

Lycée Français de Toronto

By-laws of the Lycée Français de Toronto
Effective Date: February 22nd, 2024

(TRANSLATION)

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By-laws relating to the conduct of the affairs of the

Lycée Français de Toronto

The following provisions constitute the Lycée's By-laws and supersede the Lycée's By-law No. 1 dated November 27, 2019.

Article 1

DEFINITIONS AND INTERPRETATION

1.01 Definitions

Unless the context otherwise requires, in these By-laws:

- (a) **"Act"** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 including regulations made under the Act, and any Act or regulation that may replace it, as amended from time to time;
- (b) **"AEFE"** means the Agence pour l'Enseignement Français à l'Étranger (Agency for French Education Abroad);
- (c) **"Agreement with the AEFE"** means the agreement entered into between the Lycée and the AEFE, which may be amended from time to time;
- (d) **"Articles"** means the original or restated Articles of Incorporation, as well as Articles of Amendment, Articles of Amalgamation, Articles of Continuance, Articles of Reorganization, Articles of Arrangement, Articles of Revival and Articles of Dissolution of the Lycée;
- (e) **"Auditor"** means a partnership consisting of auditors or an incorporated auditor;
- (f) **"Board"** means the Board of Directors of the Lycée;
- (g) **"By-laws"** means these current By-laws of the Lycée and any amendments thereto;
- (h) **"Chairperson"** means the Chairperson of the Board;
- (i) **"Deputy Head of School"** means the person appointed by the AEFE, or failing that, appointed by the Board, in consultation with the Head of School, who assists the Head of School in all of his or her functions, including organizational and pedagogical functions; this person may be required to deputize for the Head of School;
- (j) **"Director"** means a member of the Board;
- (k) **"Director of Finance and Administration"** means the person who, under the authority of the Head of School, manages all administrative and financial activities of the Lycée;
- (l) **"Electronic signature"** means a marking or method of identification that has the following characteristics:

- (i) it is created or communicated by a Means of Telephone, Electronic or Digital Communication;
 - (ii) it is attached to or associated with a document or other information; and
 - (iii) it is brought or adopted by the person who wishes to associate himself with the document or other information, as the case may be.
- (m) **"Financial Regulations"** means the rules of the Lycée that prescribe the fees payable by a parent whose child is enrolled at the Lycée, including, without limitation, tuition fees, penalties and obligations;
 - (n) **"Fiscal Year"** means the annual period fixed by the Lycée for accounting purposes and which is more particularly described in paragraph 2.03(c) of these By-laws.
 - (o) **"Head of School"** means the person who is appointed by the AEFÉ, directs all the activities and operations of the Lycée in accordance with the Agreement with the AEFÉ, its mission letter, and the policies, procedures and directives of the Board insofar as these do not conflict with the Laws applicable to the Lycée; this person has authority over all the staff of the Lycée;
 - (p) **"Lycée"** means the Lycée Français de Toronto, which is a legal person without share capital to which the Act applies and is a registered charity with the Canada Revenue Agency;
 - (q) **"Meeting of Members"** means an annual meeting of Members or a special meeting of Members;
 - (r) **"Member"** means a member of the Lycée, including a Parent Member and a Staff Member;
 - (s) **"Officers"** means the officers described in section 8.01 of these By-laws;
 - (t) **"Ordinary Resolution"** means a resolution adopted by a majority of the votes cast;
 - (u) **"Outside Director"** means a member of the Board as described in section 5.01 b of these By-laws;
 - (v) **"Parent"** means a person who is a parent of a Student or a person who is recognized as the legal guardian or has legal custody of that Student;
 - (w) **"Parent Member"** has the meaning given to it in 3.01(a);
 - (x) **"Primary School Principal"** means the person who, under the authority of the Head of School, manages all the activities of the Lycée's primary school;
 - (y) **"Proxy"** means an authorization by which a Member appoints a Proxy holder to attend and act on his or her behalf at a Meeting of Members;

- (z) **"Proxy holder"** means an agent or any other person acting on behalf of another person under the authority assigned to him/her.
- (aa) **"Secretary"** means the Secretary of the Board;
- (bb) **"Special Matter"** means a special matter as defined in Section 4.03(d) of these By-laws;
- (cc) **"Special Resolution"** means a resolution that is passed by at least two-thirds (2/3) of the votes cast;
- (dd) **"Staff"** means a person employed by the Lycée or made available to the Lycée by the AEFÉ;
- (ee) **"Staff Member"** has the meaning given to it in Section 3.01(b);
- (ff) **"Student"** means a child who is duly enrolled at the Lycée;
- (gg) **"Teacher"** means an individual providing instruction at the Lycée who is paid either by the Lycée or by the AEFÉ;
- (hh) **"Telephone or Electronic Means of Communication"** means any means of communication that uses the telephone or any other electronic, digital or technological means to transmit information or data, such as a telephone call or message, facsimile, electronic mail, an automated touch-tone telephone system, a computer or a computer network;
- (ii) **"Treasurer "** means the Treasurer of the Board;
- (jj) **"Vice-Chair"** means the Vice-Chairperson of the Board.

1.02 Interpretation

In interpreting these By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) except as expressly defined in these By-laws, the words, terms and phrases contained in these By-laws shall have the meanings given to them in the Act;
- (b) words used in the singular include the plural and vice versa;
- (c) the masculine is used as a neutral gender for the sole purpose of lightening the text and refers to all genders;
- (d) "person" means an individual or corporation, partnership, trust, joint venture, or unincorporated association or organization;
- (e) a period expressed in days is deemed to begin on the day following the event that marks the beginning of the period and end at midnight on the last day of the period, unless the last day is a holiday, in which case the period ends at midnight on the next non-holiday;

- (f) the headings used in these By-laws are for reference purposes only and shall not be considered or taken into account in the interpretation of any term or provision of the By-laws, nor shall they be deemed to clarify, modify or explain in any way their effects;
- (g) Unless otherwise specifically specified, references to "in writing" or similar terms are communications by a Means of Telephone or Electronic Communication, and references to an "address" or similar terms are to be understood to be an e-mail address. The Lycée intends to use Means of Telephone or Electronic Communication as much as possible;
- (h) These By-laws shall be interpreted in such a manner as to comply with the provisions of the Agreement with the AEFÉ, provided, however, that the provisions of these By-laws or the Act, as the case may be, prevail in the event of any conflict or inconsistency with the provisions of the Agreement with the AEFÉ; The French version of these By-laws shall prevail in the event of any inconsistencies with this English translation.

