

BYLAW NO.1, NEWFOUNDLAND & LABRADOR BRANCH**STANDARD FORM FOR CPF BRANCH BYLAWS**
Amended December 9, 2018

The CPF Bylaws, including areas of duplication, have been written to coincide with corresponding numbered sections of the Canada Not-for-profit Corporations Act. Where the National and Branch bylaws are silent, Canadian Parents for French will comply with what is written under the Canada NFP Act.

The full NFP Act is available online at: laws.justice.gc.ca/eng/acts/c-7.75/

The CPF National Bylaw No. 1 is available online at: cpf.ca/en/files/CPF-Bylaws-2016-1.pdf

PART 1 - Interpretation & Application**1. Interpretation****1.1B Corporate Seal**

Each incorporated Branch of the Corporation shall have a corporate seal in such a form as authorized by the Branch Board of Directors and shall be safeguarded in the Branch Office. The CPF-NL Branch is incorporated in the province of Newfoundland and Labrador.

2. Definitions**2.3B Property/Control**

As above, all property that is the custody on behalf of the Branch of the Corporation shall be subject to the direction of the Branch Board of Directors and the current Canadian Parents for French investment policy.

PART 2 - Incorporation**7. Articles of Incorporation****7.1B Articles of Branch Incorporation**

a) The NL Branch of the Corporation was constituted under the name of "CANADIAN PARENTS FOR FRENCH (NEWFOUNDLAND / LABRADOR) INC." as a corporation without share capital under Part XXI of the Corporations Act of the Province of Newfoundland and Labrador on the 8th day of June, 1983 and revived under a Certificate of Revival under the seal of the Government of Newfoundland and Labrador dated the 8th day of October, 1999.

b) The Branch office is located in St. John's, Newfoundland and Labrador, Canada.

d) The Branch Board of Directors shall consist of 5 to 8 directors.

e) As a registered charitable organization, the NL Branch of Canadian Parents for French may engage in charitable activities but must limit its contributions to the development of public policy under current existing laws.

PART 3 - Capacity and Powers**19. Authority of Directors, Officers, Agents and Mandatories**

19.1B Execution and Certification of Instruments

As above, the Branch Board of Directors has the authority to sign in the name of the Branch of the Corporation.

PART 4 - Registered Office and Records

20. Registered Office

20.1B Registered Branch Office

The Branch Office of Canadian Parents for French, Newfoundland and Labrador shall be in the City of St. John's, in the Province of Newfoundland and Labrador, Canada.

PART 5 - Corporate Finance

28. Borrowing Powers

28.1B Branch Borrowing

As above, the Branch Board has the authority to borrow, issue, give guarantees, or mortgage on behalf of its Branch only, by ordinary resolution of the Members.

31. Ownership of Property

31B Ownership of Branch Property

As above, within limits set by the Branch Board of Directors, expenditures for capital purposes may be made by the Branch Board or by persons authorized by the Branch Board to do so.

PART 9 - Directors and Officers

124. Duty to manage or supervise management

124.1B Duties of Branch Directors

All Branch Directors sit on the Board in a personal capacity. They are responsible for the oversight of the Branch of the Corporation by upholding the mission, vision, values and ends policy

statements. As above, their duty shall be to the Corporation as a whole.

124.2B Role of the Branch Board

The Branch Board may establish governing policies that, align with the governing policies set by the National Board and address: Ends, Executive Limitations, Governance Process, and the Board / Branch Executive Director Relationship which denotes how authority is delegated and its proper use monitored.

124.4B Committees of the Branch Board

The Branch Board may establish committees (standing and/or ad hoc) for purposes that are considered proper and fall within the Branch governance model. The Branch Board shall define the duties and powers of any committee of the Branch Board that it establishes and may prescribe the procedures, rules and policies to be followed.

124.4.1B Branch Nominating Committee

As above, the Branch Nominating Committee is a standing committee of the Branch Board.

124.4.2B Branch Bylaws Committee

The Branch Bylaws Committee is a standing committee of the Branch Board.

124.4.4B Removal of Committee Members

The Branch Board may by ordinary resolution remove any committee member.

125. Number of Directors

125.1B Composition of Branch Board

The Branch Board of Directors shall consist of no fewer than five (5) and no more than eight (8) members.

125.1.1B Chapter Representation for Branch Board

A maximum of two (2) persons from any Chapter jurisdiction may sit on the Branch Board at one time.

