

TABLE OF CONTENTS

AMENDED AND RESTATED

BY-LAW NO. 1

LYCÉE FRANÇAIS DE TORONTO

(the “Corporation”)

TABLE OF CONTENTS

ARTICLE 1 GENERAL	1
1.01 Definitions	1
1.02 Interpretation	3
1.03 Headings and Table of Contents.....	3
1.04 Invalidity of any Provisions of this By-law	3
1.05 Corporate Seal.....	3
1.06 Execution of Documents	4
1.07 Financial Year End.....	4
1.08 Banking Arrangements	4
1.09 Custody of Securities	4
1.10 Annual Financial Statements	5
1.11 Registered Office.....	5
1.12 Resolutions in Writing.....	5
1.13 Rights of Members	5
ARTICLE 2 MEMBERSHIP.....	5
2.01 Membership Classes & Voting Rights	5
2.02 Termination of Membership.....	6
ARTICLE 3 FUNDAMENTAL CHANGES.....	6
3.01 Amendments to the Articles or By-laws.....	6
3.02 Amendments Where Multiple Member Classes.....	7
ARTICLE 4 MEETINGS OF MEMBERS.....	8
4.01 Annual Meetings	8

TABLE OF CONTENTS
(continued)

	Page
4.02 Special Meetings.....	8
4.03 Persons Entitled to be Present	8
4.04 Notice of Member Meeting.....	9
4.05 Content of Notice of Meeting.....	9
4.06 Chair of the Meeting.....	9
4.07 Quorum of Members	10
4.08 Adjournment of Meeting of Members	10
4.09 Voting at a Special Meeting of Members.....	10
4.10 Voting at the Annual Meeting of Members	10
4.11 Absentee Voting	11
ARTICLE 5 DIRECTORS.....	12
5.01 Duties of Directors	12
5.02 Number and Profile of Directors.....	12
5.03 No Remuneration.....	12
5.04 Board Observers	13
5.05 Qualifications of Directors	13
5.06 No Alternate Directors	13
5.07 Duration of Term	14
5.08 Removal of Directors	14
5.09 Vacancies on the Board	14
5.10 Filling Vacancies Among Directors.....	14
5.11 Borrowing Powers.....	15
5.12 Delegation	15
5.13 By-laws.....	16
5.14 Records.....	16
ARTICLE 6 MEETINGS OF DIRECTORS	17
6.01 Regular Meetings	17
6.02 Calling of Special Meetings	17
6.03 Notice of Meeting	17
6.04 Waiver of Notice.....	17

TABLE OF CONTENTS
(continued)

	Page
6.05 Adjourned Meetings	17
6.06 Participation in Meetings by Electronic Means	18
6.07 Quorum of Directors	18
6.08 Votes to Govern	18
ARTICLE 7 COMMITTEES	18
7.01 Committees	18
7.02 Finance Committee	18
ARTICLE 8 CONFLICTS OF INTEREST	19
8.01 Conflict With Director May Require Court Approval	19
8.02 Disclosure of Interest by Directors and Officers	19
8.03 Time of Disclosure	19
8.04 For Transactions Not Requiring Director or Member Approval	20
8.05 Voting	20
8.06 Continuing Disclosure	20
8.07 Access to Disclosure	20
8.08 Contracts Not Invalid	21
8.09 Confirmation by Members	21
ARTICLE 9 LIABILITY AND PROTECTION OF DIRECTORS AND OFFICERS	21
9.01 Standard of Care	21
9.02 Indemnification by Corporation	22
9.03 Advance of Costs	22
9.04 Limitation on Indemnity	22
9.05 Right to Indemnity	22
9.06 Indemnity Agreements	22
ARTICLE 10 OFFICERS	23
10.01 Officers	23
10.02 Removal of Officers	23
10.03 Chair	23
10.04 Vice-Chair	23
10.05 Secretary	23

TABLE OF CONTENTS
(continued)

	Page
10.06 Treasurer	23
10.07 Head of the Institution	24
ARTICLE 11 NOTICES	24
11.01 Method of Giving Notices	24
11.02 Omissions and Errors	25
ARTICLE 12 MAKING, AMENDING OR REPEALING A BY-LAW	25
12.01 Effective Date	25
ARTICLE 13 REPEAL	25
13.01 Repeal	25

AMENDED AND RESTATED

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
LYCÉE FRANÇAIS DE TORONTO
(the “Corporation”)

WHEREAS the original By-law No. 1 of the Corporation dated December 17, 2014 (the “**Original By-law**”) is amended and restated as follows.

