

BYLAWS OF THE WESTMOUNT CHARTER SCHOOL SOCIETY

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BYLAWS OF THE WESTMOUNT CHARTER SCHOOL SOCIETY

ARTICLE ONE – PREAMBLE

SOCIETY

1.01 The name of the Society is the Westmount Charter School Society.

BYLAWS

1.02 The following Articles set forth the bylaws of the Westmount Charter School Society.

ARTICLE TWO – DEFINITIONS AND INTERPRETATION

DEFINITIONS

2.01 In this application and in these bylaws:

- (a) “AGM” or “Annual General Meeting” means the Annual General Meeting of the Society as described in Articles 4.17 to 4.20 of these bylaws,
- (b) “Chairperson” means the individual elected by the Charter Board to be the Chairperson of the Charter Board in accordance with the provisions of the *School Act* and President of the Society in accordance with the provisions of the *Societies Act*,
- (c) “Charter” means the Charter School Application pursuant to which the Society operates the School,
- (d) “Charter Board” means the individuals elected or appointed to the Charter Board pursuant to the Charter and these bylaws and as Directors of the Society in accordance with the provisions of the *Societies Act*,
- (e) “Designation” means the categorization of a Charter Board Member as a Parent Member or a Non-Parent Member,
- (f) “Members” means those individuals designated as Parent, Staff or Charter Board Members of the Society as described in Article 3.02 of these bylaws,
- (g) “Minister” means the Minister as defined by the *School Act*,
- (h) “Non-Parent Member” means a Charter Board Member who is not a Parent Member,
- (i) “Principal” means the individual appointed by the Charter Board to be the Principal of the School,
- (j) “Registration Date” means the date the registration fee is received by the school following the completion of the registration process,
- (k) “School” means any school operated by the Society,
- (l) “*School Act*” means the *School Act*, RSA 2000 and includes any regulations made thereunder and any amendments thereto,

- (m) "School Council" means the School Council established pursuant to the provisions of the *School Act*,
- (n) "School Council Executive" means those individuals elected or appointed to the School Council Executive pursuant to the provisions of School Council bylaws,
- (o) "School Partners" means the Charter Board, the School Council, the Principal, the Superintendent, other employees of the School and the Society,
- (p) "Secretary-Treasurer" means the individual appointed by the Charter Board to be the Secretary-Treasurer of the School in accordance with the provisions of the *School Act* and Secretary-Treasurer of the Society in accordance with the provisions of the *Societies Act*,
- (q) "*Societies Act*" means the *Societies Act*, RSA 2000, Chapter S-14 and includes any regulations made thereunder and any amendments thereto,
- (r) "Society" means the Westmount Charter School Society,
- (s) "Superintendent" means the individual appointed by the Charter Board to be the Superintendent of the School in accordance with the provisions of the *School Act*,
- (t) "Vice-Chairperson" means the individual elected by the Charter Board to be the Vice-Chairperson of the Charter Board in accordance with the provisions of the *School Act* and the Vice-President of the Society in accordance with the provisions of the *Societies Act*.

INTERPRETATION

2.02 Words importing the singular number include the plural and vice versa; the masculine shall include the feminine; and the word "person" shall include an individual, partnership, association, body corporate, corporation, company, syndicate, trustee, executor, administrator, legal representative, and any number or aggregate of persons.

ARTICLE THREE – MEMBERSHIP

GENERAL CONDITIONS

- 3.01 Subject to these bylaws, membership is open to persons eighteen years of age or older who want to advance the objects for which the Society was formed.
- 3.02 No persons shall be members of the Society unless they are:
 - (a) Parents or guardians of a child registered in the School to a maximum of two members per family of each child registered in the School, herein called a Parent Member, or
 - (b) Permanent salaried employees of the School, herein called a Staff Member, or
 - (c) Elected or appointed to the Charter Board, herein called a Charter Board Member.

COMMENCEMENT OF MEMBERSHIP

- 3.03 Membership in the Society commences automatically effective as of:
 - (a) For Parent Members, the date of registration of their child in the School.

(b) For Staff Members, the date of commencement of their employment by the School.

(c) For Charter Board Members, the date of commencement of their term of office.

MEMBERSHIP FEES

3.04 There shall be no membership dues or membership fees payable by the Members.

TERMINATION OF MEMBERSHIP

3.05 Membership in the Society ceases automatically when:

(a) a Parent Member no longer has a child registered in the School;

(b) a Staff Member is no longer an employee of the School;

(c) a Charter Board Member no longer holds office; or

(d) any Member has resigned their membership by written notice to the Secretary.

