumulate and determine the priorities of a list of needs for materials and services of the Lester B. Pearson School Board. This ongoing phase will provide the basis for direct solicitation involving Corporations, Individuals, Government Agencies, other Foundations, etc.

- 44.2. The Foundation will manage charitable funds raised by the Lester B. Pearson School Board community. These funds may be directed to general revenues or designated to a particular project.
- 44.3. The Foundation shall satisfy requests according to the criteria established by the Board of Directors.
- 44.4. A project may be deemed extraordinary by approval of the Board of Directors.
- 44.5. Upon receipt of invoices for the goods and services purchased under the authority of the grants approved, the Foundation will acquit said invoices.
- 44.6. The Foundation will issue receipts for charitable donations received from eligible parties, including for donations in kind accompanied by appropriate certification of fair market value.

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