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, as amended, restated or in effect from time to time and includes the Regulations;
- (b) “affiliate” means an affiliated body corporate, and one body corporate shall be deemed to be affiliated with another body corporate if, and only if, one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person;
- (c) “Agreement with France” means the Agreement in effect between the Agence pour l’enseignement français à l’étranger [Agency for French Teaching Abroad] (AEFE) and the Corporation;
- (d) “Arrangement with a Director” means a contract or transaction between the Corporation and a director (or a person that is not at arm’s length from a director), where such arrangement would result in the Corporation providing a benefit (whether monetary or otherwise) to such director (or person not at arm’s length from such director), but does not include reimbursement to a director for reasonable expenses incurred in the performance of his or her duties as a director;
- (e) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (f) “board” means the board of directors of the Corporation;

- (g) “by-law” means this by-law and any other by-law of the Corporation, as amended, and which are, from time to time, in force and effect
- (h) “director” means a member of the board;
- (i) “Director Candidate” has the meaning given to it in section 4.05(c) of this by-law;
- (j) “Director Nominee” means a Director Candidate that has been selected by the members to be a director, as contemplated in section 4.10 of this by-law.
- (k) “Head of the Institution” means the Headmaster of the Lycée;
- (l) “Lycée” means the LYCÉE FRANÇAIS DE TORONTO school;
- (m) “meeting of members” includes an annual meeting of members or a special meeting of members;
- (n) “member” means a Parent Member or a Staff Member of the Corporation;
- (o) “Non-Teaching Staff” means any person who performs duties other than teaching at the Lycée and who is remunerated either by the Corporation or by the Agence pour l’enseignement français à l’étranger
- (p) “ordinary resolution” means a resolution passed by a simple majority of the votes cast on that resolution, or such greater majority as may be specified in the articles;
- (q) “Original By-law” has the meaning given to it in the recitals to this by-law;
- (r) “Parent” means a father or mother of a Student or any person recognized as the guardian or who has legal custody of that Student;
- (s) “Parent Member” has the meaning given to it in Section 2.01.
- (t) “person” means an individual or entity;
- (u) “proposal” means a proposal submitted by a member that meets the requirements of section 163 of the Act;
- (v) “Regulations” means *Canada Not-for-profit Corporations Regulations, SOR/2011-223* and any other regulation made under the Act, as amended, restated or in effect from time to time;
- (w) “special business” means business transacted at either a special meeting of members or an annual meeting of members, except consideration of the financial statements, public accountant’s report, election of directors and re-appointment of the incumbent public accountant;

- (x) “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (y) “special resolution” means a resolution passed by not less than two-thirds of the votes cast on that resolution, or such greater majority as may be specified in the articles;
- (z) “Staff Member” has the meaning given to it in Section 2.01.
- (aa) “Student” means any child who is duly registered at the Lycée;
- (bb) “Teacher” means any person who teaches at the Lycée and who is remunerated either by the Corporation or by the Agence pour l’enseignement français à l’étranger;

1.02 Interpretation

In this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders. Other than as specified in section 1.01 of this by-law, words and expressions defined in the Act shall have the same meanings when used in this by-law. This by-law shall be interpreted so as to comply with the provisions of the Agreement with France, provided, however, that the provisions of this by-law or the Act, as applicable, shall prevail to the extent of any inconsistency with the provisions of the Agreement with France. This English version of the by-law shall prevail to the extent of any inconsistencies with any French translation of this by-law.

1.03 Headings and Table of Contents

The headings and table of contents in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this by-law.

1.04 Invalidity of any Provisions of this By-law

- (a) The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.
- (b) To the extent that any amendment to the Act results in a conflict between a provision of this by-law and a provision of the Act, the directors shall amend this by-law to make such conflicting provision conform with the Act. Pursuant to section 17(3) of the Act, no act of the Corporation, including a transfer of property to or by the Corporation, is invalid by reason only that such act or transfer is contrary to the Act.

1.05 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the directors. If a corporate seal is approved by the directors, the secretary of the Corporation shall be the custodian of the corporate seal.

1.06 Execution of Documents

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by two directors or such other persons who are delegated such signing authority by the Board from time to time.
- (b) Contracts in the ordinary course of business of the Corporation shall be entered into in accordance with the procedure set by the board from time to time.
- (c) The Chair, Vice-Chair, Directors, Secretary, Treasurer or any person appointed by the directors may transfer debentures or other securities held by the Corporation in accordance with the procedures adopted by the directors.
- (d) Notwithstanding the foregoing paragraphs of this section 1.06, the directors may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document.
- (e) The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be an electronic image, written, stamped, type-written or printed or partly an electronic image, written, stamped, type-written or printed.

