

BY-LAW NO.1

INTERPRETATION

1. In this By-Law, unless the content otherwise specifies or requires:

- (a) “Letters Patent” means the Letters Patent and any supplementary letters patent of the Corporation (*hereafter named AAESQ*). The Letters Patent is the actual documentation confirming the joint agreement and the amalgamation of Q.A.S.A. and Q.A.C.S.A. as approved by the Inspector General of financial institutions of the Province of Quebec;
- (b) “By-Law” means any By-Law of the *AAESQ* from time to time in force and effect;
- (c) “Administrators” means those employees of English language school boards and educational establishments of Quebec who work as senior staff of services, senior staff of centres, or senior staff of schools
- (d) “In-School/Centre Administrators” means those administrators employed by English language educational establishments who work in schools or centres as:
 - Principals and/or Centre Directors
 - Vice-Principals and/or Assistant Centre Directors
- (e) "**Local Association**" means an association of members of the AAESQ which is territorially defined and which is mandated by its members to negotiate working conditions with their employers on their behalf. For the purpose of this By-law the Local Associations are the following:

Central Quebec Administrators Association (CQSB)
Eastern Shores Administrators Association (ESSB)
Eastern Townships Administrators Association (ETSB)
New Frontiers Administrators Association (NFSB)
Sir Wilfrid Laurier Administrators Association (SWLSB)
Educational Administrators Association of Western Quebec (WQSB)
Association of Montreal School Administrators and Association of English Montreal Board Administrators (EMSB)
Pearson Association of School Administrators and The Association of Pearson Board Administrators (LBPSB)
Riverside Administrators Association (RSB)

As more fully described in Schedule 1 annexed hereto.

- (f) "**Region**" means a grouping of Local Associations on a regional basis, as defined from time to time by the Board of Directors;
 - (g) "**QACSA**" means the corporation known as Quebec Association of Catholic School Administrators that was amalgamated with QASA by Letters Patent of Amalgamation;
 - (h) "**QASA**" means the corporation known as the Quebec Association of School Administrators that was amalgamated with QACSA by Letters Patent of Amalgamation.
2. In this By-law and in all other By-laws of the AAESQ hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall all include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and AAESQ.

CORPORATE SEAL

3. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the AAESQ.

HEAD OFFICE

4. The head office of the AAESQ shall be in the Metropolitan Region of Montreal, Province of Quebec.

MEMBERSHIP

5. Active membership in the AAESQ shall be automatically conferred upon members of Local Associations, where they exist. Where no Local Association exists, membership may be applied for on an individual basis.
6. There shall be four categories of members: Active, Associate, Retired and Honourary.
7. Active members shall be administrators English-language school boards and/or of English-language educational establishments in Quebec.

8. Associate members shall be approved as such by the Board of Directors and shall be:
 - a) Those individuals who are employed in English language educational establishments in Quebec in a capacity other than as educational administrators;
 - b) Those administrators who belong to other associations of administrators.
9. Honourary members shall be those whose membership has been conferred upon the recommendation of the Board of Directors.
10. Retired members are former Active, Associate or Honourary members of the *AAESQ*, or former active members of QASA or of QACSA, who have retired and were in good standing at the time of their retirement.
11. Any member may withdraw from the *AAESQ* by delivering to the *AAESQ* a written resignation and lodging a copy of same with the Secretary of the *AAESQ*.
12. Any member may be required to resign by a vote of three-quarters (3/4) of the members present at a special general meeting convened for that purpose, provided that any such member be granted an opportunity to be heard at such meeting.

FEES

13. Fees for each category of member shall be established at the annual general meeting of the *AAESQ*.
14. Following notification by *AAESQ* to the school boards such fees shall be collected through the payroll deduction system and shall be remitted directly to the *AAESQ*.
15. Fees shall be collected individually from Retired members and from Associate members.

16. At least thirty (30) days prior to the annual general meeting, notice shall be given to the members of the *AAESQ* of any proposed fee change.