Article 2

GENERAL

2.01 Registered Office

- (a) The Lycée maintains its permanent head office in the city of Toronto, Ontario.
- (b) The Directors may change the place of the head office, within the limits of the province specified in the Articles, in which case the Lycée shall send to Corporations Canada, in the form established by it, a notice of the place where the head office will be maintained.

2.02 Seal of the Lycée

The seal of the Lycée, if any, shall take such form as the Board authorizes and shall be kept at the head office of the Lycée.

2.03 Auditor, Fiscal Year, and Financial Statements

- (a) Members shall appoint an Auditor at each Annual Meeting of Members.
- (b) The Board shall determine the remuneration of the Auditor.
- (c) The Lycée Fiscal Year ends on August 31 of each year or on such other dates as may be determined by the Board.
- (d) The Lycée may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, notify the Members that the Annual Financial Statements and documents referred to in subsection 172(1) of the Act are available at the Lycée's head office or on its website and that any Member may, upon request, obtain a copy free of charge at the Lycée head office.

2.04 Signing documents

- (a) Deeds, transfers, assignments, contracts, obligations and other documents and instruments (the "**Documents**") to be executed by the Lycée may be signed by the signatories authorized by the Board.
- (b) The Board may also determine how and by whom documents or a particular document are to be signed.
- (c) Any person authorized to sign a document may affix the seal of the Lycée to it.

2.05 Banking

The Lycée's banking operations are carried on in a bank, trust company or other firm or corporation carrying on banking business in Canada or elsewhere and which the Board designates, appoints or authorizes by resolution. Banking operations shall be carried out, in whole or in part, by the Administrative and Financial Director or one or more Officers of the Lycée or by other persons whom the Board designates, mandates or authorizes for this purpose by resolution, provided that such transactions are approved by the Treasurer or the Chairperson.

2.06 Dissolution

At the time of the dissolution of the Lycée and after the discharge of all debts and obligations, the remainder of the assets will be distributed or transferred in accordance with the provisions of the Articles.

2.07 Invalidity of a provision of the By-laws

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of any other provision of these By-laws.

2.08 Rules of Procedure

Meetings of the Board and Meetings of Members shall be conducted in accordance with the procedures prescribed in the most recent edition of Robert's Rules of Order, provided that the provisions of these By-laws shall prevail to the extent of any inconsistent provision of such procedures.

Article 3 MEMBERS

3.01 Membership Categories and Membership Requirements

In accordance with the Articles, the Lycée is authorized to establish (2) categories of Members as follows:

- (a) all Parents of a Student (collectively, the parents of such Student constitute a "**Parent Member**"), provided that if at least one Parent of a Student is also a Staff Member, no Parent of such Student shall be a Parent Member; and

- (b) each person employed by the Lycée or made available to the Lycée by the AEFÉ (a "Staff Member").

3.02 Members' Rights and Obligations

- (a) Subject to Section 3.02(b):
 - (i) each Member shall have the right to be summoned and to attend all Meetings of Members; and
 - (ii) at a Members' Meeting, each Staff Member shall have one (1) vote and each Parent Member shall have one (1) vote for each Student of whom the Parent Member is the Parent. For greater certainty, all Parents of a Student, together, are entitled to one (1) vote for each child who is a Student, regardless of the number of Parents of the Student, provided that if at least one Parent of a Student is a Staff Member, no Parent of such Student shall have a right to vote as a Parent Member.
- (b) Only Parents who have paid the fees payable under the Financial Regulations are entitled to be vote at a Members' Meeting.
- (c) No Member shall discriminate, threaten or coerce another Member or Student on the basis of race, national or ethnic origin, colour, religion, age, sex, sexual orientation, gender identity or expression, marital status, family status, disability, conviction for a pardoned offence or pardoned personhood.

3.03 Termination of Membership

- (a) The Member's rights and membership are nullified and cease to exist when the membership is terminated for one of the following reasons:
 - (i) the death of the Member;
 - (ii) when the Member ceases to meet the conditions set out in paragraph 3.01(a) or 3.01(b); and
 - (iii) the Board determines that the Member has contravened Section 3.02(c) of the Bylaws;
 - (iv) the liquidation or dissolution of the Lycée in accordance with the Act.
- (b) When a membership is terminated, all rights of the Member automatically cease to exist.

3.04 Cancellation request

Any Member may request the cancellation of his membership by submitting his request in writing to the Chairperson and the resignation shall take effect on the date specified in the letter of resignation.

3.05 Termination of membership by the Board

- (a) The Board, in its sole discretion, is authorized to terminate a Member's membership for any of the following reasons:
 - (i) in the case of a Parent Member, failure to pay all fees payable to the Lycée in accordance with the terms and conditions described in the Financial Regulations;
 - (ii) failure to comply with any provision of the Articles, By-Laws or written policies of the Lycée;
 - (iii) disrespectful or disruptive conduct or other conduct likely to be detrimental to the Lycée; and
 - (iv) for any other reason that the Board deems reasonable, having regard to the purposes of the Lycée as set out in the By-Laws.
- (b) If the Board determines that a Member's membership should be terminated for the reasons set out above, the Chairperson shall give the Member at least ten (10) calendar days' notice of the Board's intention to terminate the membership and shall state the reasons for such decision. During this period of at least ten (10) days, the Member may provide the Chairperson with a written response to the notice received. If a written response is not received in accordance with this provision, the Chairperson may notify the person concerned that his or her membership as a Member has been terminated.
- (c) If the Chairperson receives a written response in accordance with this Section 3.05, the Board shall consider it and arrive at a final decision, which it shall communicate to the Member within a further ten (10) calendar days from the date of receipt of the response. The decision of the Board is final and binding and the Member has no right of appeal to the Lycée.

Article 4 MEMBERS' MEETINGS

4.01 Places of Meetings

Members' Meetings shall be held at any location in the City of Toronto to be determined by the Board. Meetings of Members held in any of the manner referred to in Section 4.10(a) shall be deemed to be held at the place where the Lycée's head office is located.