1.07 Financial Year End

The financial year end of the Corporation shall August 31 unless otherwise determined by the directors.

1.08 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other entity carrying on a banking business in Canada or elsewhere as the directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the directors may by resolution from time to time designate, direct or authorize.

1.09 Custody of Securities

Securities held by the Corporation shall be deposited, for the purpose of custody and safekeeping, with one or more banks, trust companies or other financial institutions that the directors may choose from time to time. The securities deposited in this way may only be withdrawn, as necessary, in accordance with a written order by an individual authorized to do so by resolution of the directors.

1.10 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in section 172(1) (Annual Financial Statements) of the Act to the members, give a notice to its members stating that the annual financial statements and documents provided in section 172(1) of the Act are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office.

1.11 Registered Office

The Corporation's registered office shall be located in Ontario, at the place determined by the directors from time to time.

1.12 Resolutions in Writing

- (a) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the board or a committee of directors, is as valid as if it had been passed at a meeting of the board or such committee of directors.
- (b) A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members.

1.13 Rights of Members

In accordance with the *Canadian Human Rights Act*, no member shall discriminate, threaten or pressure any other member or Student because of such member or Student's race, national or ethnic origin, colour, religion, age, sex, sexual orientation, marital status, family status, disability or conviction for an offence for which a pardon has been granted or in respect of which a record suspension has been ordered.

ARTICLE 2 MEMBERSHIP

2.01 Membership Classes & Voting Rights

- (a) Subject to the articles, there shall be two classes of members, as follows:
 - (i) All the Parents of a Student (collectively, such Parents are one "**Parent Member**"), provided that if one or more Parents of a Student is a Staff Member then no Parents of such Student shall be a Parent Member; and
 - (ii) Each Non-Teaching Staff and Teacher (each of them, a "**Staff Member**");
- (b) Subject to the articles, each member shall be entitled to receive notice of and attend all meetings of the members. Subject to the articles and section 5.02 of this by-law, at such meetings, each Staff Member shall have one vote and each Parent

Member shall have one vote in respect of each Student of which the Parent Member are the Parents. For greater certainty, all the Parents of a Student, together, are entitled to a single vote for each child that is a Student, regardless of how many Parents such Student has.

- (c) Pursuant to section 197(1) of the Act, a special resolution of the members is required to make any amendments to this section 2.01 if those amendments affect those membership rights or conditions described in sections 197(1)(e), (h), (l) or (m) of the Act.

2.02 Termination of Membership

Subject to the articles, the membership of a member is automatically terminated on the earliest of the date on which:

- (a) the member dies;
- (b) a member ceases to fit into a category of membership described in section 2.01 of this by-law;
- (c) the board determines that the member has breached section 1.13 of this by-law;
- (d) the member resigns by delivering a written resignation to the Corporation in which case such resignation shall be effective on the date specified in the resignation; or
- (e) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon termination of membership, all rights of the member automatically cease to exist. Any obligations owing by the member to the Corporation that existed at the time of such termination of membership shall survive such termination, including any obligation to pay fees or other amounts due to the Corporation at the time of termination.

ARTICLE 3 FUNDAMENTAL CHANGES

3.01 Amendments to the Articles or By-laws

Pursuant to section 197(1) of the Act, and subject to section 3.02 of this by-law, a special resolution of the members is required to make any amendment to the articles or the by-laws to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of members;

- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to section 133 of the Act, increase or decrease the number of directors or the minimum or maximum number of directors fixed by the articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the articles.

3.02 Amendments Where Multiple Member Classes

Pursuant to section 199(1) of the Act, if an amendment specified in section 3.01 of this by-law is proposed, then each class or group of members, whether or not such class or group otherwise carries a right to vote, is entitled to vote, as a class or group, on such proposed amendment, if the amendment would:

- (a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- (b) add, change or remove the rights or conditions attached to the memberships of the class or group, including:
 - (i) to reduce or remove a liquidation preference, or
 - (ii) to add, remove or change prejudicially voting or transfer rights of the class or group;
- (c) increase the rights of any other class or group of members having rights equal or superior to those of the class or group;

- (d) increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- (e) create a new class or group of members having rights equal or superior to those of the class or group; or
- (f) effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group,

provided that with respect sections (a) and (e) immediately above, the articles may specify that that members of non-voting classes or groups shall not have a right to vote separately as a class or group.