MEMBERSHIP MEETINGS

17. The Executive Committee of the *AAESQ* shall determine the date and place within the Province of Quebec of the Annual General Meeting (AGM). The members may resolve that the Annual General Meeting of members be held outside Quebec.
18. The annual general meeting shall be held prior to the end of the school year at which time the following business of the *AAESQ* will be conducted:
- (a) The election of the Executive Committee for each 2year term;
 - (b) The presentation and adoption of a budget for the following school year;
 - (c) The determination of the fees for members of the *AAESQ* for the next school year;
 - (d) the receipt of reports from all standing and ad hoc committees;
 - (e) the appointment of an auditor for the next school year;
 - (f) the receipt of the President's report;
 - (g) the receipt of the Board of Directions' decisions for that school year
 - (h) changes to the By-laws and Letters Patent, as the case may be.

The foregoing, notice of the annual general meeting shall be sent at least thirty (30) days prior to the date set for such meeting and must include an agenda for such meeting.

19. Following receipt of the Public Chartered Accountant's (PCA) report to the Board of Directors, the members shall be informed no later than December 31 of the current school year.

20. Special general meetings of the members of the *AAESQ* may be held at any time upon the call of the Board of Directors or the President or upon the written request of any twenty-five (25) Active members of the *AAESQ*, addressed to the Board of Directors.
21. Written notice of the time and place of all special general meetings shall be sent to the members by the Executive Director at least fourteen days (14) in advance of the date set for the meeting. Notices of special general meetings shall state the business which is to be transacted thereat.
22. The quorum for all special general meetings shall be ten percent (10%) of the Active members. Should there not be a quorum present, the members may adjourn such meeting to any future date not later than the fourteen (14th) day thereafter, and such meeting shall be validly held on such day regardless of the number of members present, provided a further notice of the time and place of such meeting shall be sent to the members by mail at least seven (7) days in advance of the date set for such meeting.

VOTING

23. Only Active members shall have voting privileges at all special general meetings or the Annual General Meeting. Active members hold one (1) vote.
24. Proxy voting:
A proxy vote is permitted and applies for the following:
 - 1) A change to the fee structure of *AAESQ*
 - 2) A change to the administrative structure of *AAESQ*

Each proxy vote from a Local Management Association counts for one (1) vote at the AGM.

1. Proxy votes at the local level must take place at a meeting convened by the President of the Local Management Association (LMA)
2. Proxy votes must be on paper with the following information included on the ballot: signature of the president of local, signature of member casting the vote, date and location of meeting, motion being voted on, and indication of Yes-No-Abstain.

3. The President or VP of the local must be present at the AGM to deposit the proxy votes.
4. Proxy vote, name and vote will be read aloud at the AGM.
5. Proxy votes do not count towards quorum at AGM.

Every motion shall be determined by a majority of votes of the members present and of any proxy votes as outlined above, unless otherwise specifically provided by statute or by this By-law. In the event of any equality of votes, the chairperson presiding at any general meeting shall have the casting vote in addition to their original vote.

BOARD OF DIRECTORS

25. The property and affairs of the *AAESQ* shall be managed by a Board of Directors.
26. The Board of Directors shall be composed of one representative from each Local Association having at least nine (9) Active members plus one additional representative from each Local Association for each additional twenty-five (25) Active members.
27. Directors shall be appointed for a term of one (1) year, from July 1 to June 30, by each local association.
28. Every Director shall be eighteen (18) or more years of age, with power under law to contract and shall be an Active member of the *AAESQ*.
29. The Directors shall serve as such without remuneration and Directors shall not receive directly or indirectly any profit from their position. A Director may be paid reasonable expenses incurred in the performance of their duties.
30. The position of a Director shall be automatically vacated:
 - a) if a Director resigns his office by delivering a written resignation to the Secretary of the *AAESQ*;
 - b) if he is found by a Court to be incapacitated

- c) if at a special general meeting of members a resolution is passed by two-thirds (2/3) of the members present at the meeting that the director be removed from office;
31. Should a vacancy occur for any reason contained in the above paragraph, the vacancy may be filled, as per clause # 28.