4.02 Annual Meetings

The Board shall call an Annual Meeting no later than fifteen (15) months after the last Annual Meeting, but not later than six (6) months after the end of the last Fiscal Year.

4.03 Objectives of the Annual Meeting

The Board shall call an Annual Meeting of Members for the following purposes:

- (a) reviewing the Auditor's report and voting on the approval of the financial statements required by the Act to be presented;
- (b) the appointment of the Auditor;
- (c) the election of Directors; and
- (d) the treatment of any other matter which may be properly before the Meeting or the consideration of which is required by law (a " **Special Matter**"), provided that, in relation to such Special Matters, the requirements of Section 4.05(c) are met.

4.04 Special Meetings

The Board may at any time convene an Extraordinary Meeting of Members for the consideration of any Special Matter duly presented to the Members.

The Board shall call a Special Meeting of Members in response to a request duly made in writing by Members who hold at least five percent (5%) of the voting rights. If the Board does not call a Meeting within twenty-one (21) days of receipt of the request, any signatory of the petition may do so.

4.05 Notice of Meetings

- (a) Notice of the date, time and place of a Meeting of Members shall be sent to each person described in Section 4.05(b) at least twenty-one (21) calendar days prior to the date of the Meeting.
- (b) The following persons must receive notice of a Meeting of Members:
 - (i) each Member;
 - (ii) each Administrator;
 - (iii) each Officer; and
 - (iv) the Auditor of the Lycée.
- (c) The notice of a Meeting of Members at which a Special Matter is to be transacted:
 - (i) describes the nature of the issue in sufficient detail to enable Members to form an informed opinion on it; and
 - (ii) provides the text of any Special Resolution or by-law (or amendments thereto) to be presented to the Meeting.
- (d) The notice of a Meeting of Members at which an election of Directors is required shall invite Members to apply for membership of the Board or, if applicable, the Governance Committee and shall indicate the closing date for nominations.

- (e) Despite clause 4.05(a), notice of the meeting of members need not specify the location of the meeting if the meeting is to be held entirely by one or more Means of Telephone or Electronic Communication.
- (f) If a person is able to attend a Meeting of Members by Means of Telephone or Electronic Communication, the notice of the Meeting shall include instructions for attending and participating in the Meeting by the Telephone or Electronic Means of Communication that will be made available for the meeting, including, if applicable, instructions for voting at the Meeting by such means.

4.06 Waiver of Notice

A person who is entitled to receive notice of a meeting of members may waive that right in such manner and at such time as he chooses, and his attendance at the meeting shall constitute a waiver, except where he attends for the purpose of objecting to the proceedings on the ground that the meeting is not validly called.

4.07 Persons Eligible to Participate in Meetings

Except as otherwise provided in these By-laws, the only persons eligible to participate in a Meeting of Members are the Members, Directors, Officers, and the Auditor of the Lycée. Other persons may be admitted at the invitation of the Board.

4.08 President of the Meeting

Members' Meetings are normally chaired by the Chairperson or, in his absence, by the Vice-Chairperson. The Chairperson or Vice-Chairperson, as the case may be, may designate another person or request the Meeting to elect a Presiding Officer.

4.09 Quorum

- (a) Thirty (30) members who are eligible to vote shall constitute a quorum at a Meeting of Members.
- (b) In order for the quorum to be reached, a Member may be present in person, by other electronic means in accordance with Section 4.10, or by Proxy in accordance with Section 4.12.
- (c) If a quorum is present at the opening of the meeting of members, the members present may deliberate, even if a quorum is not present for the duration of the meeting.
- (d) In the absence of a quorum at the opening of a Meeting of Members, the Members present may only deliberate on the adjournment of the Meeting at the date, time and place to be fixed by them.

4.10 Meeting held by telephone or electronic means of communication

- (a) Subject to the approval of the Board, Meetings of Members may be held entirely by one or more Means of Telephone or Electronic Communication or by a

combination of in-person attendance and one or more Means of Telephone or Electronic Communication.

- (b) Meetings of Members held in any of the manner referred to in Section 4.10(a) shall provide adequate communication to all persons entitled to attend.
- (c) Persons who, by means of telephone or electronic communication, vote or attend meetings of members shall be deemed to be present at meetings of members in person.

4.11 Adjournment

- (a) To give any person notice of the adjournment of a Meeting of Members that is adjourned on one or more occasions for a total period of less than 30 days, it is sufficient to announce the following at the time of the adjournment:
 - (i) The date and time of the resumption.
 - (ii) If applicable, the place of the takeover.
 - (iii) If applicable, instructions on how to attend and participate in the resumption, by the Telephone or Electronic Communication Medium that will be made available for the resumption, including, if applicable, instructions on how to vote by such means.
- (b) Notice of any adjournment or accumulation of adjournments longer than thirty (30) days in total shall be given in accordance with Section 4.05 as for a new Meeting of Members.

4.12 Proxies

- (a) Each Member who is entitled to vote at a Meeting of Members may, by Proxy and subject to the requirements set forth in the Act or in a policy of the Board, appoint a Proxy holder who is required to be a Member in good standing to attend and act at the Meeting in the manner, within the limits and with the powers provided by the Proxy.
- (b) A Member may only be a Proxy holder for a maximum of 5 (five) Members of his/her Membership category, and must identify himself to the Secretary prior to the start of the Meeting.
- (c) The Proxy, the form of which must comply with the requirements of the Act and validated by the Board, is signed by the mandating Member (i.e. the Member who appoints the Authorized Representative).
- (d) The Directors may, by Ordinary Resolution, set a deadline for the delivery of Proxies to the Lycée. The notice of the Members' Meeting must specify the date so fixed and the means by which the Proxies are to be delivered to the Lycée.
- (e) The Proxy is only valid at the Meeting of Members for which it is given or, in the event of adjournment, when it is resumed.

4.13 Members' Votes

- (a) Except as otherwise provided by the Act or the By-laws, Members shall settle by Ordinary Resolution all matters proposed for consideration.
- (b) Each Member who is eligible to vote may do so pursuant to subparagraph 3.02(a)(ii).
- (c) In the event of a tie, the tie motion shall be deemed to have been defeated.

