

ST. STANISLAUS COLLEGE (GUYANA) ALUMNI SOCIETY CONSTITUTION

Be it enacted as a By-Law of St. Stanislaus College (Guyana) Alumni Society.

1. NAME OF CORPORATION

The name of the Corporation shall be St. Stanislaus College (Guyana) Alumni Society, hereinafter referred to as “the Corporation”.

2. CORPORATE SEAL

The seal of the Corporation shall be in such form as shall be prescribed by the Board of Directors and shall read “St. Stanislaus College (Guyana) Alumni Society”.

3. OBJECTIVES

- (a) To provide to St. Stanislaus College, Guyana, educational equipment, furnishings, learning materials, and teaching aids which provide writing, reading, and other career learning skills to the students attending the school.
- (b) To provide scholarships or bursaries to the students and staff of the College.
- (c) To provide monetary living subsidies to staff and students of the college in cases where students may otherwise be forced to drop out in order to support their families, or where teachers would otherwise need to have a second job due to insufficient wages.
- (d) To assist immigrant Alumni of the College in adapting to Canadian life by hosting, on a systematic basis, seminars, conferences, workshops, and lectures on such issues as are of critical civic importance. Among them will be included: human rights and freedom, workplace safety, Canadian citizenship, law enforcement, the Canadian Constitution, and the Charter of Rights.

4. HEAD OFFICE

The Head Office of the Corporation shall be located in the Municipality of Toronto in the Province of Ontario, Canada. The Corporation may establish such other offices and

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agencies elsewhere within Canada as the Board of Directors may deem expedient.

5. MEMBERSHIP

Individual Membership

(i) Membership in the Corporation shall be open to all alumni, former members of the academic and non-academic staff, and friends of the College, subject to the terms and conditions set forth herein.

(ii) Admission to membership of the Corporation shall be by payment (unless stated otherwise) to the Corporation of an annual subscription determined by the Board of Directors.

(iii) Membership fees shall be fixed by the Board of Directors on an annual basis, and will cover the period from 1 January to 31 December of each year. The Board of Directors may also establish the amount and pre-payment of fees to cover a period of multiple future years.

(iv) There are three membership categories of the Corporation: Full Member, Honorary Member, and Associate Member. The rights and privileges of each membership category are as follows:

FULL MEMBER: All privileges of membership in the Corporation are available to alumni, academic, and non-academic staff of the College, including eligibility to cast one (1) vote at all meetings of members of the Corporation, to be a member of any sub-committee of the Corporation, and to hold office in the Corporation.

HONORARY MEMBER: Honorary membership may be conferred upon a person who has made an outstanding contribution to the College or the Corporation, on the approval of the Board of Directors of the Corporation. All privileges of membership in the Corporation are available, including eligibility to cast one (1) vote at all meetings of members of the Corporation and to be a member of any committee of the Corporation, but honorary members shall not

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have the right to hold office in the Corporation and shall be exempt from payment of dues.

ASSOCIATE MEMBER: Associate membership may be conferred on a friend of the Corporation or the College, on the approval of the Board of Directors of the Corporation. All privileges of membership in the Corporation are available, including membership on any sub-committee, but excluding the right to vote at any meeting of the Corporation or the right to hold office in the Corporation.

6. BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be directed by a Board of Directors consisting of a minimum of seven (7) members, who shall develop and set the strategy and directions for the Corporation.

(b) Election of Directors

(i) All Directors, including a Chairman of the Board, shall be elected by the corporation membership at the Annual General Meeting, except as indicated otherwise herein, and the term of office for a Director shall be one (1) year.

(ii) The President of the Corporation shall be automatically a Director of the Corporation and shall assume the position of Chairman of the Board.

(iii) The applicants for incorporation shall become the first Directors of the Corporation, whose term of office on the Board of Directors shall be the period up to the first Annual General Meeting at which their successors will be elected.

(iv) Other members of the initial Board of Directors shall be selected by the founding Directors, and all members of the initial Board shall hold office only until the first Annual General Meeting.

(v) The office of Director shall be vacated:

- by notice in writing to the Chairman of the Corporation;
- if, at any general or special meeting of the Corporation called for the purpose of removing the Director, a majority of the members present decides that he/she be removed from office;
- if the Director fails to attend two consecutive meetings without prior notification to the Chairman;
- if the Director becomes incapacitated in any way and is unable to perform his/her duties;

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- if a two-thirds (2/3) majority of the Board finds cause for the removal of the Director.

(vi) Should a vacancy occur on the Board of Directors of the Corporation for any reason, the remaining Directors may, by resolution, fill the vacancy or may decide to leave the position vacant until the next Annual General Meeting.

(vii) The Vice President shall be automatically a Director of the Corporation and shall assume the position of Vice Chairman of the Board..

