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BYLAWS OF THE NEW HUMBLE COMMUNITY SCHOOL ASSOCIATION

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BYLAWS OF THE NEW HUMBLE COMMUNITY SCHOOL ASSOCIATION

ARTICLE ONE – PREAMBLE

SOCIETY

1.01 The name of the Society is the New Humble Community School Association.

BYLAWS

1.02 The following articles set forth the bylaws of the New Humble Community School Association.

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 4.16 to 4.19 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 *Education 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) "Community Member" means a Charter Board Member who is not a Parent Member,

(f) "Designation" means the categorization of a Charter Board Member as a Parent Member or a Community Member,

(g) "*Education Act*" means the *Education Act*, RSA 2000 and includes any regulations made thereunder and any amendments thereto,

(h) "Employee" means any person employed by the Society,

(i) "Members" means those individuals designated as Parent, Community or Charter Board Members of the Society as described in Article 3.02 of these bylaws,

(j) "Principal" means the individual appointed by the Charter Board to be the Principal of the School,

(k) "Registration Date" means the date of the completion of the registration process,

(l) "School" means any school operated by the Society,

(m) "School Council" means the School Council established pursuant to the provisions of the *Education 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(s) appointed by the Charter Board to be the Secretary- Treasurer of the School in accordance with the provisions of the *Education 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 New Humble Community School Association,

(s) "Superintendent" means the individual appointed by the Charter Board to be the Superintendent of the School in accordance with the provisions of the *Education 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 *Education 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, have signed a Declaration of Understanding and 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, herein called a Parent Member, or

(b) Community members who have signed a Declaration of Understanding, herein called a Community Member.

3.03 No persons shall be members of the Society if they are:

(a) Employees of the Society

COMMENCEMENT OF MEMBERSHIP

3.04 Membership in the Society commences automatically effective as of:

(a) For Parent Members, the date of registration of their child in the School or the date of receipt

of the signed Declaration of Understanding by the Secretary, whichever is later.

(b) For Community Members, the date of receipt of the signed Declaration of Understanding by the Secretary.

MEMBERSHIP FEES

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

TERMINATION OF MEMBERSHIP

3.06 Membership in the Society ceases automatically when:

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

(b) a Charter Board Member no longer holds office;

(c) any Member has resigned their membership by written notice to the Secretary; or

(d) a current Declaration of Understanding has not been received.

3.07 The Charter Board may expel a Member whenever in the Charter Board's judgment the best interest of the Society will be served.

MEMBERSHIP YEAR

3.08 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

3.09 Each Member of the Society shall promote the objectives of the Society and shall conform to all rules and regulations of the Society whether expressed in these bylaws, the *Education 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

3.10 Any Member in good standing is entitled to:

(a) receive notice of general or special meetings,

(b) attend any general or special meeting;

(c) speak at any meeting of the Society; and

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

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 Quorum is five percent (5%) of all Members.

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 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; 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 Each member has one (1) vote.

4.11 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.

4.12 The passage of a Special Resolution of the Society requires a 75% majority of those Members present and voting.

4.13 Voting shall be by a show of hands unless at least five (5) Members request that a vote be taken by ballot.

4.14 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

4.15 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)

4.16 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.

4.17 Subsequent AGMs shall be held within 100 days of the fiscal year-end at such place and time as the Charter Board may determine.

4.18 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.

4.19 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 *Education 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 shall be guided by the Vision, Mission, Values and Beliefs of the Charter.

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 *Education 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 three to seven (3-7) elected members, none of whom shall be employees of the School. A minimum of three (3) Charter Board Members will be Parent Members.

DESIGNATION OF MEMBER

5.06 The designation of a Charter Board Member as a Parent Member or a Community 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 nomination for director for an upcoming election.

QUALIFICATIONS

5.07 All members of the Charter Board are required to meet the requirements of the *Education Act* and, in addition, must be committed to the provisions of the Charter.

TERM OF OFFICE

5.08 The Charter Board Members will serve two-year term beginning on the day of election and ending with the election of their successors. Charter Board Members shall be limited to 4 (four) consecutive 2 (two) year terms. Previous Board Members that have not served 4 (four) consecutive 2 (two) year terms shall be eligible to become Charter Board Members again at any time. Previous Charter Board Members who have served 4 (four) consecutive 2 (two) year terms shall be re-eligible for membership after a lapse of 1 (one) year.

NOMINATION OF CHARTER BOARD CANDIDATES

5.09 Candidates must be Members in good standing. Notification of the nomination process will be included with the notice of the election.

5.10 Nominations for Charter Board Members shall be:

(a) Made in writing;
(b) Signed by three members in good standing;
(c) Consented to in writing by the person who is nominated; and
(d) Filed at the school office at least 10 days prior to the date of the election.

If there is insufficient candidates for the number of positions available, nominations may be accepted from the floor and must comply with Article 5.09 and Article 5.10 (a), (b) and (c).

ELECTION OF CHARTER BOARD MEMBERS

5.11 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.

5.12 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) each member shall indicate the name(s) of the candidate(s) of his choice up to the number of available positions.

(c) two (2) Returning Officers shall be appointed by the Nominating Committee to count the ballots in the presence of one another;

(d) 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 Member in good standing;

(e) Should no Charter Board Member be eligible to serve as a Returning Officer, both Returning Officers shall be Members in good standing;

(f) the Returning Officers shall declare elected the candidate for each vacancy whose names appear on the greatest number of ballots; and

(g) 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.

5.13 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

5.14 In addition to the provisions contained in the Education Act, a Charter Board Member, Director or Officer 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. A Charter Board Member, Director or Officer so removed may not stand for re-election to the Charter Board for one full school year following the year of their removal from the Charter Board.