4.14 Voting procedures

- (a) If the Board so decides, the vote at a Meeting of Members may be held by any Means of Telephone or Electronic Communication made available by the Lycée.
- (b) A statement by the President of the Meeting as to whether or not the question or motion has been adopted, and a reference to that fact in the minutes, shall, in the absence of evidence to the contrary, constitute evidence of the fact without there being any need to specify the number or proportion of votes cast for or against the motion.

4.15 Secret ballot

Voting shall be conducted by show of hands. However, for any vote, the President of the Meeting or any Member or his or her Proxy holder may request a vote by secret ballot, prior to the show of hands. In this situation, the secret ballot shall be conducted in the manner specified by the President of the Meeting and the decision of the members on the matter shall be determined by the result of the ballot.

Article 5

BOARD OF DIRECTORS AND DIRECTORS

5.01 Composition

The Board shall be consist of nine (9) Directors as follows:

- (a) six (6) Directors who shall be a Parent Member and who shall be elected by the Members in accordance with Section 5.04(a); and
- (b) three (3) persons who wish to participate in the development of the Lycée and who are not Members of the Lycée, and who are elected by the Members in accordance with Section 5.04(a).

5.02 Inadmissibility

- (a) The following may not be Directors:
 - (i) individuals under the age of eighteen years;
 - (ii) individuals who have been declared incapable of managing their property under *the Substitute Decisions Act, 1992* or the *Mental Health Act*;

- (iii) individuals who have been declared incapable by a court, either in Canada or abroad;
 - (iv) individuals who have bankrupt status;
 - (v) individuals who are an ineligible individual within the meaning of *the Income Tax Act* (Canada);
 - (vi) individuals who are ineligible under Section 5.05(b) of these By-laws;
 - (vii) Parents who have not paid all fees payable to the Lycée in accordance with the terms and conditions described in the Financial Regulations; and
 - (viii) Members of the Lycée's Staff, members of the Lycée's management, or any representative of an organisation having relations with the Lycée that could result in a conflict between his duty to act loyally in the best interests of the Lycée and his interest in the said organisation.
- (b) Within the Board, at any given time, there may be no more than one person who has decision-making responsibility for the same child attending the Lycée.

5.03 Nominations

- (a) Any person interested in running for election to the Board must file a Notice of Nomination that includes the following information:
- (i) the name of the candidate;
 - (ii) the candidate's signature, which may be an Electronic Signature;
 - (iii) in the case of a Parent Member, the grade of each of the applicant's children attending the Lycée; and
 - (iv) any other information as may be prescribed by the Governance Committee or the Board.
- (b) Nominations shall be made in writing to the Secretary at least fourteen (14) calendar days prior to the Annual Meeting, or as prescribed by the Governance Committee or the Board. Nominations received after the deadline shall be declined.
- (c) A list of all candidates standing for election to the Board shall be sent to Members by electronic means at least five (5) calendar days prior to the Annual Meeting.

5.04 Election of Directors

- (a) Directors shall be elected at each Annual Meeting by Ordinary Resolution of the Members where an election of Directors is required. In the event that the number of candidates is less than or equal to the number of directors to be elected, they shall be nominated by acclamation and then elected by the Members.

- (b) The Election Officer shall be appointed by the President of the Meeting from among the Members who are not candidates for the Board. Any current or outgoing Director, as well as any member of the management of the Lycée, is ineligible.
- (c) Two scrutineers shall be appointed by the President of the Meeting from among the Members who are not candidates for the Board to count the votes.
- (d) If the number of candidates exceeds the number of Directors to be elected, and notwithstanding Section 4.15, voting shall be by secret ballot. Each ballot paper presents a list of all candidates and allows each Member to choose a number of candidates which may not exceed the number of seats to be filled.
- (e) The Election Officer announces the number of votes obtained by the candidates and declares elected, according to the number of positions to be filled, the candidates who obtained the highest number of votes.

5.05 Term of Office of Directors

- (a) Each Director is elected for a term of two (2) years. This term of office shall commence at the close of the Meeting of Members at which he or she was elected and shall expire at the close of the second subsequent Annual Meeting. Notwithstanding the foregoing, in the absence of the election of new Directors at a Meeting, this term of office shall continue until the election of their replacements.
- (b) Directors may, if qualified, be re-elected for successive terms of two (2) years, provided that they do not exceed six (6) consecutive years. Notwithstanding the foregoing, a person who has served on the Board for six (6) consecutive years as a Director may be re-elected if at least two (2) years have elapsed since the completion or end of his or her last term.

5.06 Consent

The election of a person to the position of Director is only valid if:

- (a) He was present at the Meeting at which he was elected and he did not refuse to hold that office;
- (b) He was absent and:
 - (i) has given written consent to hold that office before or within ten (10) days after being elected, or
 - (ii) or he fulfilled the duties of that position after his election.

5.07 End of term

- (a) The term of office of the Director shall terminate if he or she dies, resigns, is removed by the Membership or becomes ineligible in accordance with Section 5.02 of these By-laws.

- (b) Notwithstanding Section 5.01(a) of these By-Laws, the term of office of a Director who is a Parent Member shall terminate at the Annual Meeting of Members following the day on which such Director has no children attending the Lycée.

5.08 Resignation

A Director may resign by communicating his or her decision to the Board in writing. Such resignation shall take effect on the date it is received by the Secretary or on the date indicated in the letter of resignation, whichever is later.

5.09 Revocation

The Members may, at a Special Meeting of Members, remove a Director by Ordinary Resolution prior to the expiration of the term of office of the Director and may elect a person qualified to fill the unexpired portion of the term of office of the Director to be removed, failing which the Board may appoint a suitable person to fill the vacancy in accordance with Section 5.10 of these By-laws.

5.10 Filling the vacancies

- (a) In accordance with and subject to the Act and the By-Laws, Directors may, to the extent that the number of Directors in office reaches a quorum, fill vacancies on the Board, other than those resulting from the failure to elect the minimum number of Directors provided for in the By-Laws or an increase in the fixed number, minimum or maximum number of directors provided for in the Articles.
- (b) In the absence of a quorum on the Board, or if the vacancy of the office results from the failure of the Members to elect the required number of Directors at a Meeting of Members, the remaining Directors shall forthwith call a Special Meeting of Members to fill the vacancy. If the Board fails to call a Special Meeting of Members or if there is no Director in office, any Member may call the Meeting.
- (c) A Director appointed or elected to fill a vacancy shall serve the unexpired portion of the term of office of his or her predecessor.