(c) The Board of Directors may exercise all such powers of the Corporation as are not required, by the Ontario Corporations Act or by this bylaw, to be exercised by the

members at general meetings, and the powers of the Board of Directors shall include, without limiting the generality of the foregoing:

(i) the approval of financial statements for presentation to the annual general meeting of members;

(ii) the approval of all budgets and charitable donations of the Corporation;

(iii) the appointment and termination of all paid employees;

(iv) the ratification of the opening and closing of programmes;

(v) the formation of expenditure policies on behalf of the Corporation.

(d) The Board of Directors shall have the power to appoint patrons and honorary officers of the Corporation.

(e) Any remuneration of all agents and employees shall be fixed by the Board of Directors by resolution.

(f) The Chairman of the Board shall have custody of the Seal of the Corporation.

(g) The Board of Directors shall be empowered to hold regular meetings but in no event shall there be less than four (4) meetings each year. Notice for such meetings shall be communicated to each member of the Board at least seven (7) days in advance. In case of an emergency, the Chairman or any two members are authorised to waive the usual notice by contacting each member by telephone, electronic mail, or other suitable means, at least 48 hours prior to the date of the meeting.

(h) Four (4) members of the Board of Directors shall constitute a quorum for a meeting.

A member of the Board not present in person at a meeting but participating through electronic or telephonic means shall count towards the determination of a quorum.

(i) The Chairman shall preside at all meetings of the Board of Directors of the

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Corporation. He/she shall see that all orders and resolutions are carried into effect, and he/she or the Vice-Chairman or other Officer appointed by the Board of Directors shall sign all by-laws and other documents requiring the signatures of the Officers of the Corporation.

(j) In the absence or disability of the Chairman, the Vice-Chairman shall perform the duties and exercise the powers of the Chairman.

(k) Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present but, if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(l) Members of the Board of Directors shall serve in a personal capacity.

(m) The members of the Board of Directors shall not receive any remuneration for their services but shall be reimbursed for any expenses incurred in the execution of their duties, upon approval by the Board. Nothing herein contained shall be construed to preclude any Director who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual remuneration for professional or business services required to be done in connection with the administration of the affairs of the Corporation. In all such cases, the member concerned must withdraw and abstain from all discussions and decisions to be made in the selection of the firm or in any remuneration to him/her or the firm.

(n) Any Director may be removed from office for cause by a two-thirds (2/3) majority of the Board voting, including proxy votes, at any regular meeting. However, in no case shall a Director be removed from office without first having been given the opportunity to be heard. Any member so removed shall have the right to appeal the decision at an Extraordinary General Meeting which shall have the power to vary or rescind the decision of the Board by a majority of the members present and voting.

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7. OFFICERS

(a) There shall be five (6) Officers of the Corporation who will be Directors of the Corporation. The Officers are as follows:

- President
- Vice President
- Secretary
- Assistant Secretary
- Treasurer
- Assistant Treasurer

No two offices shall be held by the same person.

(b) All Officers must be full members of the Corporation, and shall be elected at the Annual General Meeting of the Corporation except for the initial Officers who will be appointed by the initial Board of Directors and who will hold office until the first Annual General Meeting.

(c) The Officers of the Corporation shall hold office for one (1) year from the date of election or appointment or until their successors are elected or appointed.

(d) Should a vacancy occur in the position of an Officer of the Corporation for any reason, the Directors shall, by resolution, fill the vacancy with a full member, in good standing, of the Corporation.

(e) Any officer may be removed from office for cause by a two-thirds (2/3) majority of the Board of Directors.

(f) The Officers of the Corporation shall not receive any remuneration for their services but shall be reimbursed for any expenses incurred in the execution of their duties upon approval by the Board of Directors. Nothing herein contained shall be construed to preclude any Officer who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual remuneration for professional or business services required to be done in connection with the administration of the affairs of Corporation. In all such cases, the member concerned must withdraw and abstain from all discussions and decisions to be made in the selection of the firm or in any remuneration to him/her or the firm.

(g) Any full member of the Corporation may be elected by the Board to a named non-Board or non-Officer position to assist the Officers in the execution of their duties. They will be subject to all the rules and conditions, which apply to the Officers.

8. Management

(a) The property and business affairs of the Corporation shall be managed by the Officers and other named elected personnel.

(b) All rules with respect to the election to office, term of office, removal from office, vacancy of office, and remuneration shall be the same as for the Directors of the Corporation.

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9. DUTIES

(a) The Officers shall be empowered to hold regular meetings but in no event, shall there be less than four (4) meetings each year. Notice for such meetings shall be communicated to each Officer and other elected personnel at least seven (7) days in advance. In case of an emergency, the President or any two Officers are authorised to waive the usual notice by contacting each attending member by telephone, electronic mail, or other suitable means, at least 48 hours prior to the date of the meeting.