126. Qualifications of Directors

126B Qualifications of Directors - Branch

a) A Branch Board Director may not serve on a Chapter Board at the same time. A member of a Chapter Board who is elected shall resign from the Chapter Board at the conclusion of the Branch AGM at which he/she is elected. A member of a Chapter Board who is appointed to the Branch Board shall resign from the Chapter Board prior to attending his first Branch Board meeting;

b) An employee at any level may not stand for election to the Branch Board until twelve (12) months after the employment termination date.

126.1B Membership

A Branch Board Director is required to be a member in good standing of Canadian Parents for French.

128. Notice of Directors

128.2B Branch Term of Office

Branch Directors shall be elected for a term two (2) years from the end of the AGM at which the Branch Director is elected to the end of the AGM two (2) years later and for continuity purposes terms will be staggered. A person may be elected to the Branch Board for a maximum of eight (8) years in total.

128.3B Election of Branch Board of Directors

Branch Directors shall be elected by ordinary resolution using a voting process by the Members at the Branch Annual General Meeting from a list of eligible nominees provided by the Branch Nominating Committee.

129. Ceasing to Hold Office

129.1B Ceasing to Hold Office - Branch Director

As above, an individual shall cease to be a Branch Director when any of the same conditions apply and in relation to the Branch Board.

134 Notice of Change of Director or Director's Address

134.1B Notice of Change of Branch Director or Director's Address

As above, additionally, a change of address outside the province or territory would affect eligibility of the Director to remain serving on the Branch Board of Directors.

136. Meeting of Directors

136.1B Branch Meetings

The Branch Board of Directors shall meet in conjunction with the Branch Annual General Meeting and at least twice outside of the Branch Annual General Meeting.

136.2B Quorum - Branch

A majority of Branch Board Directors currently serving constitutes a quorum at a Board Meeting, whether meeting face-to-face or by electronic means. If a vacancy on the Branch Board arises, continuing directors may act, as long as a quorum exists at the meeting.

137. Decisions Made by Consensus

137.1B Decisions made by Consensus

Any decisions taken during a Branch Board of Directors meeting may be made by consensus except a decision taken by special resolution.

137.3B Voting at Meetings - Branch

An individual must be a Canadian Parents for French member in good standing to sit as a director at the Branch level. Each member of the Branch Board, including the chairperson, has one vote. Questions arising at any meeting and requiring a vote shall be decided by ordinary resolution of those Branch Directors present and voting.

Each Branch of the corporation may include a Youth Director position on the Branch Board by providing a special member status to an individual under the age of majority in the province. While serving, the individual must maintain their Canadian Parents for French membership in good standing. This youth director may be provided with the right to one vote.

141. Disclosure of Interest

141.1B Pecuniary Interest - Branch

Branch Board Directors shall avoid and shall disclose any circumstances in which their personal pecuniary interests conflict, or may be reasonably perceived to conflict, with the interests of the Corporation.

142. Officers

142.1B Appointment of Branch Board Officers

All Branch Board Officer positions including the positions of Branch Board President and Vice President shall be appointed by the Branch Board for a one year term of office. A Director may serve as President for a maximum of four (4) years.

142.1.2B Ceasing to Hold Office - Branch Officers

As above, an individual shall cease to be a Branch Officer when any of the same conditions apply and in relation to the Branch Board. Additionally, an individual shall cease to be a Branch Officer upon missing more than 33% of Branch meetings in one year.

142.1.3B Removal of Branch Officers

All Branch officers may be removed by the authority of the Branch Board under the same conditions noted above. Once removed from office, the Officer may also vacate his Director position on the Branch Board.

143. Remuneration

143.1B Remuneration - Branch

No remuneration shall be paid to any elected or appointed director, or to any other person acting in a volunteer capacity for/at the Branch level, including on committees, for services rendered to or on behalf of the Corporation.

148. Duties of Directors and Officers

148.1B Responsibilities of Branch Officers

The Branch President shall, when present and able, convene and chair all meetings of the members. The Branch President may sit as an ex officio member of all Branch committees of the Corporation and will be duly identified as such. The Vice-President shall perform such duties as assigned by the Branch President or by the Branch Board of Directors. In the absence or disability of the Branch President, the Vice-President shall perform the duties and exercise the powers of the President for as long as required and/or until the following AGM. The Treasurer shall oversee the financial operation of the Corporation. Further responsibilities will be outlined in a policy document.

PART 10 - By-laws and Members

152 Bylaws

152.2B Member Approval of Branch Bylaws

The Branch Directors shall submit the by-law, amendment or repeal to the members at the next meeting of members, and the Members may, by special resolution, confirm, reject or amend the Branch by-law, amendment or repeal.