ARTICLE 4 MEETINGS OF MEMBERS

4.01 Annual Meetings

- (a) The directors shall call an annual meeting of members to be held between November 15 and November 30 in each year, or at such other time as the directors may determine provided, however, that each annual meeting must be held no later than 6 months after the end of the Corporation's preceding financial year.
- (b) At every annual meeting of members, in addition to any other business that may be transacted:
 - (i) the report of the board, if any, the financial statements, and the report of the public accountant, if any, shall be presented to the members;
 - (ii) if an audit is required, the members shall appoint a public accountant to audit the accounts of the Corporation for report to the members at the next annual meeting of members; and
 - (iii) the directors shall be elected (provided that the term of one or more directors has expired in the year of such meeting).
- (c) At an annual meeting, a member may ask any question of particular or general interest, without providing any prior notice.

4.02 Special Meetings

The board, the Chair, or the Vice-Chair may at any time call a special meeting of members.

4.03 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under the Act or the articles to be present at the meeting. Any other person

may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

4.04 Notice of Member Meeting

Notice of the time and place of a meeting of members shall be given to each person entitled to be present at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 15 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member who has given written consent to receive notice by electronic means and is entitled to vote at the meeting, during a period of 15 to 35 days before the day on which the meeting is to be held.

4.05 Content of Notice of Meeting

- (a) Notice of a meeting of members shall include a reminder that members are entitled to vote by proxy.
- (b) Notice of a meeting of members at which special business is to be transacted shall:
 - (i) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business;
 - (ii) state the text of any special resolution to be submitted to the meeting;
- (c) Notice of the annual meeting of members shall be sent to each Parent Member and Staff Member and shall specify:
 - (i) that any Parent Member or any Staff Member may submit his or her name as a candidate for nomination as a director (thereafter, a “Director Candidate”) by notifying the Corporation in writing (and signed by the candidate) no later than the tenth business day preceding the date of the annual meeting;
 - (ii) that members will be sent a list of Director Candidates eight business days prior to the annual meeting by email or other means; and
 - (iii) how many directors are to be nominated and elected at the upcoming annual meeting by the Parent Members, by the Staff Members or by all the members.

4.06 Chair of the Meeting

The Chair or, in the Chair's absence, the Vice-Chair shall chair any meeting of members provided, however, that the Vice-Chair may appoint another person to chair the meeting or may ask the members present and entitled to vote at the meeting to choose one of their number to chair the meeting. If both the Chair and the Vice-Chair are absent from a meeting of members, the members present at such meeting shall select a chair of the meeting from among themselves.

4.07 Quorum of Members

Subject to the Act, a quorum at any meeting of the members shall 40 of the members entitled to vote at the meeting in person or by proxy. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.08 Adjournment of Meeting of Members

Pursuant to section 162(7) of the Act, if a meeting is adjourned for less than 31 days, it is not necessary for any member to be notified of the adjourned meeting other than by announcement at the earliest meeting that is adjourned.

4.09 Voting at a Special Meeting of Members

Subject to ARTICLE 3, at any special meeting of members every matter shall, unless otherwise provided by this by-law, the articles, or by the Act, be determined by a majority of the votes cast on the matter. An abstention shall not be considered a cast vote. Voting shall be conducted by a show of hands, unless a member has asked for a secret ballot. In case of an equality of votes, either on a show of hands or on a ballot or on the results of electronic voting, the vote by the Corporation's Past President shall carry.

4.10 Voting at the Annual Meeting of Members

Subject to any rules of procedure specified by the board:

- (a) A member who is not a Director Candidate will be appointed by the chair of the meeting as the "Election Officer".
- (b) The Election Officer and three scrutineers (none of whom shall be Director Candidates) shall be chosen by the chair of the meeting to count nomination votes.

Nomination Process

- (c) Staff Members shall each submit a secret ballot nominating such number of Staff Director Candidates as are required to be elected by the Staff Members at such meeting, if any. The Staff Director Candidate(s) who receive the largest number of nomination votes shall be the Staff Director Nominee(s).
- (d) Parent Members shall each submit a secret ballot nominating such number of Parent Director Candidates as are required to be elected by the Parent Members at

such meeting, if any. The Parent Director Candidate(s) who receive the largest number of nomination votes shall be the Parent Director Nominee(s).

- (e) The board shall nominate, as directors, three individuals who fit the description specified in section 5.02(c) of this by-law.

Election Process

- (f) The Election Officer will announce each Parent Director Nominee and the Parent Members present in person or by proxy shall vote to elect such Parent Director Nominee by a show of the hands. Each Parent Director Nominee must be elected as a director by a simple majority of votes of the Parent Members present in person or by proxy.
- (g) The Election Officer will announce each Staff Director Nominee and the Staff Members present in person or by proxy shall vote to elect such Staff Director Nominee by a show of the hands. Each Staff Director Nominee must be elected as a director by a simple majority of votes of the Staff Members present in person or by proxy.
- (h) The Election Officer will announce the two board-nominated individuals, and the chair or any director may introduce such individuals to the members. All the members present in person or by proxy shall vote to elect such board-nominated individuals. Each such board-nominated individual must be elected as a director by a simple majority of votes of all the members present in person or by proxy.