(b) Fifty percent (50%) of the Officers shall constitute a quorum for making decisions at a meeting. A member not present in person at a meeting but participating through electronic or telephonic means shall count towards the determination of a quorum.

(c) The President shall preside at all meetings of the Board of Directors and shall see that all orders and resolutions are carried into effect. In the President's absence, the Vice-President shall preside over all meetings of the Board. In the absence of both the President and the Vice-President, the attending members of the Board shall select a member from among them to preside over the meetings.

(d) At all duly constituted meetings, each Director, Officer, or other elected member shall be entitled to one (1) vote.

(e) All decisions at meetings shall be by simple majority of those voting, save as specifically required by the Constitution. A member not present in person at a meeting may still record his/her vote if participating at the meeting through electronic or telephonic means.

(f) The Vice-President shall perform the duties and exercise the powers of the President in the absence or disability of the President.

(g) The Secretary shall have responsibilities for all correspondence of the Board of Directors and the Board of Directors, and shall also act as archivist of the Corporation. In the Secretary's absence, the Assistant Secretary shall perform the duties of the Secretary.

(h) The Treasurer shall have custody of the Corporation's funds and securities, and shall keep, or shall cause to be kept, a full and accurate account of receipts and disbursements. The Treasurer shall also be responsible for all monies and other valuable effects to be deposited in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors from time to time. The Treasurer shall disburse, or permit to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors, at their meetings or whenever they may require it, an account of all such transactions carried out by him/her or by a person designated by him/her, and a statement of the financial position of the Corporation. He/She shall also perform such other duties as may from time to time be determined by the Board of Directors. If so required by a resolution of the Board of Directors, he/she (or any person designated by him/her) shall give the Corporation a bond in a sum and with one or more sureties satisfactory to the Board of Directors for the faithful performance of the duties of his/her office.

(i) All cheques, drafts, monetary instruments, etc., shall be signed by the Treasurer or Assistant Treasurer and one other, being either the President, Secretary, or Assistant Secretary.

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- (j) In the Treasurer's absence, the Assistant Treasurer shall perform the duties of the Treasurer.
- (k) The Board of Directors shall plan, organize, and direct such activities as are consistent with the purpose of the Corporation. This includes raising, managing, and disbursing funds whose monies are to be used to satisfy the objectives of the Corporation. The Board of Directors shall also manage the affairs of the Corporation in areas which are not specifically mentioned or defined above but which are not repugnant to the Objects of the Corporation.

10. OTHER COMMITTEES

(a) Appointment

The Board of Directors shall have the authority to appoint such standing committees as it may deem necessary for carrying out the objectives of the Corporation. The standing committees shall include at least one member of the Board of Directors, and shall submit a report annually in writing to the Board of Directors prior to the Annual General Meeting.

The above standing committees may establish sub-committees which will report back to the standing committees. These sub-committees shall be established within 10 weeks of the annual election of the Board of Directors. Within this period, any existing sub-committees shall continue to operate to allow for a mentoring process and a smooth transition of any outstanding work of the sub-committees.

(b) Removal

The Board of Directors shall be empowered to remove any appointed member of a standing committee.

(c) Duties

Members of all standing committees will carry out all duties as prescribed by the Board of Directors.

(d) Remuneration

Standing committee members shall not receive any remuneration but shall be entitled to receive reimbursement for any approved expenses incurred relating to assignments on behalf of the Corporation. In all cases, the Board of Directors must approve such expenditures.

11. MEETINGS

(a) There shall be an Annual General Meeting once every calendar year in September, unless there are extenuating circumstances as determined by the Board of Directors, at a place and time appointed by the Board of Directors. At such a meeting, the members present, and in good standing, shall elect a Board of Directors, the Officers, and any other named positions.

(b) Notice of the Annual General Meeting shall be sent, by postal or electronic mail, or delivered personally to members at least fourteen (14) clear days before the meeting. Notice of an Annual General Meeting shall contain enough information to allow members to make reasoned decisions at such meetings. Each voting member (present or by proxy) is allowed one vote at the annual or any other general meeting.

(c) A copy of the agenda established by the Board of Directors shall accompany all notices of the Annual General Meeting.

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- (d) The business of the Annual General Meeting shall be to deal with matters on the Agenda, arranged by the Board of Directors, which shall include:
- (i) Reception and adoption of reports from the Board of Directors and standing committees;
 - (ii) Revision of past work and planning of future tasks;
 - (iii) Election of Directors and Officers;
 - (iv) Any other business as arranged.
- (e) All meetings of the Corporation must be conducted in procedure according to Roberts Rules (revised). A meeting may adopt other rules of procedure for the protection of the general interest based on democratic principles and the rule of equity.
- (f) Voting in the Corporation relative to the election of Board members will be by secret ballot. All other voting on other matters are by show of hands, unless otherwise decided by the majority at the meeting. In the event of a tie vote (including proxies and attendance at a distance) at any meeting of members, any motion will be defeated.