3.06 A Member who has failed to comply with the objects or bylaws of the Society may be expelled from membership by a 75% majority vote of members at a special joint meeting of the Charter Board and School Council Executive called for such a purpose. The quorum for any such special joint meeting shall be a simple majority from each of the two individual groups.

MEMBERSHIP YEAR

3.07 The membership year of the Society shall be established by the Charter Board and may be amended from time to time.

DUTIES OF SOCIETY MEMBERS

3.08 Each Member of the Society shall promote the objects of the Society and shall conform to all rules and regulations of the Society whether expressed in these bylaws, the *School Act*, the Charter or which otherwise may have been, or may be, from time to time adopted by the Society.

RIGHTS AND PRIVILEGES OF MEMBERS

3.09 Any Member in good standing is entitled to:

(a) receive notice of general or special meetings,

(b) attend any general or special meeting; and

(c) exercise any other rights and privileges given to Members under these bylaws.

AUTHORITY AND RESPONSIBILITY OF SOCIETY MEMBERS

3.10 As more particularly described in these bylaws, the Society Membership exercises its authority and responsibility for the School as follows:

(a) participation by the School Council on the Nominating Committee;

(b) the election of Charter Board members by the Society's membership;

- (c) participation by the School Council Executive in the expulsion of a Parent or Staff Member from membership in the Society;
- (d) the sanction by the Society's membership required for the Charter Board to borrow money;
- (e) the Society's receipt of all Charter Board meeting minutes;
- (f) the Society's right to receive and review financial information; and
- (g) the amendment of these bylaws by special resolution of the Society's general membership.

LIMITATION OF LIABILITY OF MEMBERS

3.11 No Member shall be personally liable for any debt or liability of the Society.

ARTICLE FOUR – MEETINGS OF THE SOCIETY

GENERAL OR SPECIAL MEETINGS

- 4.01 The Charter Board may call a General meeting of the Society at any time with appropriate notice to Members.
- 4.02 The Charter Board will call a Special meeting of the Society within twenty-one (21) days of the receipt of a written request signed by at least one-quarter (1/4) of the Members in order to consider the subject matter of the request. The request must state the nature of the request and the motion(s), if any, to be submitted at such Special meeting.
- 4.03 Members shall be given seven (7) days notice of the date, time and place of any General or Special meeting and of the nature of the business to be conducted. Whenever practicable, the Charter Board will attempt to hold a General or Special meeting of the Society in conjunction with a regular meeting of School Council.

QUORUM

- 4.04 A quorum for the transaction of any business at a Society meeting exists when there are at least nine (9) Members in attendance and the Charter Board Members are in the minority.
- 4.05 If a quorum is present at the start of a meeting, business may continue to be conducted even if a quorum is not maintained for the duration of the meeting.
- 4.06 If there is no quorum within 30 minutes of the set time, the meeting is adjourned to one week later at the same place and time. Notice of such adjournment is not required and those Members present at such subsequent meeting shall constitute a quorum.

NOTICE

- 4.07 Whenever notice is required to be given to Parent and Staff Members of the Society, it shall be given by as many of the following means as are practicable:
 - (a) posting written notice in a prominent location at the School;

- (b) including a written notice in a School newsletter or notice given to the child or children of Parent Members or placed in the mailbox of a Staff Member; and
- (c) including notice in a School newsletter or notice delivered by means of electronic mail or computer network.

4.08 No action taken at a meeting of the Society is invalidated by:

- (a) accidental omission to give notice to any Member;
- (b) failure of any Member to receive notice; or
- (c) any error in any notice which does not substantially affect the meaning or intent of the notice.

PROCEEDINGS

4.09 Robert's Rules of Order shall govern all proceedings at meetings of the Society unless otherwise provided in these bylaws.

VOTING

- 4.10 Parent Members are entitled to only one (1) vote per family unless otherwise provided in these bylaws. As an example, a two-parent family with any number of children registered at the School shall have one vote.
- 4.11 Staff Members and Charter Board Members who are not Parent Members are entitled to one (1) vote each.
- 4.12 Every ordinary resolution or motion shall be decided by a majority of the votes of those Members present and voting and in the case of a tie vote, the motion is defeated.
- 4.13 The passage of a Special Resolution of the Society requires a 75% majority of those Members present and voting.
- 4.14 Voting shall be by a show of hands unless at least five (5) Members request that a vote be taken by ballot.
- 4.15 A decision by the Chairperson that a motion or resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour or against such motion or resolution.