5.15 Charter Board Member, Director or Officer may be removed for one or more of the following reasons:

(a) a Charter Board Member, Director or Officer has failed to carry out the duties of their position as outlined in the *Education Act*, the *Societies Act*, the Charter or these bylaws;

(b) a Charter Board Member, Director or Officer 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, Director or Officer Member has willfully acted to contravene the Charter, the Objects of the Society or these bylaws.

(d) a Charter Board Member, Director or Officer uses information gained through a person's position as a Charter Board member to gain pecuniary benefit in respect of any matter in which the person has a pecuniary interest;

(e) a Charter Board Member, Director or Officer absents themselves, without being authorized to do so, from three meetings or more during the year. The Chairperson may authorize an absence.

RESIGNATION OF CHARTER BOARD MEMBERS

5.16 a Charter Board Member, Director or Officer 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.

(a) It is permissible for a Director in the Chairperson or Vice Chairperson position to vacate his office during his term and transfer it to another Director, provided such change is approved by a majority vote of the Board. The Director vacating his office remains a Director of the Board.

VACANCY ON CHARTER BOARD

5.17 A vacancy on the Charter Board occurs when the number of Charter Board Members is fewer than seven (7).

5.18 When a vacancy exists on the Charter Board, the Charter Board may appoint 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. The Charter Board may choose not to fill such vacancy if the minimum number of directors is met (3).

ORGANIZATIONAL MEETING

5.19 The Charter Board shall hold its first meeting in September 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. The results of this election shall be communicated to members by written notice within seven (7) days.

REGULAR MEETINGS

5.20 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 *Education 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

5.21 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 5.22 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

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

5.23 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.

5.24 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

5.25 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. 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

5.26 The majority of any quorum may pass any motion or resolution within the authority of the Charter Board as stated in the *Education Act*, the Charter or these bylaws.

5.27 Each Charter Board Member present shall have one (1) vote. Voting shall be by a show of hands. Any Charter Board Member may request a ballot vote.

5.28 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.

5.29 Charter Board Members must vote on all motions and must abstain from voting on any matter in which they have a conflict of interest.

5.30 A Charter Board Member having a pecuniary interest in a matter being discussed is required to declare such interest and absent himself from discussion or vote on the matter.

5.31 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.

5.32 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

5.33 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. A member in good standing is eligible to serve on a Board committee.

5.34 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 *Education Act*, Charter Board policy or these bylaws.

RECORDS

5.35 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

5.36 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. Members may speak at Charter Board meetings only if recognized by and at the discretion of the Chairperson. In the absence of both the Chairperson and Vice Chairperson, the Charter Board Members present shall elect an Acting Chairperson for the duration of that meeting.

IN CAMERA MEETINGS

5.37 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. When a meeting is held "In Camera" the Charter Board does not have the power to pass a motion in that meeting apart from the motion to revert to an "Open Meeting".

EXTRAORDINARY MEETINGS

5.38 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 5.22 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

5.39 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

5.40 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 *Education Act* and Charter Board policy;

(d) the operation and management of the School in accordance with the *Education 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.

5.41 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

5.42 The individuals elected or appointed to the Charter Board pursuant to Article 5.11, 5.15 or 5.18 herein shall also serve in the capacity of Directors of the Society.

DUAL CAPACITY OF SOCIETY OFFICERS

5.43 The individuals elected as Chairperson and Vice-Chairperson of the Charter Board pursuant to Article

5.19 herein shall also serve in the capacity of President and Vice-President, respectively, of the Society.

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

DUTIES OF OFFICERS

5.44 Chairperson, Vice-Chairperson, Secretary, Treasurer, or Secretary-Treasurer – These positions are mandatory. The Office of the Secretary and Treasurer may be filled by one person if the membership at any General Meeting of the Membership for the election of Officers shall so decide.

5.45 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 *Education Act*
or the *Societies Act*, as the case may be.

5.46 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 *Education Act*
or the *Societies Act*, as the case may be.

5.47 The Secretary 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) maintain an up to date record of all Board policies; and

(e) file the annual return, changes in the Officers of the Society, amendments to these bylaws and other incorporating documents with the Corporate Registry.

5.48 The Treasurer shall be responsible to:

(a) 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) ensure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Charter Board;

(iii) financial accounting, including accounts payable and receivable; and

(iv) ensuring compliance with the financial reporting requirements of federal or provincial legislation, as required.

(b) present the Charter Board with an accurate accounting of the Society's finances, whenever required.

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

LIMITATION OF LIABILITY

5.50 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

5.51 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 Member, Director or Officer 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 The Society may borrow funds for the purposes of carrying out its objects. The Charter Board may borrow money on the approval of two thirds of the Charter Board.

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 *Education 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 to the website, or at the school, within fourteen days of a Board resolution to approve the minutes of such meetings. Minute books may be inspected at the Society's registered office upon request.

7.03 The Charter Board will make books and records 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 to the Secretary 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. No inspection of books and records will occur outside of regular school hours. 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

7.05 The Registered Office of the Society is located at NW 30-48-26-W4 Leduc County, Alberta T0C-0V0. Subsequent offices may be designated by the Charter Board, normally at a School operated by the Society.

DISTRIBUTION OF ASSETS UPON DISSOLUTION

7.06 The Society does not pay any dividends nor distribute its property among its Members.

7.07 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

7.08 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 and acceptance by Corporate Registry.

CONFLICTS

7.09 In the case of any conflicts between the Charter, these bylaws and the *Societies Act* or the *Education Act*, the provisions of the *Societies Act* or the *Education Act*, as the case may be,