4.11 Absentee Voting

- (a) A member entitled to vote at a meeting of members may vote by proxy, if the proxyholder and any alternate proxyholders (who are not required to be members) are appointed in writing by the member to attend and act at the meeting in the manner and to the extent authorized by the proxy, provided, however, that a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (b) A proxy must be on the form prepared by the Corporation for that purpose and must be submitted by the principal at the Lycée's administrative office in person following which it will be recorded in a proxy register with an identification number and the name of the principal. Any proxy must make himself or herself known to the Secretary of the Corporation prior to the beginning of the relevant meeting.
- (c) A member may revoke a proxy by depositing an instrument in writing:
 - (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or

- (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.

ARTICLE 5 DIRECTORS

5.01 Duties of Directors

The directors shall be responsible for the governance of the Corporation and to manage, or supervise the management of, the activities and affairs of the Corporation. The directors may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the Act, articles or by-laws expressly directed or required to be done in some other manner, including without limitation:

- (a) authorize any of its Directors, Officers of the Corporation or any other person to make arrangements with respect to the money borrowed or owing by the Corporation, and generally to manage, transact and settle the borrowing of money on behalf of the Corporation;
- (b) adopt the budget of the Corporation;
- (c) establish procedures for authorizing expenses and financial settlement;
- (d) approve the financial statements of the Corporation;
- (e) chooses the financial institution or institutions that the Lycée will deal with;
- (f) ensure that the Conseil d'établissement meets once every quarter.

5.02 Number and Profile of Directors

The board shall be consist of eleven directors of whom:

- (a) six shall be Parents elected by the Parent Members;
- (b) two shall be Staff elected by the Staff Members; and
- (c) three individuals who may enhance the influence of the Lycée in the context of French-Canadian relations, and who shall not be members of the Corporation, shall be elected by all the members together.

5.03 No Remuneration.

Directors shall not be remunerated in for acting as directors, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties.

5.04 Board Observers

Each of the following individuals shall be entitled to receive notice of, attend, and participate in each meeting of the board, but not to vote:

- (a) the Head of the Institution;
- (b) the Cultural Attaché from the Consulate General of France in Toronto;
- (c) the Consul General of France in Toronto, who shall also be referred to as the Honorary President of the Corporation;
- (d) three individuals, appointed by the directors, who may enhance the influence of the Lycée in the context of French-Canadian relations or for other reasons. If any such individual is a member his or her appointment shall be for a term of one (1) year, provided that the directors shall not be prevented from re-appointing such individual for an additional consecutive term of one (1) year;
- (e) the Primary School Principal;
- (f) the Secondary School Principal; and
- (g) the Director of Finance & Administration.

5.05 Qualifications of Directors

- (a) The following persons are disqualified from being a director:
 - (i) anyone who is less than 18 years of age;
 - (ii) anyone who has been declared incapable by a court in Canada or in another country;
 - (iii) a person who is not an individual; and
 - (iv) a person who has the status of a bankrupt; and
 - (v) any Parent of a Student that is in default of their tuition payment obligations to the Corporation.
- (b) A director is not required to be a member.

5.06 No Alternate Directors

No person shall act for an absent director at a meeting of the board or a committee of directors.

5.07 Duration of Term

The six directors elected by the Parent Members and two directors elected by the Staff Members shall be elected for a period of two (2) years. The three directors elected by all the members to enhance the influence of the Lycée in the context of French-Canadian relations shall be elected for a period of one (1) year. Such terms should be staggered such that the term of three directors elected by the Parent Members and one director elected by the Staff Members shall expire each year. It is nonetheless understood that there is nothing to prevent a director from being re-elected for one or more consecutive terms.

5.08 Removal of Directors

Subject to the Act, the members may by ordinary resolution passed at an annual or special meeting of members remove any director from office, and the vacancy created by such removal may be filled at the same meeting by the members, failing which it may be filled by the board pursuant to section 5.10 of this by-law.

5.09 Vacancies on the Board

A director ceases to hold office:

- (a) if the director has resigned from office by delivering a written resignation to an officer of the Corporation; or
- (b) if, at a special meeting of members, a special resolution is passed by the class of members that elected such director, that the director be removed from office; or
- (c) if the director has the status of a bankrupt; or
- (d) if the director is declared incapable by a court in Canada or another country; or
- (e) on the death of such director.