OPEN MEETINGS

4.16 All General and Special meetings of the Society are open to the public; however, only Members are entitled to speak. The Chairperson may ask any person to leave the meeting for improper conduct. A majority of the Members may ask any person who is not a Member to leave the meeting.

ANNUAL GENERAL MEETING (AGM)

4.17 The first AGM of the Society shall be held within six (6) months of the incorporation of the Society at such time and place as the Charter Board may determine.

- 4.18 Subsequent AGMs shall be held within 100 days of the fiscal year-end at such place and time as the Charter Board may determine.
- 4.19 The Charter Board shall provide Members with fourteen (14) days notice of the date, time and place of the AGM as well as the business to be conducted at the AGM.
- 4.20 The agenda for the AGM shall provide for:
- (a) adopting minutes of the previous AGM;
 - (b) reviewing the Society's audited financial statements;
 - (c) reporting on any significant activities during the year; and
 - (d) conducting any other business.

ARTICLE FIVE - THE CHARTER BOARD

MANDATE OF THE CHARTER BOARD

- 5.01 The Society is the sponsoring body for the Charter. The Charter Board is given the mandate to act on behalf of the Society in the operation and management of the School in accordance with the *School Act*, the Charter and these bylaws.
- 5.02 The Charter Board shall act as a public representative on behalf of the Society on matters pertaining to the School and charter school matters.
- 5.03 The Charter Board is committed to providing the opportunity for better education of gifted and talented students in the Calgary area and to supporting the charter school movement.

AUTHORITY OF THE CHARTER BOARD

- 5.04 Unless otherwise provided in these bylaws, the Charter Board shall have the power to manage the affairs of the Society including exercising the powers granted to it under the *School Act*. The Charter Board is charged with the authority to ensure the philosophy of the School, as stated in the Charter, is adhered to and the goals of the School are met on behalf of the Society. The Charter Board is vested with full control of all revenues and expenditures for the Society with the exception of funds solely raised by School Council, which funds shall be expended according to the direction of the School Council.

NUMBER OF MEMBERS

- 5.05 The Charter Board consists of eight to ten (8 - 10) elected members, none of whom shall be employees of the School. A minimum of three (3) and a maximum of four (4) Charter Board Members will be Parent Members. A minimum of five (5) and a maximum of seven (7) Charter Board Members will be Non-Parent Members.
- 5.06 It is intended that Parent Members shall be in the minority. If not, the Nominating Committee shall use its best efforts to propose a qualified candidate to serve as a Non-Parent Charter Board Member. This appointment shall be approved by majority vote of the Charter Board at its next meeting.

DESIGNATION OF MEMBERS

- 5.07 The designation of a Charter Board Member as a Parent Member or a Non-Parent Member is determined at the time of election. In a year where a Charter Board Member's designation changes, the Charter Board Member will hold the original designation until May 31, at which time the Charter Board Member will resign. A resignation from a change in designation does not preclude the individual from submitting an application to the Nominating Committee for an upcoming election.

QUALIFICATIONS

- 5.08 All members of the Charter Board are required to meet the requirements of the *School Act* and, in addition, must be committed to the provisions of the Charter.
- 5.09 The Charter Board Members should consist of individuals with diversity in backgrounds which may include considerable professional experience or training in education of the gifted, and/or expertise in finance, public or government affairs, human resources, legal matters, school administration or parenting of and/or advocating for gifted children.

TERM OF OFFICE

- 5.10 The terms of Charter Board Members will be staggered with each serving for three (3) year terms, provided the Charter Board Member's designation does not change, commencing June 1 and ending as of May 31 of the term end year.

NOMINATION OF CHARTER BOARD CANDIDATES

- 5.11 A Nominating Committee with representation from the Charter Board and, ideally, School Council is responsible for generating candidates for new Charter Board Members by notice to all Members and by any other means it may find necessary. School Council is responsible for naming its representatives to the Nominating Committee by any means it may determine and in the number(s) requested by the Charter Board. School Council representatives must be Members in good standing.
- 5.12 All candidates for the Charter Board shall submit an application outlining their particular skills and experience and a statement describing the nature of their commitment to education of the gifted.
- 5.13 The Nominating Committee will review candidates' applications and backgrounds, and may conduct interviews. The Nominating Committee will provide the Charter Board with a list of qualified candidates by April 15.
- 5.14 The Nominating Committee will prepare and distribute a summary of each qualified candidate's backgrounds to all Members of the Society by May 1.