MEETING OF THE BOARD OF DIRECTORS

32. There shall be at least four (4) meetings per school year of the Board of Directors.
33. Meetings of the Board of Directors shall be held in the Province of Quebec. The Executive Committee of the AAESQ determines the place, date and time of the Board of Directors.
34. Written notice of the time and place of all meetings of the Board of Directors shall be sent by the Executive Director of the AAESQ to the Directors at least seven days (7) in advance of the date set for the meeting.
35. The quorum for all meetings of the Board of Directors shall be a majority thereof. Should there not be a quorum, the Chairperson may adjourn such meeting to any future date not later than the seventh (7th) day thereafter. Such meeting shall be validly held on such day regardless of the number of Directors present, provided a further notice of the time and place of such meeting shall be sent to the Directors at least four (4) days in advance of the date set for such meeting.
36. Each Director is authorized to exercise one (1) vote. In the event of any equality of votes, the chairperson presiding at any meeting of the Board of Directors shall have the casting vote in addition to their original vote.

37. If all the Directors of the *AAESQ* consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as to permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.

POWERS OF DIRECTORS

38. The Directors of the *AAESQ* may administer the affairs of the *AAESQ* in all things and make or cause to be made for the *AAESQ*, in its name, any kind of contract which the *AAESQ* 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 *AAESQ* is by its Letters Patent or otherwise authorized to exercise and do.
39. The Board of Directors of the *AAESQ* may from time to time:
- (a) Borrow money on the credit of the *AAESQ*;
 - (b) charge, mortgage, pledge or hypothecate all or any currently owned or subsequently acquired movable or immovable property of the *AAESQ* to secure any debt obligations or any money borrowed or other debt or liability of the *AAESQ*; and
 - (c) delegate the powers conferred upon the Board of Directors under this section to such member or members of the Executive and to such extent and in such manner as the Directors shall determine.
40. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time. A reasonable remuneration for all agents or employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be submitted to the members.

41. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors.

THE EXECUTIVE

42. The day-to-day affairs of the *AAESQ* shall be managed by an Executive comprised of at least ten (10) active members and no more than fifteen (15) active members who shall have the authority and the responsibility to administer the affairs of the *AAESQ* in accordance with the By-laws and policies adopted by the Board of Directors.
43. The Executive shall include the Executive Director, invited representatives from collaborating associations and the immediate Past-President, who are members *ex-officio*, and the following officers of the *AAESQ*: the President, the President-Elect, at least two (2) Vice-Presidents, one (1) educational establishment-level Vice -President, and one (1) Board –level Vice-President, one (1) Treasurer and one (1) Secretary and at least five (5) and not more than ten (10) members at Large representing whenever possible, the following categories of members;
- A) At least one (1) in-school administrator
 - B) At least one (1) centre administrator
 - C) At least one (1) Board-level administrator
 - D) At least two (2) active members from the Metropolitan Region of Montreal
 - E) At least two (2) active members from outside the Metropolitan Region of Montreal

Presidential Term of Office

PRESIDENT

44. The term of office for the President includes one (1) year as President-Elect, two (2) years as President and one (1) year as Past President.
45. The President shall be the Chief Executive Officer, Chairperson and the official spokesperson of the *AAESQ*. He shall have the general and

active management of the affairs of the AAESQ and shall see that all orders and resolutions of the Board of Directors are carried into effect.

46. He shall preside at all meetings of the AAESQ, of the Board of Directors and of the Executive and shall have the casting vote in the event of any equality of votes. The President is an *ex-officio* member of all committees.

PRESIDENT ELECT

47. The President Elect position will be one of the Vice-Presidents with similar responsibilities as the Past President. The term of office for the President Elect will be one (1) year and shall be the full year before the sitting President's term of office ends.

PAST PRESIDENT

48. The duties and powers of the Past President shall be to represent the sitting President whenever called upon to do so by him and to carry out such other duties as the sitting President may require; and this for the one (1) year after the completion of his term of office as President.