5.11 Role, Functions and Powers

- (a) The Administrators oversee the management of the activities and affairs of the Lycée.
- (b) The Board establishes the main orientations, objectives and development plans of the Lycée. Decisions of the Board shall be binding upon their adoption, unless the Board determines otherwise;
- (c) The Board:
 - (i) adopts the budget estimates;
 - (ii) approves any use of the Lycée's funds that require an outlay in excess of the amount determined by the Board;

- (iii) establishes administrative procedures and Financial Regulations;
 - (iv) approves the financial statements;
 - (v) develops a strategic plan and sets objectives for the Head of School;
 - (vi) hires Staff on local contracts;
 - (vii) may exercise such other powers and perform such other duties and functions as may be authorized under the Act.
- (d) The Board may, without the authorization of Members:
- (i) take out loans, taking into account the credit of the Lycée;
 - (ii) issue, reissue or sell the Lycée's debt obligations or pledge them as collateral in the form of a chattel hypothec, pledge or pledge;
 - (iii) guarantee, on behalf of the Lycée, the performance of an obligation incumbent on another person; and
 - (iv) encumber with a security, in particular by mortgage, all or part of the property, present or future, of the Lycée, in order to secure its obligations.
- (e) The Board may, by Ordinary Resolution, delegate the powers referred to in Section 5.12(d) to a Director, a committee of the Board or an Officer.

5.12 Limitations - Authorities and Delegation

The following powers belong exclusively to the Board and may not be delegated to the Executive Committee or any other committee or person:

- (a) submit issues to Members that require their approval;
- (b) fill any vacancy on the Board or any vacancy in the position of Auditor;
- (c) issue debt obligations without the authorization of the Directors;
- (d) approve the financial statements of the Lycée;
- (e) adopting, amending or repealing by-laws; and
- (f) determine the fees payable by Members.

5.13 Degree of care

In exercising their powers and duties on behalf of the Lycée, the Directors and officers shall act:

- (a) with integrity and good faith in the best interests of the Lycée; and

- (b) with the care, diligence, and skill which a prudent person would exercise in such circumstances.

5.14 Remuneration and Expenses

Directors shall act without remuneration, and none of them shall benefit directly or indirectly from the position they hold. Notwithstanding the foregoing, Directors may be compensated for reasonable expenses incurred on behalf of the Lycée in the performance of their duties.

Article 6 COMMITTEES

6.01 Executive committee

- (a) The Executive Committee is composed of the following persons:
 - (i) the Chairperson;
 - (ii) the Vice-Chairperson;
 - (iii) the Treasurer;
 - (iv) any other person appointed by the Board.
- (b) Subject to Section 6.01(c), the Executive Committee;
 - (i) represents the Board or the Lycée;
 - (ii) prepares agendas for meetings of the Board, verifies the minutes of meetings prior to their transmission for approval by the Board;
 - (iii) may request that a file be reviewed before forwarding it to the Board;
 - (iv) may consider off-budget expenditures to be presented to the Board;
 - (v) reports to the Board on its decisions;
 - (vi) exercise such other powers as the Board assigns and delegates to it, subject to the limitations set out in section 5.12 of the By-laws.
- (c) The Executive Committee may establish its own rules of operation, subject to such guidelines as may be established by the Board.

6.02 Governance Committee

- (a) The Board shall appoint a Governance Committee, which shall consist of at least two (2) Directors. The Governance Committee supports the Board and ensures that a sound governance culture is established and maintained that reflects current governance standards and best practices.

- (b) The Governance Committee:
 - (i) recommends to the Board a plan for the training and development of Directors and directs the orientation of newly elected Directors;
 - (ii) leads the Director recruitment and succession planning processes for the Board and its committees;
 - (iii) regularly reviews the By-laws and policies of the Board and recommends amendments and/or additions as required;
 - (iv) contributes to the development of a set of processes and performance indicators to assist the Board in monitoring the Lycée's performance and managing risks;
 - (v) proposes and oversees the implementation of a process for evaluating the functioning of the Board and its committees; makes recommendations as a result of these assessments; and
 - (vi) exercise such other powers as the Board assigns and delegates to it.

6.03 Audit and Finance Committee

- (a) The Board shall appoint an Audit and Finance Committee which shall consist of at least three (3) Directors. The Audit and Finance Committee ensures that the Lycée operates in a fiscally prudent manner through appropriate checks and balances and controls to safeguard assets, and implements processes for identifying and mitigating financial risks.
- (b) The Audit and Finance Committee:
 - (i) prepares annual operating budgets with the Administrative and Financial Director and the Head of Institution, which it recommends to the Board for adoption;
 - (ii) monitors financial performance and recommends to the Board actions to correct discrepancies;
 - (iii) reports on management's compliance with regulatory reporting requirements;
 - (iv) recommends the selection of a financial institution and the terms and conditions associated with it;
 - (v) makes recommendations on banking agreements, including lines of credit and long-term borrowing;
 - (vi) reviews management's risk assessment framework and reviews planning to ensure that operations can be sustained, assets are safeguarded and insurance coverage is adequate;

- (vii) recommends to the Members the appointment of the Auditor and ensures that the audit is conducted in an efficient manner at a reasonable cost;
- (viii) recommends, monitors compliance and performance of investment policies; and
- (ix) exercise such other powers as the Board assigns and delegates to it.

6.04 Other Committees

- (a) The Board may, from time to time, appoint individuals to committees, working groups or other advisory groups whose objects and powers, subject to the provisions of the Act, are deemed necessary or appropriate.
- (b) Members of such a committee or group may be persons who are not a Member of the Lycée, but such persons do not have voting rights. The Chair of each Committee of the Board shall be a Director.
- (c) Such a committee or group may establish its own rules of operation, subject to such by-laws or guidelines as the Board may determine. Any member of such a committee or group may be removed by resolution of the Board.

Article 7 DIRECTORS' MEETINGS

7.01 Places of meetings

Subject to Section 7.10, meetings of the Board may be held in person at the Lycée's or at such other locations in the City of Toronto as the Trustees may choose.