ELECTION OF CHARTER BOARD MEMBERS

- 5.15 If the number of candidates is equal to or less than the maximum number of available Charter Board positions, no vote is required and the candidates are elected by acclamation.
- 5.16 If there are more candidates than available Charter Board positions, the Nominating Committee shall be responsible to design and implement an election process to meet the following requirements:
- (a) the process shall be conducted by secret ballot of Members in advance of May 31;
 - (b) two (2) Returning Officers shall be appointed by the Nominating Committee to count the ballots in the presence of one another;

- (c) one (1) of the Returning Officers shall be a Charter Board Member who is not a candidate in the current election and the second shall be a Parent or Staff Member in good standing;
- (d) Should no Charter Board Member be eligible to serve as a Returning Officer, both Returning Officers shall be Parent or Staff Members in good standing;
- (e) the Returning Officers shall declare elected the candidate for each vacancy whose names appear on the greatest number of ballots; and
- (f) in the event of a tie for the last vacancy, a new vote will be taken by secret ballot only for those candidates who have received an equal number of votes.

5.17 The elected candidates shall be announced on or before May 31 on the School's website and by any other means at the discretion of the Charter Board.

DISQUALIFICATION OF CHARTER BOARD MEMBERS

5.18 In addition to the provisions contained in the School Act, a Charter Board Member may be removed from the Charter Board by a 75% majority vote at a special meeting of the Charter Board called for such a purpose.

5.19 Charter Board Members may be removed for one or more of the following reasons:

- (a) a Charter Board Member has failed to carry out the duties of their position as outlined in the *School Act*, the *Societies Act*, the Charter or these bylaws;
- (b) a Charter Board Member has interfered with the function of other Charter Board Members or an employee of the School in the performance of their duties;
- (c) a Charter Board Member has willfully acted to contravene the Charter, the Objects of the Society or these bylaws.

RESIGNATION OF CHARTER BOARD MEMBERS

5.20 A Charter Board Member may resign from the Charter Board by giving one (1) month's notice in writing to the Chairperson (or to the Vice-Chairperson in the case of resignation of the Chairperson). Such resignation shall take effect at the end of the month's notice, or on the date the Charter Board accepts the resignation, whichever is the earlier.

VACANCY ON CHARTER BOARD

5.21 A vacancy on the Charter Board occurs:

- (a) when the number of Charter Board Members is fewer than eight (8); or
- (b) if the Parent Members are not in the minority.

5.22 When a vacancy exists on the Charter Board, the Nominating Committee will use its best efforts to propose a qualified candidate to serve on the Charter Board. This appointment shall be approved by majority vote of the Charter Board at its next meeting. When less than five months remain before the next May 31, the Charter Board may choose not to fill such vacancy.

ORGANIZATIONAL MEETING

5.23 The Charter Board shall hold its first meeting in June and at that time, shall elect from among themselves, a Chairperson, Vice-Chairperson, and other officers as it deems necessary from time to time. One Charter Board member shall be appointed to serve as a liaison to the School Council.

REGULAR MEETINGS

5.24 The Charter Board shall hold as many regular meetings as it considers necessary to deal adequately with its business or as may be otherwise required under the *School Act*. Meetings shall be held at such time and place and upon such notice as the Charter Board Members determine. The Charter Board shall post a schedule of its regular meeting dates at the School but is not otherwise required to give notice of its regular meetings. The Charter Board may change the date of any subsequent regular meeting with the consent of a majority of Charter Board Members present at the meeting at which the date change was proposed.

SPECIAL MEETINGS

5.25 The Chairperson or a majority of Charter Board Members may call for a special meeting of the Charter Board. Notice of such meeting shall be given at least two (2) days in advance and shall be given in person or by phone. Notice of a special meeting must include the date, time and place of the meeting and the nature of the business to be transacted. If a Charter Board Member cannot be contacted by these means, one further notice shall be given to his or her emergency contact provided pursuant to Article 5.26 herein, which notice shall be considered adequate notice. A special meeting may be held without notice if every Charter Board Member agrees to waive notice provisions. Unless all Charter Board Members are present at the special meeting, no business other than that stated in the notice of the special meeting shall be transacted at that meeting. In addition, the Charter Board will hold a Special Charter Board Meeting within 14 days of receipt of a written request signed by at least one-quarter (1/4) of the Members in order to consider subject matter of that request.