VICE PRESIDENTS

49. The duties and powers of the Vice Presidents shall be as follows:
- a) The School/Centre level vice president shall be the spokesperson for Principals, Vice Principals, Centre Directors and Assistant Centre Directors of English language educational establishments on matters related to "*Certain Conditions of Employment of Senior Staff of School Boards and of the Comité de Gestion de la Taxe Scolaire de l'Ile de Montréal*;
 - b) The Board level Vice President shall be the spokesperson for Board level administrators on matters related to "*Certain Conditions of Employment of Senior Staff of School Boards and of the Comité de Gestion de la Taxe Scolaire de l'Ile de Montréal*;
 - c) Each Vice President shall carry out any duties assigned by the President or the Board of Directors.

TREASURER

50. The Treasurer shall oversee the receipt and deposit of all fees, dues and other income on behalf of the AAESQ. He shall oversee the payment of all accounts duly approved as the Board of Directors or the Executive may authorize and shall oversee the maintenance of a record of all financial transactions in an approved manner. He shall also render to the President, Executive and Directors at regular meetings of the Executive and Board of Directors or whenever they may require it, an accounting of all transactions and a statement of the financial position of the AAESQ and shall oversee the submission for audit a statement for the financial year. He may also perform other duties from time to time as directed by the President or the Board of Directors.

SECRETARY

51. The Secretary is responsible for the minutes and the recording of the votes. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall ensure that notices of impending general meetings, Board of Directors' meetings and Executive meetings and minutes of such meetings are sent as required to those entitled thereto. He shall be custodian of the seal of the AAESQ, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in such resolution. He shall also ensure the compilation of a list of members at the end of each year, shall ensure that correspondence is appropriately received and answered and shall carry out such other duties as the President or the Board of Directors may require.

MEMBERS AT LARGE

52. The Members at Large of the Executive shall include at least five (5) and not more than ten (10) active members representing whenever possible, the following categories of members
- A) At least one (1) in-school administrator
 - B) At least one (1) centre administrator
 - C) At least one (1) Board-level administrator

- D) At least two (2) active members from the Metropolitan Region of Montreal
- E) At least two (2) active members from outside the Metropolitan Region of Montreal.
- F) The Members at Large will carry out such duties as the President or the Board of Directors may require.

Half of the positions on the Executive (other than the President Elect, President and Past President) will be elected each year for a term of two (2) years.

EXECUTIVE DIRECTOR

- 53. He shall have the general and active management of the affairs of the AAESQ. He shall see that all orders and resolutions of the Board of Directors are carried into effect.

ELECTION of the EXECUTIVE

- 54. Each year the Board of Directors shall appoint a Nominations Committee consisting of at least seven (7) active members comprised of, whenever possible,
 - (a) The Past President/ President Elect as Chairman;
 - (b) A voting member of the Executive;
 - (c) A Board of Directors member;
 - (d) An In-School/Centre Administrator from the Metropolitan Region of Montreal
 - (e) An In-School/Centre Administrator from outside the Metropolitan Region of Montreal;
 - (f) A Board-Level Administrator; and
 - (g) A President of a Local Association.

- 55. Each year, the Nominations Committee shall present to the Board of Directors, at least two (2) weeks before the Annual General Meeting (AGM) of members, a proposed list of members for the Executive with candidates representing, whenever possible, the following categories of members:

- (a) At least one (1) In-School/Centre Administrator;
 - (b) At least one (1) Board-Level Administrator;
 - (c) At least two (2) active members from the Metropolitan Region of Montreal; and
 - (d) At least two (2) active members from outside the Metropolitan Region of Montreal.
56. All nominations must be consented to in writing by the nominees, supported by the signature of five (5) active members, and received by the Chairperson of the Nominations Committee by the date prescribed each year. Such documents can be transmitted by electronic means to the attention of the Executive Director. If insufficient nominations are received to fill all Executive positions by the prescribed date, this deadline shall be extended to a date prescribed by the Nominations Committee.
57. The Nominations Committee report shall include a list of positions on the Executive for which there is only one (1) candidate and thus where the nominees should be elected by acclamation, and a list of positions for which a vote by the membership at the Annual General meeting is required.