7.02 Convening and Frequency of Meetings

- (a) Meetings of the Board may be called at any time by the Chairperson, Vice-Chairperson or any two (2) Directors.
- (b) The Board shall meet at least six (6) times per Fiscal Year.

7.03 Observers

- (a) Subject to Section 7.03(b), each of following individuals shall be entitled to receive notice of, attend and participate in each meeting of the Board, as observers, but not to vote:
 - (i) the Head of School;
 - (ii) the Deputy Head of School;
 - (iii) the Primary School Principal;
 - (iv) the Director of Finance & Administration;
 - (v) the Consul General of France in Toronto;

- (vi) the Attaché for Cooperation and Cultural Action based in Toronto;
 - (vii) up to two (2) Staff Members, to be selected in accordance with paragraph 7.03(c); and
 - (viii) any other person that the Board may appoint or select.
- (b) Individuals referred to in Section 7.03(a) shall not be entitled to attend or participate in any part of a meeting of the Board at which a matter is discussed which creates a conflict between the interests of the Lycée and the personal or professional interests of such persons. In the event of uncertainty, the Chairperson may, at his discretion, determine whether such a conflict situation exists.
 - (c) Individuals referred to in subparagraph 7.03(a)(vii) shall be selected by Staff itself and the Board may adopt a policy prescribing additional rules with respect to this selection process.

7.04 Notice of Meeting

- (a) Subject to paragraphs 7.04(b) and 7.04(c), and section 7.06 below, notice of the date, time and, if applicable, place of a meeting of the Board shall be given in the manner prescribed in Section 11 of these By-laws to each Director of the Lycée, to each person described in Section 7.03(a) of these By-laws and to any other person entitled to receive such notice, at least seven (7) calendar days prior to the date of the meeting.
- (b) Notice of a meeting of the Board need not specify the location of the meeting if the meeting is to be held entirely by one or more Means of Telephone or Electronic Communication. If Directors are permitted to attend a meeting by telephone or electronic means of communication, the notice of the meeting shall include instructions for attending and participating in the meeting by the telephone or electronic means of communication that will be made available for the meeting, including, if applicable, instructions for voting at the meeting by such means.
- (c) Notice of a meeting is not required if all Directors are present and none of them object to the holding of the meeting, or if the absent Directors have waived notice of the meeting or have otherwise approved the holding of such a meeting.
- (d) Notice of a meeting of the Board shall specify the subject matter or agenda of the meeting. If, at a meeting, the Directors are required to deal with a matter referred to in the following subparagraphs, the notice of meeting shall also include such a matter:
 - (i) submit matters to Members that require their approval;
 - (ii) fill any vacancies on the Board or in the position of Auditor;
 - (iii) issue debt securities;

- (iv) approve the financial statements of the Lycée; and
- (v) adopting, amending or repealing by-laws.

7.05 First meeting of the new Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which it was elected.

7.06 Regular Meetings

The Board may designate one or more days of one or more months for regular meetings, the place, date and time of which it shall determine. A copy of any resolution of the Board fixing the place, date and time of regular meetings of the Board shall be sent to each Director immediately upon its adoption; however, no further notice is required for a regular meeting of this type, unless the Act or the By-laws require that the purpose of the meeting be specified in the notice.

7.07 Invited to Board Meetings

The Chairperson may invite, in an advisory capacity, any external person who may be able to shed light on any of the items on the agenda of a meeting of the Board. To do so, the Chairperson may notify the Directors in advance.

7.08 Quorum

A majority of the number of Directors in office and entitled to vote shall constitute a quorum at a meeting of the Board. In order to achieve a quorum, a Director may be present in person or, if authorized under section 7.10 of these By-laws, may participate in the meeting by teleconference or other electronic means.

7.09 Resolutions in writing and other means

- (a) A resolution in writing, signed by all Directors entitled to vote on it at a meeting of the members of the Board or a committee of the Board, shall have the same force and effect as if it had been passed at a meeting of the Board or a committee. A copy of each resolution in writing shall be kept with the minutes of the next meeting of the Board or a committee of the Board.
- (b) The Directors may deliberate on matters and pass resolutions by email, but only if the Directors comply with the rules prescribed by the by-laws in this regard.

7.10 Meeting by telephone or electronic means of communication

- (a) Meetings of the Board may be conducted entirely by one or more Telephone or Electronic Means of Communication or by a combination of in-person attendance and one or more Telephone or Electronic Means of Communication.
- (b) Meetings of the Board held by any of the means referred to in Section 7.10(a) shall provide adequate communication to all persons attending the meeting.

- (c) Persons who, by means of telephone or electronic communication, attend meetings of the Board shall be deemed for the purposes of these By-laws to be present at the meetings in person.

7.11 Adjournments

A meeting of Directors may be adjourned at any time and from time to time, and matters that may have been transacted at the original meeting may be dealt with at such adjourned meeting as they might have been at the original meeting, provided that a quorum is present at the adjourned meeting. Notice of adjournment is not required if the date, time and place of the resumption of the meeting are announced at the initial meeting.

7.12 Prohibited Proxies

No Director may appoint (or authorize by proxy) a Proxy to attend or vote on behalf of the Board at any meeting of the Board.

7.13 Chairperson of the meeting

In the absence of the Chairperson and Vice-Chairperson of the Board, the members of the Board present may appoint one of them to chair the meeting.

7.14 Casting vote

- (a) At all meetings of the Board, a decision on a particular matter shall be made by a majority of the votes cast on the matter.
- (b) Each Director shall be entitled to one (1) vote. In the event of a tie, the tie motion shall be deemed to have been defeated.

Article 8 **EXECUTIVES**

8.01 Executives

The Executives of the Lycée are:

- (a) the Chairperson;
- (b) the Vice-Chairperson;
- (c) the Secretary;
- (d) the Treasurer;
- (e) the Head of School;
- (f) the Director of Finance & Administration; and
- (g) such other executives as the Board may appoint from time to time in accordance with Section 8.02(c) of these By-laws.

8.02 Appointments

- (a) The Officers, with the exception of the Head of School and the Chief Financial Officer, are appointed annually by the Board at the first meeting of the Board following the Annual Meeting of Members.
- (b) Officers do not have to be Directors, with the exception of the Chairperson and Vice-Chairperson.
- (c) The Board may appoint by Ordinary Resolution any other Officer it deems appropriate and confer on such Officers and powers as it deems appropriate.