NOTICE

5.26 At the organizational meeting, all Charter Board Members will provide both a primary and emergency contact for the purpose of receiving notice.

5.27 Unless otherwise provided in these bylaws, whenever a notice or ballot is required to be given to a Charter Board Member, it shall be given in person, by phone or by means of the primary contact referred to above.

5.28 The accidental omission to give notice, any error in any notice which does not substantially affect the meaning or intent of the notice, or the failure of any Charter Board Member to receive notice shall not affect the sufficiency of the notice given to others, nor shall it affect the business conducted at such a meeting.

QUORUM

5.29 A majority of Charter Board Members shall constitute a quorum at all meetings. If a quorum is present at the start of a meeting, business may continue to be conducted even if a quorum is not maintained for the duration of the meeting.

- 5.30 If there is no quorum, the Chairperson will adjourn the meeting and reschedule it to a date not less than one and not more than eight days later. Notice of such adjournment shall be given to all Charter Board Members. Charter Board Members present at this later meeting shall constitute a quorum.

VOTING

- 5.31 The majority of any quorum may pass any motion or resolution within the authority of the Charter Board as stated in the *School Act*, the Charter or these bylaws.
- 5.32 Each Charter Board Member present shall have one (1) vote. Voting shall be by a show of hands. The Chairperson shall vote only in the event of a tie.
- 5.33 A decision by the Chairperson that a motion or resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour or against such motion or resolution.
- 5.34 Charter Board Members may abstain from voting on any motion and must abstain from voting on any matter in which they have a conflict of interest.
- 5.35 Any Charter Board Member may request a recorded vote in which case, the Secretary-Treasurer shall record in the minutes the name of the Charter Board Member and whether that individual voted for or against the matter or abstained.
- 5.36 Robert's Rules of Order shall govern all proceedings of the Charter Board unless otherwise provided in these bylaws or varied from time to time by resolution of the Charter Board.

COMMITTEES

- 5.37 The Charter Board may appoint working committees as it deems necessary to assist and advise the Charter Board. The Chairperson shall automatically be an ex-officio member of all Charter Board committees.
- 5.38 The Charter Board shall establish or amend any rules or requirements as it sees fit, from time to time, respecting the composition, mandate and authority of Charter Board committees provided there is no conflict with the Charter, the *School Act*, Charter Board policy or these bylaws.

RECORDS

- 5.39 The Charter Board shall maintain a record of all the proceedings of the Charter Board and, if so requested by the Charter Board, of its committees.

OPEN MEETINGS

- 5.40 Parent and Staff Members of the Society and the public may attend Charter Board meetings but are not entitled to vote. The Chairperson may ask any person or persons to leave the meeting for improper conduct. Parent and Staff Members may speak at Charter Board meetings only if recognized by and at the discretion of the Chairperson.

IN CAMERA MEETINGS

- 5.41 Charter Board Members may, by majority vote, move a meeting or a portion of a meeting *in camera* in order to discuss confidential or sensitive human resource or student issues or any other issue which Charter Board Members judge best discussed in a non-public setting. Motions may not be put forward, nor may votes be held on any motion while *in camera*.

EXTRAORDINARY MEETINGS

5.42 Under exceptional circumstances, the Chairperson or a majority of Charter Board Members may call for an extraordinary meeting of the Charter Board. Notice of such meeting shall be given at least four (4) hours in advance and shall be given in person or by phone. Notice of an extraordinary meeting must include the date, time and place of the meeting and the nature of the business to be transacted. If a Charter Board Member cannot be contacted by these means, one further notice shall be given to his or her emergency contact provided pursuant to Article 5.26 herein, which notice shall be considered adequate notice. An extraordinary meeting may be held without notice if every Charter Board Member agrees to waive notice provisions. Unless all Charter Board Members are present at the extraordinary meeting, no business other than that stated in the notice of the extraordinary meeting shall be transacted at that meeting.