5.10 Filling Vacancies Among Directors

- (a) If a director is removed pursuant to section 5.09(b) of this by-law, the class of members that elected such director shall elect his or her replacement at the same meeting of members;
- (b) If a director ceases to be a director other than pursuant to section 5.09(b) of this by-law, or if the members fail to elect a replacement to such director following such director's removal pursuant to section 5.09(b) then a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure of the members to elect the number or minimum number of directors provided for in the articles.

- (c) If there is not a quorum of directors or if there has been a failure to elect the number or minimum number of directors provided for in the articles, the directors then in office shall without delay call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.
- (d) A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.11 Borrowing Powers

Unless the articles otherwise provide, the directors may without authorization of the members, from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) sell or invest securities owned by the Corporation
- (c) issue, reissue, sell or pledge debt obligations of the Corporation;
- (d) subject to the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (e) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

5.12 Delegation

- (a) Subject to the articles and any by-law:
 - (i) the board may from time to time delegate to a director or a committee of directors, all or any of the powers conferred on the board by the Act to such extent and in such manner as the board shall determine at the time of each such delegation, except that the board shall not delegate authority to:
 - (A) submit to the members any question or matter requiring the approval of members;
 - (B) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
 - (C) issue debt obligations except as authorized by the directors;
 - (D) approve any financial statements of the Corporation;
 - (E) adopt, amend or repeal by-laws; or

- (F) establish or modify contributions to be made, or dues to be paid, by members,
- (ii) the powers specified in section 5.11 may be delegated to a director, a committee of directors or an officer of the Corporation.
- (b) Any committee of directors may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

5.13 By-laws

Pursuant to section 152 of the Act:

- (a) Unless the articles otherwise provide, the directors may, by special resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation, except in respect of matters referred to in section 3.01 of this by-law.
- (b) The directors shall submit every such by-law, amendment or repeal to the members at the next meeting of members, and the members may, by ordinary resolution, confirm, reject or amend such by-law, amendment or repeal.
- (c) Subject to section 5.13(e) of this by-law, the by-law, amendment or repeal is effective from the date of the resolution of the directors. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed.
- (d) The by-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the members as required under section 5.13(b) of this by-law or if it is rejected by the members.
- (e) If a by-law, an amendment or a repeal ceases to have effect, a subsequent resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members.

5.14 Records.

The Board shall keep a record of all matters required to be kept in accordance with the Act or other applicable law, including without limitation:

- (a) The original or a copy of its articles and its by-laws
- (b) The minutes of meetings of members, the board and the Conseil d'établissement;
- (c) The first and last names, address and membership class of each member;
- (d) The first and last names and address of each director, with a note of the date on which their respective mandates began; and

(e) The budgets and Financial statements of the Lycée for each financial year, and such listed records will be accessible to the members who may obtain a copy of any such records in accordance with the procedures set by board from time to time.

ARTICLE 6 MEETINGS OF DIRECTORS

6.01 Regular Meetings

The board must hold at least four regular meetings between September 1 in a calendar year and August 31 of the following year.

6.02 Calling of Special Meetings

Special meetings of the board may be called at any time by the Secretary at the request of the Chair or the Vice-Chair, or in accordance with a the written request by two directors. Should the Secretary fail to respond to the request to call a special meeting within three (3) days, the Chair, the Vice-Chair or the two directors who made the request may call such a meeting.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in ARTICLE 11 of this by-law to every director not less than seven days before the time when the meeting is to be held, provided that the meeting held immediately after the annual meeting of members requires no notice. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in sections 5.12(a)(i)(A) to and including 5.12(a)(i)(F) of this by-law.

6.04 Waiver of Notice

A director may waive notice of a meeting of directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.05 Adjourned Meetings

Any meeting of directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place providing a quorum is present at the adjourned meeting. Notice of an adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

6.06 Participation in Meetings by Electronic Means

If all the directors have consented, one or more directors may participate in a meeting of directors or of a committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

6.07 Quorum of Directors

A majority of the number of directors constitutes a quorum, and despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. The quorum must be present for the whole meeting.

6.08 Votes to Govern

Except as may be otherwise specified in this by-law or otherwise required by the Act or the articles, at all meetings of the board or a committee of directors, every question shall be decided by a majority vote of directors. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

ARTICLE 7 COMMITTEES

7.01 Committees.

The board may establish committees from time to time as it sees fit. For each such committee the board shall establish a mandate and appoint individuals to such committee, which individuals may be replaced from time to time by the directors. Committee members need not be members or directors, provided that the chair of each committee shall be a director. Committees shall not have decision making authority, but rather shall report and submit recommendations to the board from time to time as required.