154 Conditions of Membership

154.4A Voting Rights - Branch and Chapter

Additional to the above, at Branch and Chapter Meetings, a maximum of two adults of a member household shall be deemed voting members and each receive a vote.

154.4B Voting Rights - Branch and Chapter

Additional to the above, at Branch and Chapter Meetings, a maximum of two adults of a member household shall be deemed voting members and each receive a vote.

Chapter Presidents are authorized by their Chapters to elect new and/or incumbent Directors to the Branch Board from a slate proposed by the Branch Nominating Committee at the Branch Annual General Meeting or Special Meeting.

159.1 Place of Meetings

159.1B Place of Meetings - Branch

Each Branch Annual General Meeting of Canadian Parents for French shall be held annually in the respective province or territory on such days as the Branch Board of Directors shall designate.

160 Calling Annual Meetings

160.3B Calling Special Branch Meetings

The Branch Board may call a Special General Meeting at any time, and shall call a Special General Meeting of the Branch Board and Members upon the written request of 1 % of voting members at large.

162 - Notice Provided For in Bylaws

162.1B Notice Provided for in Bylaws - Branch

Notice of Branch Annual or Special General Meetings shall be conveyed by any of the same means as noted above, describing the nature of the business in sufficient detail to permit the Branch Board of Directors, voting delegates and members at large to form a reasoned judgment on it.

162.9B Business - Branch

The Branch Annual General Meeting and any Special General Meeting shall be conducted in accordance with these Branch Bylaws, and where the Bylaws are silent, in accordance with current Roberts Rules of Order.

PART 11 - Financial Disclosure

172. Annual Financial Statements

172.2 Annual Branch Financial Statements

Branches shall submit their financial statements as at the end of the previous fiscal year to the National Board of Directors as directed.

172.2B Annual Chapter Financial Statements

Chapters shall submit their financial statements as at the end of the previous fiscal year to the Branch Board of Directors as directed.

PART 12 - Public Accountant

181. Appointment of Public Accountant

181B Appointment of Public Accountant - Branch

At the discretion of the Branch Board of Directors, the Public Accountant may be appointed to conduct a financial review or audit for the purpose of preparing a report to members at the Annual General Meeting. The selection of the Public Accountant for the following year shall be ratified at the Annual General Meeting.

191 Report on Financial Statements

191B Report on Branch Financial Statements

After conducting a financial audit or review, the Branch financial statements shall be reported to the members, with the Corporation's financial year end identified as March 31st of each year.

PART 13 - Fundamental Changes

197. Amendment of Articles or Bylaws

197.1B Amendment of Branch and Chapter Articles or Bylaws

The Bylaws of this Branch of the Corporation that were in force immediately prior to these Bylaws coming into force are hereby repealed. Chapter Bylaws that were in force immediately prior to these Branch Bylaws coming into force are hereby repealed.

These Branch Bylaws shall come into effect following approval by special resolution at a Branch Annual General Meeting or Special General Meeting and upon coming into force these Bylaws shall be the consolidated general Bylaws of Canadian Parents for French Newfoundland and Labrador Branch. All Chapters of the Newfoundland and Labrador Branch shall be governed by the Branch Bylaws.

198. Proposal to Amend

198.2B Notice to Amend - Branch

Notice of any motion to amend the Branch Bylaws by the Bylaw Committee shall be forwarded to the Branch President who shall cause the notice to be circulated in writing to the membership and

to the Canadian Parents for French National Board not less than sixty (60) days prior to their consideration at the Branch Annual General Meeting or Special General Meeting. If any provision of these Branch Bylaws is inconsistent with any policy, rule or regulation of Canadian Parents for French, the provision will be brought to the attention of the membership for further consideration at the Meeting.

PART 14 - Liquidation and Dissolution

221. Proposing Liquidation and Dissolution

221B Proposing Liquidation and Dissolution - Branch Responsibilities

Should a Branch dissolution process commence, it is the responsibility of the Branch Board to liaise with the National Office to fulfil any remaining legal and financial obligations, ensure all dissolution costs and payments have been made, and if any assets remaining, these are distributed to the National Office.

Enacted by the Board at its September 26, 2018 Board Meeting.

Confirmed by members at the 2017-18 Annual General Meeting on December 9, 2018 and to be effective on this date that the Corporation continues under the Act.

Witness the Seal of the Corporation.

Larry Vaters, President, Canadian Parents for French - Newfoundland and Labrador