ELECTRONIC MEETINGS

5.43 A Charter Board Member who is unable to attend a meeting of the Charter Board in person may attend by means of telephone conference call, internet conferencing, videoconferencing, or any other means of communication by which all Charter Board Members participating may simultaneously hear each other during the meeting.

DUTIES OF CHARTER BOARD MEMBERS

5.44 The duties of all Charter Board Members shall be as the terms of their appointments call for or the Charter Board requires of them. Notwithstanding, the Charter Board is responsible for the following:

- (a) promoting and advancing the objects of the Society;
- (b) promoting the membership of the Society;
- (c) assuring the appointment of a Superintendent, Secretary-Treasurer and Principal in accordance with the *School Act* and Charter Board policy;
- (d) the operation and management of the School in accordance with the *School Act*, the Charter and these bylaws, including the preparation and monitoring of an annual budget and the preparation of annual financial statements;
- (e) developing School policies under which day to day operations will be directed; and
- (f) ensuring the mission and goals of the School are met and that the philosophy of the School is considered in all matters.

5.45 It is expected that Charter Board Members will not serve in an executive capacity with the School Council but are not restricted from serving on any committee of the School Council including holding the position of committee chair.

DUAL CAPACITY OF SOCIETY DIRECTORS

5.46 The individuals elected or appointed to the Charter Board pursuant to Article 5.15, 5.16 or 5.22 herein shall also serve in the capacity of Directors of the Society.

DUAL CAPACITY OF SOCIETY OFFICERS

5.47 The individuals elected as Chairperson and Vice-Chairperson of the Charter Board pursuant to Article 5.23 herein shall also serve in the capacity of President and Vice-President, respectively, of the Society.

The individual appointed as Secretary-Treasurer of the Charter Board pursuant to Article 5.44 herein shall also serve in the capacity of Secretary-Treasurer of the Society. The Charter Board shall appoint such other Officers of the Society as it may determine.

DUTIES OF OFFICERS

5.48 The Chairperson/President shall:

- (a) when present, chair all meetings of the Charter Board and Society;
- (b) be an ex-officio member of all committees of the Charter Board and Society;
- (c) be the official spokesperson of the Charter Board and Society, unless otherwise delegated by Charter Board resolution or policy; and
- (d) carry out other duties assigned by the Charter Board or as may be required pursuant to the *School Act* or the *Societies Act*, as the case may be.

5.49 The Vice-Chairperson/Vice-President shall:

- (a) in the absence of the Chairperson/President, perform all of the duties and exercise all of the powers of the Chairperson/President; and
- (b) carry out other duties assigned by the Charter Board or as may be required pursuant to the *School Act* or the *Societies Act*, as the case may be.

5.50 The Secretary-Treasurer shall be responsible to:

- (a) attend all meetings of the Charter Board and the Society and to ensure a record is kept of all proceedings of these meetings;
- (b) distribute notices of meetings in accordance with these bylaws or as otherwise directed by the Chairperson or Charter Board;
- (c) maintain an up-to-date list of the names and addresses of all Members;
- (d) file the annual return, changes in the Officers of the Society, amendments to these bylaws and other incorporating documents with the Corporate Registry;
- (e) supervise the business and financial operations of the Society including, but not limited to:
 - (i) preparation of an annual budget and audited financial statement;
 - (ii) financial accounting, including accounts payable and receivable; and
 - (iii) ensuring compliance with the financial reporting requirements of federal or provincial legislation, as required.
- (f) present the Charter Board with an accurate accounting of the Society's finances, whenever required; and

- (g) carry out other duties assigned by the Superintendent or as may be required pursuant to the *School Act* or the *Societies Act*, as the case may be.

5.51 Should an employee or contractor of the Society hold the office of Secretary-Treasurer, that individual shall not serve as a member of the Charter Board.

LIMITATION OF LIABILITY

5.52 Every Charter Board Member and officer of the Society in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Society. No Charter Board Member or officer for the time being of the Society shall be personally liable for his or her own acts, omissions, negligence or default, or for the acts, receipts, neglects or defaults of any other Charter Board Member or officer or employee or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities, or other assets belonging to the Society or for any other loss, damage or misfortune which may happen in the execution of the duties of his or her respective office or trust or in relation thereto.

This limitation of liability does not apply where there is a failure to act honestly and in good faith with a view to the best interests of the Society.