7.02 Finance Committee

The board shall establish a Finance Committee which shall (a) prepare the annual budget of the Corporation, (b) present the financial statements of the Corporation to the board, (c) facilitate the annual audit of the Corporation, (d) present the auditor's report to the board and to the members at the annual meeting of members, (e) implement processes to monitor the finances, including compliance with expense authorization procedures, of the Corporation, (f) oversee the proper implementation of accounting and financial procedures of the Corporation and recommend changes to such procedures for determination by the board, (g) recommend to the board any other changes the committee considers advisable for the proper financial management of the Corporation, and (h) undertake any special projects delegated by the board from time to time.

ARTICLE 8 CONFLICTS OF INTEREST

8.01 Conflict With Director May Require Court Approval

If the Corporation is a charity operating in Ontario, prior to the Corporation entering into any Arrangement with a Director, the board must first determine whether the consent of the *Office of the Public Guardian and Trustee* (Ministry of the Attorney General (Ontario)) or an order of a court of competent jurisdiction, is required to authorize the Corporation to enter into such arrangement and the board should consult legal counsel in connection with such determination.

8.02 Disclosure of Interest by Directors and Officers

- (a) A director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of directors the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the director or officer
 - (i) is a party to the contract or transaction;
 - (ii) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (iii) has a material interest in a party to the contract or transaction.

8.03 Time of Disclosure

- (a) The disclosure required by section 8.02(a) of this by-law shall be made, in the case of a director:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the director was not, at the time of the meeting referred to in section 8.03(a)(i), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;
 - (iii) if the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.
- (b) The disclosure required by section 8.02(a) of this by-law shall be made, in the case of an officer who is not a director:

- (i) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
- (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

8.04 For Transactions Not Requiring Director or Member Approval

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meeting of the board, the nature and extent of their interest.

8.05 Voting

A director required to make a disclosure under section 8.02(a) of this by-law shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:

- (a) is for indemnity or insurance; or
- (b) is with an affiliate.

8.06 Continuing Disclosure

For the purposes of this section, a general notice to the directors declaring that a director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred in sections 8.02(a)(ii) or 8.02(a)(iii) of this by-law;
- (b) the director or officer has a material interest in the party; or
- (c) there has been a material change in the nature of the director's or the officer's interest in the party.

8.07 Access to Disclosure

The members may examine the portions of any minutes of meetings of the board or of committees of directors that contain disclosures under this Article 7 and of any other documents that contain those disclosures, during the Corporation's usual business hours.

8.08 Contracts Not Invalid

Subject to section 8.01 of this by-law, a contract or transaction for which disclosure is required under section 8.02(a) of this by-law is not invalid, and the director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with this Article 7;
- (b) the directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

8.09 Confirmation by Members

Subject to section 8.01 of this by-law, even if the conditions of section 8.08 of this by-law are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its members for any profit realized from a contract or transaction for which disclosure is required under section 8.02(a) of this by-law, and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:

- (a) the contract or transaction is approved or confirmed by special resolution at a meeting of the members;
- (b) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

ARTICLE 9 LIABILITY AND PROTECTION OF DIRECTORS AND OFFICERS

9.01 Standard of Care

Every director and officer, in exercising his or her powers and discharging his or her duties to the Corporation, shall:

- (a) act honestly and in good faith with a view to the best interest of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

9.02 Indemnification by Corporation

Subject to section 9.04 of this by-law, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity for another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

9.03 Advance of Costs

The Corporation shall advance money to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in section 9.02 of this by-law, but the individual shall repay the money to the Corporation if the individual does not fulfil the conditions set out in section 9.04 of this by-law.

9.04 Limitation on Indemnity

The Corporation shall not indemnify an individual identified in section 9.02 of this by-law unless:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

9.05 Right to Indemnity

The Corporation shall, with the approval of a court of competent jurisdiction, indemnify an individual referred to in section 9.02 of this by-law, or advance moneys under section 9.03 of this by-law, in respect of an action by or on behalf of the Corporation or other entity to obtain a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in section 9.02 of this by-law, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in section 9.04 of this by-law.

9.06 Indemnity Agreements

The Corporation may from time to time enter into agreements pursuant to which the Corporation shall indemnify one or more persons in accordance with the provisions of this section 9.06 and section 151 of the Act.