8.03 Job Descriptions

Unless otherwise specified by the Board, the Officers of the Lycée shall exercise the following duties and powers associated with their office:

- (a) **Chairperson** – proposes the agenda and presides over meetings of the Board, Executive Committee and Members' Meetings, and may also preside over the meetings of any other committee of the Board of which he is a member; oversees the execution of the decisions of the Board; signs all documents requiring the Board's signature; and exercises such other duties and powers as the Board may specify.
- (b) **Vice-Chairperson** – assists the Chairperson in his duties; in the absence, inability or refusal of the Chairperson to perform his duties, the Vice-Chairperson shall preside at meetings of the Board, the Executive Committee and any other committee of the Board of which the Chairperson is a member and shall exercise such other duties and powers as the Board may specify.
- (c) **Secretary** – acts as secretary for meetings of the Board, Executive Committee and Members' Meetings; records in the minutes of the Lycée the minutes and minutes of all such meetings or delegates this task to another Director or employee of the Lycée; validates and signs the minutes of any meeting of the Board and Members' Meeting at which he was present; has the custody of the seal of the Lycée and all its books, archives, registers and other documents; and exercise such other duties and powers as the Board may prescribe.
- (d) **Treasurer** – shall keep or cause to be kept accounts; shall prepare or cause to be prepared financial statements or other financial reports to be submitted to the Board; shall keep or cause to be kept an accurate record of the property and debts, receipts and disbursements of the Lycée in books provided for that purpose; deposits or causes to be deposited in the financial institution of the Lycée the moneys of the Lycée; verifies statements of account received and authorizes expenditures in accordance with procedures approval and signature procedures established by the Board; and exercise such other duties and powers as the Board may prescribe.
- (e) **Head of School** – is the most senior executive of the Lycée and receives from the Board a mandate for the organisation and operation of the Lycée in accordance with the Agreement with the AEFÉ; regularly informs the Directors of

matters concerning the affairs of the Lycée; and exercises the other functions and powers specified by the Board or prescribed by the Agreement with the AEFÉ.

- (f) **Director of Finance and Administration**– works under the authority of the Head of School and works on all financial aspects of the Lycée, including the budget, in collaboration with the Head of School.
- (g) The powers and duties of the other Officers of the Lycée shall be determined according to the requirements of their mandate or the direction of the Board. The Board may, from time to time and subject to the Act or any applicable contract, alter, augment or limit the powers and duties of any officer.

8.04 End of term

The term of office of an Officer elected by the Board shall terminate if he dies, resigns, ceases to be a member of the Board, is removed from his position as an officer by the Board, or becomes disqualified from serving as a Director.

8.05 Filling the vacancies

If the position of an Officer of the Lycée is or becomes vacant, the members of the Board may, by Ordinary Resolution, fill the position for the unexpired portion of the term.

8.06 Remuneration and Expenses

- (a) Officers who are also Directors must act without remuneration. They are also prohibited from voting or acting on any matter that could create a conflict of interest, real or perceived, unless expressly authorized to do so in accordance with any applicable law.
- (b) Notwithstanding Section 8.06(a) of these By-Laws, Officers who are also Directors may be compensated for reasonable expenses incurred on behalf of the School in the performance of their duties as officers.

Article 9 **CONFLICT OF INTEREST**

9.01 Communication of interests

- (a) Any Director or Officer of the Lycée shall communicate in writing to the Board, or request that the minutes of a meeting of the Board record the nature and extent of his interest in any contract or transaction of importance with the Lycée – whether ongoing or proposed – in any of the following cases:
 - (i) Where the person is a party to that contract or transaction; or
 - (ii) He is also a director or officer of, or has a material interest in, a party to such a material contract or transaction.

- (b) The disclosure required by section 9.01(a) of these By-laws shall be in accordance with the Act and, where applicable, the conflict of interest policy referred to in section 9.02 of these By-laws.

9.02 Policy

The Board may adopt a conflict of interest policy, provided that such a policy is not inconsistent with the Act or these By-laws.

Article 10 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.01 Indemnification of Directors and Officers

- (a) The Lycée shall indemnify the Directors and Officers or their predecessors as well as other natural persons who, at its request, exercise or have performed similar functions, against all reasonable costs and expenses, including sums paid to settle a lawsuit or enforce a judgment, which have been incurred as a result of an investigation or civil suit, criminal, administrative or other proceedings in which they were involved in this capacity, if the person in question:
 - (i) acted with integrity and in good faith, in the best interests of the Lycée; and
 - (ii) in the case of penal or administrative proceedings resulting in the payment of a fine, had reasonable grounds to believe that his conduct was in accordance with the Act.
- (b) The Lycée may indemnify such persons for all other matters, actions, suits and circumstances, subject to the provisions of the Act or the law. The By-laws do not in any way limit the right of a person eligible for compensation to seek such compensation, regardless of the provisions of these By-laws.

10.02 Insurance

Subject to the provisions of the Act and any other applicable law, the Lycée shall obtain insurance for the benefit of any person to be compensated by it in accordance with Section 10.01 of these By-Laws, covering the liability incurred by such person either for having acted as a Director or Officer of the Lycée, or for having, at the request of the Lycée, acted as a Director or Officer – or performed similar functions – for another entity.

Article 11 OPINION

11.01 Manner of Notification

Any notice (including any communication or document) required to be given to a Member, Director, committee of the Board, Officer or Auditor, shall be deemed to have been given if:

- (a) if it is delivered in person to the recipient or delivered to the addressee's address as shown in the records of the Lycée;
- (b) if mailed to the addressee by regular mail or prepaid air service to the addressee's address as shown in the records of the Lycée; and
- (c) if it is transmitted to the recipient by a means of telephone or electronic communication to his address appearing in the records of the Lycée for this purpose.

11.02 Deemed delivery

- (a) A notice given pursuant to clause 11.01 shall be deemed to have been given in accordance with the following rules:
 - (i) Notice shall be deemed to have been given when it is delivered by hand or delivered to the address on file of the Lycée;
 - (ii) A notice mailed is deemed to have been given at the time it is deposited at a post office or street letter box; and
 - (iii) A notice sent by a Means of Telephone or Electronic Communication shall be deemed to have been given when it is transmitted to the relevant electronic server or equivalent device.
- (b) The Secretary may alter or cause to be altered the address in the records of the Lycée for any Director, members of board committees, Officers or Auditor in accordance with such information as he deems reliable. The Secretary's declaration that notice has been given in accordance with the By-laws shall be sufficient and irrefutable evidence of the notice.