INDEMNITY

5.53 The Society shall indemnify a Charter Board Member or Society officer, a former Charter Board Member or officer, or a person who acts or acted at the Society's request as a Charter Board Member or officer of a body corporate of which the Society is or was a shareholder or creditor, and his or her heirs, executors, administrators and other legal representatives, from and against:

- (a) Any liability and all costs, charges and expenses whatsoever that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced or prosecuted against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Society.

This indemnity does not apply where there is a failure to act honestly and in good faith with a view to the best interests of the Society. Nothing in this Article shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Article.

ARTICLE SIX – FISCAL RESPONSIBILITY

NO PROFIT FOR CHARTER BOARD MEMBERS

6.01 Charter Board Members shall be volunteers and will not be eligible for any honoraria, payments or benefits for their services, but may be paid for expenses incurred through the exercise of their duties in accordance with Charter Board policy.

INSURANCE

- 6.02 The Charter Board shall secure and continue to provide all necessary insurance including liability insurance for all Charter Board Members.

SOCIETY FUNDS

- 6.03 All Society funds shall be held in a CDIC insured or provincially guaranteed account under the name of the Society with the exception of a stock trading account which may be established for the purposes of receiving and trading securities donated to the Society. A separate account shall be maintained for any Society funds which are not directly related to the operation of the School.

BORROWING POWERS

- 6.04 For the purposes of carrying out its objects, the Charter Board may not borrow or secure the payment of money from any private individual or public or private institution unless it has received the sanction of the Society by way of special resolution.

CHEQUES AND CONTRACTS OF THE SOCIETY

- 6.05 Unless otherwise prohibited by legislation or under these bylaws, the Charter Board has the authority to enter into any form of contract or agreement necessary to carry out the objects of the Society. The Charter Board shall establish its own rules regarding the negotiation for and execution of contracts.
- 6.06 The Charter Board shall establish its own rules regarding the signing authorities for cheques drawn on the monies of the Society. Two signatures will be required on all cheques.

FISCAL YEAR

- 6.07 The fiscal year of the Society shall be from September 1 to August 31 of each year unless otherwise specified by the *School Act*.

AUDIT

- 6.08 A qualified financial auditor appointed by the Charter Board must review and audit the financial statements of the Society at least once a year, in such manner as may from time to time be required by provincial or federal law.

ARTICLE SEVEN – OTHER MATTERS

BOOKS AND RECORDS

- 7.01 The Charter Board shall keep and file all necessary books and records of the Society as required by these bylaws or by provincial or federal statute.
- 7.02 The Charter Board will post copies of minutes at the School of all Society and Charter Board meetings within fourteen days of any such meeting. Minute books may be inspected at the Society's registered office upon request.
- 7.03 The Charter Board will make financial information available for inspection at the Society's registered office to any Member of the Society within ten (10) days, or some other reasonable period of time, of the receipt of a written request for access to that information.
- 7.04 Notwithstanding the above, any information protected by privacy legislation such as confidential student or employee records will not be disclosed.

- 7.05 The Charter Board will promptly advise the Members of any significant changes in fiscal position or any information which may result in a material change to the operations of the Society.

REGISTERED OFFICE

- 7.06 The Registered Office of the Society is located at 728 - 32 Street NW, Calgary, Alberta. Subsequent offices may be designated by the Charter Board, normally at a School operated by the Society.

SEAL

- 7.07 The Society may, upon resolution of the Charter Board, adopt a seal in the form prescribed by the Charter Board for discretionary use by the Charter Board. The Society's seal shall be kept in the custody of the Secretary-Treasurer.

DISTRIBUTION OF ASSETS UPON DISSOLUTION

- 7.08 The Society does not pay any dividends nor distribute its property among its Members.
- 7.09 The Society may be dissolved only after completing the charter dissolution process described in the Charter. Any remaining funds or assets shall be disposed of to a charity or charities with similar objects registered under the *Income Tax Act*, as chosen by the Charter Board. No part of the assets of the Society shall be paid or distributed to any Member, Director or Officer of the Society.

AMENDMENT TO BYLAWS

- 7.10 These bylaws shall not be rescinded, altered or added to except by special resolution of the Society. The amended bylaws take effect only after approval of the special resolution, acceptance by Corporate Registry and approval by the Minister.

CONFLICTS

- 7.11 In the case of any conflicts between the Charter, these bylaws and the *Societies Act* or the *School Act*, the provisions of the *Societies Act* or the *School Act*, as the case may be, shall take precedence.