If an election is required, the following procedures shall apply:

- a) The Curriculum Vitae of each candidate shall be distributed to all active members of the association at least two (2) weeks before the annual general meeting;
 - b) Each candidate or representative thereof shall have the opportunity to address the members at the annual general meeting;
 - c) The Chairperson of the Nominating Committee shall preside over the election and ensure the impartial counting of ballots;
 - d) All voting shall be by secret ballot
 - e) The Chairperson of the Nominating Committee shall ensure that all ballots are destroyed once the election has been declared official.
58. The members of the Executive shall be elected for a term of two (2) years, from July 1 of year 1 to June 30 of year 2. Vacancies in the Executive occurring before the term of office has expired shall be filled by appointment by the Board of Directors from among the members of the *AAESQ*.

59. Members of the Executive shall be subject to removal by resolution of the Board of Directors, followed by ratification by a two-thirds (2/3) majority of the Active members present at a general meeting or a special general meeting.

MEETINGS OF THE EXECUTIVE

60. The Executive shall meet at the direction of the President. Seven (7) days' notice of the place and date of the meeting of the Executive shall be given by the Secretary to each member of the Executive.
61. Special meetings of the Executive shall be called upon the written request of at least four (4) members of the Executive.
62. The quorum for Executive meetings shall be a majority of members of the Executive.

EXECUTION OF INSTRUMENTS AND DOCUMENTS

63. Contracts, documents, or any instruments in writing requiring the signature of the *AAESQ*, shall be signed by any two members of the Executive and all contracts, documents and instruments in writing so signed shall be binding upon the *AAESQ* without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint a member or members of the Executive on behalf of the *AAESQ* to sign specific contracts, documents, and instruments in writing.
64. All cheques, drafts and orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such member or members of the Executive or such person or persons, whether or not members of the Executive of the *AAESQ*, and in such manner as the Board of Directors may from time to time designate by resolution.

AMENDMENTS

65. Amendments to the By-laws and/or Letters Patent may be proposed by the Board of Directors or by written submission to the Secretary by ten (10) Active members at least forty-five (45) days prior to the date

of the annual general meeting at which consideration of the amendments is to be given.

66. Notice of proposed amendments to the By-laws and/or Letters Patent shall be published as the Secretary may deem adequate, at least thirty (30) days prior to the date of the annual general meeting.
67. Provided that due notice has been given as required above, the By-laws and/or Letters Patent may be amended by an affirmative vote of at least two-thirds (2/3) of the Active members in attendance at the annual general meeting of the members.
68. The By-laws of the *AAESQ* may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said By-law.

INDEMNIFICATION

69. Every Director or member of the Executive of the *AAESQ* or other person who has undertaken or is about to undertake any liability on behalf of the *AAESQ* 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 *AAESQ*, from and against:
 - a) all costs, charges and expenses which such Director, or member of the Executive, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever, made, or done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
 - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

RULES AND REGULATIONS

70. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the *AAESQ* as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the *AAESQ* when they shall be confirmed and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.
71. All meetings shall be conducted in accordance with the latest edition of Roberts' Rules of Order.

FINANCIAL YEAR

72. Unless otherwise ordered by the Board of Directors, the financial year-end of the *AAESQ* shall be June 30th.

AUDITORS

68. The members shall at the annual meeting appoint auditors to audit the accounts of the *AAESQ* for the report to the members at the next general meeting. The remuneration of the auditors shall be fixed by the Board of Directors.

BOOKS AND RECORDS

69. The Directors shall see that all necessary books and records of the *AAESQ* required by the By-laws of the *AAESQ* or by any applicable statute or laws are regularly and properly kept.

NOTICES

70. Any notice or document required by the Letters Patent or by the By-laws to be sent to any members, Director or member of the Executive shall be delivered personally or sent by mail or facsimile to any such

member, member of the Executive or Director at their last address as shown in the records of the AAESQ.

- 71. No error or omission in giving notice of any meeting or any adjourned meeting, of the members of the AAESQ, of the Board of Directors or of the Executive shall invalidate such meeting or make void any proceedings taken there at and any member, Director or member of the Executive may at any time waive notice of any such meeting and may rectify, approve and confirm any or all proceedings taken or had thereat.

ENACTED the Board of Directors in Montreal, Province of Quebec on the ____ day, of July 1998.

President	Secretary
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08/12/2005

Corrections/Modifications

Corporation now shown as AAESQ