ARTICLE 10 OFFICERS

10.01 Officers

The directors may from time to time as they see fit designate the offices of the Corporation, appoint as officers persons of full capacity, specify their duties and delegate to them powers to manage the activities and affairs of the Corporation as contemplated in section 5.12 of this by-law. Unless and until changed by board, the officers of the Corporation shall be the Chair, the Vice-Chair, the Secretary, the Treasurer and the Head of the Institution.

10.02 Removal of Officers

The board may remove an officer in the event of repeated absences from meetings of directors or incapacity, or for any serious grounds, with prior notice, or may choose to re-delegate such officer's authority to another officer or a director.

10.03 Chair

The Chair of the board is also the Chair of the Corporation. The Chair of the board shall be elected by the board from among the directors and shall serve for a period of one year. The Chair of the board shall be a member of each committee struck by the board from time to time. He or she will suggest the agenda for, and chair, all meetings of members and all meetings of the board. He or she will oversee the implementation of the board's decisions, sign all documents requiring his or her signature and fulfil all the duties inherent in the position of Chair, and also exercise any powers that may be granted to him or her from time to time by the board. In the event of a vacancy in the position of Chair, a meeting of the board will be called within 21 days in order to elect a new Chair. During the interim period, the Vice-Chair will act as Chair.

10.04 Vice-Chair

The Vice-Chair assists the Chair in performing his or her duties. The Vice-Chair exercises the powers of the Chair should the Chair be absent or unable to act, and will exercise all other powers that are conferred on him or her by the board by means of a resolution.

10.05 Secretary

The Secretary attends all meetings of the members and meetings of the board. He or she will draft or oversee the drafting of the minutes of those meetings. He or she is responsible for the seal of the Corporation and all of its books, archives, records and other relevant documents. He or she exercises all other powers conferred on him or her by the board by means of a resolution.

10.06 Treasurer

The Treasurer keeps the accounting records or ensures that they are kept. He or she prepares the financial statements of the Corporation. He or she keeps an accurate statement of the Corporation's assets, debts, revenues and expenditures in the books provided for that purpose. He or she deposits

all monies of the Corporation in the financial institutions(s) chosen by the board. He or she exercises all other powers conferred on him or her by the board by means of a resolution.

10.07 Head of the Institution

The Head of the Institution shall be responsible for managing the operations and activities of the Lycée and its day-to-day functioning. He or she shall report and be responsible to the Board of Directors for his or her actions. The Head of the Institution assumes full responsibility for organizing teaching activities and for the institution's school life. As such, he or she has authority over all Teaching Staff and Non-Teaching Staff. In addition to the above duties, the Head of the Institution shall have the authority to hire, renew and terminate contracts of any Staff remunerated by the Corporation.

ARTICLE 11 NOTICES

11.01 Method of Giving Notices

- (a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the directors or to the public accountant shall be sufficiently given:
 - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or section 134 (Notice of change of directors) of the Act; or
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - (iii) if provided by electronic means, if the addressee has consented in writing to receive electronic documents and specified an address for delivery of same in accordance with Part 17 of the Act.
- (b) A notice so delivered shall be deemed given when it is delivered personally; a notice so mailed shall be deemed given when deposited in a post office or public letter box; and a notice so sent by electronic means shall be deemed to have been given when it leaves the information system within the control of the originator or another person acting on the originator's behalf.
- (c) The designated officer of the Corporation may change or cause to be changed the recorded address of any member, director, officer or public accountant in accordance with any information believed by such designated officer to be reliable. The declaration by such designated officer that notice has been given

pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

11.02 Omissions and Errors

The accidental omission to give any notice to any member, director, officer or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 12 MAKING, AMENDING OR REPEALING A BY-LAW

12.01 Effective Date

Subject to matters requiring a special resolution of the members (which shall be effective as of the date of such special resolution) pursuant to Article 3, the making, amending or repeal of any by-law shall be effective from the date of the relevant resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If such by-law, amendment or repeal is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

ARTICLE 13 REPEAL

13.01 Repeal

Upon this by-law becoming effective, the Original By-Law is repealed. However, such repeal shall not affect the previous operation of such by-law or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such by-laws prior to such repeal. All officers and persons acting under such repealed by-law shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or directors with continuing effect passed under such repealed by-law shall continue good and valid, until amended or repealed, except to the extent inconsistent with this by-law or the Act.

[SIGNATURE PAGE FOLLOWS]

CERTIFIED to be Amended and Restated By-Law No. 1 of the Corporation, as enacted by the directors on the 27 day of November, 2019 and confirmed, without variation, by the members by special resolution on the 27th day of November, 2019.

Dated the 27th day of November, 2019.



Elke Rubach



François Paroyan

34228288.4