11.03 Signing the notice

The signature of any Director or Officer of the Lycée on any notice or other document given by the Lycée may be handwritten, affixed by means of an Electronic Signature, stamped, typed or printed.

11.04 Omissions and errors

The inadvertent failure to provide notice to a Member, Director, member of a committee of the Board, Officer or Auditor, the failure to receive notice by any of these recipients where the School has provided notice in accordance with the By-laws, or the presence of an error in a notice that does not affect its contents, shall not invalidate any action taken at a Meeting to which the notice relates or otherwise based on such notice shall not invalidate any action taken at or otherwise based on such notice opinion.

11.05 Waiver of Notice

Any person may waive or shorten the time limit for giving notice to the person. The waiver or abridgement, before or after a Meeting or other event to be announced by the notice, shall cure any failure to do so or the time for giving such notice, as the case may

be. The waiver or abridgement must be in writing provided, however, that a waiver of notice of a meeting of the Board or committee of the Board may be given in any form.

Article 12
ARTICLES, BY-LAWS AND COMING INTO FORCE

12.01 Amendment and approval of the Articles

The Articles may only be amended if the amendment is approved by Special Resolution of the Members. Any amendment to the Articles shall take effect on the date indicated on the certificate of amendment.

12.02 Amendment and approval of by-laws by the Board

- (a) Subject to the Act and section 12.03 of these By-laws, the Board may, by Ordinary Resolution, make, amend or repeal a by-law relating to the business or affairs of the Lycée.
- (b) A by-law made, amended or repealed pursuant to Section 12.02(a) shall come into force on the date of the Regular Resolution of the Board. At the next Meeting of Members, the Directors shall submit the actions taken pursuant to Section 12.02(a) to the Members, who, by Ordinary Resolution, confirm, reject or amend them. If Members confirm them (without modification), these measures remain in force as submitted to Members. If Members modify them, these measures remain in force as amended.

12.03 Amendment and approval of the Articles and By-laws made under subsection 197(1) of the Act

- (a) A Special Resolution of the Members (or of each class of Members if section 199 of the Act applies) is required to amend the Articles or By-laws of the Lycée for the purposes listed in subsection 197(1) of the Act. The purposes listed in subsection 197(1) of the Act are as follows:
 - (i) change the name of the Lycée;
 - (ii) transfer the head office of the Lycée to another province;
 - (iii) add, modify or remove any restrictions on the activities of the Lycée;
 - (iv) create new categories or groups of Members;
 - (v) change the requirements for membership;
 - (vi) change the designation of its classes or groups of Members or add, modify or remove any rights and conditions attached to them;
 - (vii) dividing a category or group of Members into several categories or groups and fixing the rights and conditions attached to them;
 - (viii) add, amend or delete any provisions regarding the transfer of Members' memberships;

- (ix) subject to section 133 of the Act, increase or decrease the fixed, minimum or maximum number of Directors provided for in the Articles;
 - (x) change the wording of the Statement of Intent in the By-Laws;
 - (xi) change the declaration of the distribution of the balance of the assets after the debts have been settled;
 - (xii) change the manner in which Members who are entitled to vote is notified at Meetings of Members;
 - (xiii) change the methods by which Members who are not present at the Members' Meeting are allowed to vote.
 - (xiv) amend any other provision that the Act authorizes to be inserted in the Articles.
- (b) A by-law made, amended or repealed under subsection 197(1) of the Act comes into force on the date of the Special Resolution of Members approving such by-law, amending or repealing such by-law and, in accordance with the Act, is not required to be submitted to the Board for approval.

12.04 Changes and Multiple Member Categories

- (a) Pursuant to section 199 of the Act, Members of a class or group may vote separately as a class or group (even if membership in a class or group does not confer voting rights) on proposals to make an amendment referred to in paragraph 12.03(a) that would have any of the following effects:
- (i) exchange, reclassify or cancel all or any part of the memberships of Class or Group Members;
 - (ii) extend, modify or remove any rights or conditions attached to the memberships of the class or group, including:
 - (1) reducing or eliminating a liquidation preference,
 - (2) detrimentally extending, removing or altering the voting or transfer rights of the class or group;
 - (iii) increase the rights, equal or superior, conferred by memberships of another class or group;
 - (iv) increase the lower rights conferred by memberships of another class or group to equal or greater than those conferred by memberships of their class or group;
 - (v) create a new class or group whose memberships confer rights equal to or greater than those of their class or group;
 - (vi) exchange all or part of the memberships of another class or group for those of their class or group or create a fee for that purpose.

- (b) Notwithstanding Section 12.04(a) of these By-Laws, with respect to the amendments referred to in Sections 12.04(a)(i) and 12.04(a)(v), the By-Laws may specify that Members of a class or other group of members are not entitled to vote separately as a class or group.

12.05 Coming into force of these By-laws

Notwithstanding Section 12.02, these By-laws shall come into force upon confirmation by Special Resolution of the Members.

12.06 Effect

- (a) Upon the coming into force of these By-laws, all previous By-laws of the Lycée (including By-law No. 1 dated November 27, 2019) are revoked. Such revocation shall not affect the previous application of the Rules, or the validity of any action taken under them, the validity of any right, privilege, obligation or debt respectively acquired or contracted thereunder, or the validity of any contract or agreement entered into thereunder, or on the validity of letters patent of the Lycée which have been obtained in accordance with the terms thereof.
- (b) All Directors, Officers and persons acting under a by-law so revoked shall continue to act as if they had been appointed in accordance with the provisions of these By-laws, and all resolutions of the Members and the Board which have permanent effect and which have been passed pursuant to a by-law so revoked shall remain lawful and valid, except to the extent that they are inconsistent with these By-laws and until they are amended or revoked.

The undersigned certifies that this document is a true copy of the By-laws adopted by the Board of Directors of the Lycée Français de Toronto on January 22, 2024 and confirmed by the members on February 22, 2024.

Dated March 4th, 2024

The Chair,

Séverine Biderman

The Secretary,

Sean