12. SPECIAL GENERAL MEETING

- (a) A Special General Meeting may be convened at the discretion of the Board of Directors or on the written request of at least 50 percent of members in good standing. Such request must be submitted to the Secretary fourteen (14) days prior to the date of the proposed meeting. Subject to any provision in this constitution, a Special General Meeting of members shall have the same powers as an Annual General Meeting in dealing with any business for which it is called.
- (b) Twenty-four (24) members in good standing shall constitute a quorum at any Special General Meeting.
- (c) The Board of Directors shall be empowered to convene any Special General Meeting provided that a minimum of fourteen (14) days notice is provided to members by postal or electronic mail, or delivered personally. Notice of such a meeting shall contain enough information to allow members to make reasoned decisions.
- (d) No error or omission in giving notice of any Annual or Special General Meeting or any adjourned meeting, whether Annual or Special, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purposes of sending notice to any member, Director, or Officer for any meeting or otherwise, the address of the member, Director, or Officer shall be his last postal or electronic address recorded on the books of the Corporation.
- (e) At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided for in the Canada Corporations Act, or by these by-laws.

13. FISCAL MATTERS

- (a) The fiscal year of the Corporation shall be from September 1 to August 31 of each

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year.

- (b) All funds of the Corporation shall be deposited from time to time in a Chartered Bank or a Trust Company approved by the Board of Directors.
- (c) The Corporation may maintain separate accounts with one or more chartered banks.
- (d) All monetary transactions shall be made in the name of the Corporation. All cheques, drafts, etc., shall be signed jointly by the Treasurer or Assistant Treasurer and one other, being either the President, Secretary, or Assistant Secretary.
- (e) At each Annual General Meeting, the members shall appoint an auditor to audit the accounts of the Corporation for reporting to the members. The Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.
- (f) All fund-raising campaigns shall be the responsibility of the Board of Directors.
- (g) Annual audited financial statements of the Corporation will be made available to the members in good standing and submitted to the Government of Canada. Members can agree to waive the audit and financial reviews through an extraordinary members' resolution.
- (h) The Corporation may borrow money through the use of a credit card issued by a financial institution in the name of the Corporation. When the Corporation uses a credit card, the statement balance must be paid in full before the expiration of the grace period set by the financial institution.

14. CHARITABLE STATUS

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to continue to acquire, accept, solicit, and receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objects of the Corporation and without violating the government rules relating to Charities.

15. INDEMNITY OF DIRECTORS

Every Director or Officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any Company controlled by it and their heirs, executors, and administrators, and estate and effects, respectively, shall from time to time at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (i) all costs, charges and expenses which such Directors, Officers, or other persons sustain or incur in or about any action, suit, or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any action, deed, matter, or thing made, done, or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;

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(ii) all other costs, charges, and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

16. SIGNATURE AND CERTIFICATION OF DOCUMENTS

All contracts, documents, or any instruments in writing requiring the signature of the Corporation shall be signed by any two of the Officers appointed by the Board of Directors, and all contracts, deeds, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The seal of the Corporation, when required, may be affixed to contracts, documents, and instruments in writing signed as aforesaid.

17. RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws or the Ontario Corporations Act relating to the management and affairs of the Corporation as they deem expedient. No regulation or resolution made by the Corporation at the subsequent general meeting shall invalidate any prior act of the Board of Directors concerning any rule or regulation which would have been valid if such regulation or resolution had been made at such general meeting.

18. AMENDMENTS TO BY-LAWS

The by-laws of the Corporation may be repealed, or amended by-law enacted, by a majority of Directors at a meeting of the Board of Directors and sanctioned by a special resolution of the members of the Corporation at a meeting of the members duly called for the purpose of considering the by-law.

19. BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are properly kept.

20. DISSOLUTION

- (a) The Corporation may be dissolved by a two-thirds (2/3) majority vote of members in good standing.
- (b) Upon dissolution of the Corporation, all the indebtedness shall be paid from the assets and funds of the Association, and the remaining assets of the Association shall be transferred to a recognized charitable institution with similar purposes, as selected by

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the majority of the Executive Committee and the Board of Directors.

21. APPROVAL OF CONSTITUTION

This Constitution was amended by the members at the Annual General Meeting on September 24, 2023. This is attested to by:

Chairman of the Board

Secretary of the Board

September 24, 2023