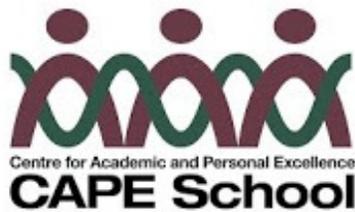


Student-Centred Personalized Integrated Learning Environment within a Community of Learners

CAPE

Centre for Academic and Personal Excellence



BYLAWS

Adopted: September, 1994

Amended: May 14, 2007

Amended: August 25, 2008

Amended: May 25, 2011

Amended: September 28, 2011

Amended: February 28, 2012

Amended: May 30, 2022

A handwritten signature in black ink, appearing to read "Trampas Brown", is written over a horizontal line.

Trampas Brown, Board Chair

05/30/2022

Date

**BYLAWS OF
CAPE - CENTRE FOR ACADEMIC AND PERSONAL EXCELLENCE INSTITUTE**

OBJECTS OF SOCIETY

The object of CAPE-Centre for Academic and Personal Excellence Institute is to operate CAPE-Centre for Academic and Personal Excellence School.

ARTICLE ONE - PREAMBLE

SOCIETY

1.01 The name of the Society is CAPE - Centre for Academic and Personal Excellence Institute.

BYLAWS

1.02 The following Articles set forth the Bylaws of CAPE - Centre for Academic and Personal Excellence Institute.

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 4.18.
- (b) "Chair" means the individual elected by the Charter Board to be the President of the Society in accordance with the provisions of the *Societies Act*.
- (c) "Charter" means the charter document approved by the Minister of Education.
- (d) "Charter Board" means the individuals elected or appointed to the Charter Board of CAPE as described by Article 5 of these Bylaws.
- (e) "CAPE" means CAPE - the Centre for Academic and Personal Excellence Institute and/or any School operated by the Society.
- (f) "Members" of the Society includes:
 - A) a "Voting Member", being:

- i) Parents or guardians of students registered at CAPE, to a maximum of two members per family of each child registered at CAPE; or,
 - ii) a person proposed by the Nomination Committee, or who allows their name to be put forward and, who is elected or appointed to the Charter Board by a favourable vote passed by a majority of the Charter Board Members at an Annual General Meeting, (also referred to as a Community Member).
 - iii) "Voting Member" must declare a conflict of interest and refrain from voting.
- B) a "Non-Voting Member", being:
 - i) A permanent teacher or full-time employee, of CAPE regardless of whether they are a parent or guardian of students registered at CAPE.
- (g) "Minister" means the Minister as defined by the Education Act.
- (h) "Nominating Committee" means a Committee consisting of Voting Members appointed by the Chair, whose purpose is to seek, identify and nominate potential Community Members and potential Board members.
- (h) "Principal" means the individual appointed by the Charter Board to be the Principal of CAPE in accordance with the provisions of the Education Act.
- (i) "*Education Act*" means the *Education Act*, Revised Statutes of Alberta, 2000, Chapter S-3, as amended, and includes any Regulations made thereunder and any amendments thereto.
- (j) "School Council" means the School Council established pursuant to the provisions of the *Education Act*.
- (k) "School Council Executive" means those individuals elected or appointed to the School Council Executive pursuant to the provisions of School Council Bylaws.
- (l) "Treasurer" means the individual appointed by the Charter Board to be the Treasurer of the CAPE Charter Board in accordance with the provisions of the *Education Act* and Treasurer of the Society in accordance with the provisions of the *Societies Act*.

- (m) "Secretary" means the individual appointed by the Charter Board to be the Secretary of the CAPE Charter Board in accordance with the provisions of the *Education Act* and Secretary of the Society in accordance with the provisions of the *Societies Act*.
- (n) "*Societies Act*" means the *Societies Act*, Revised Statutes of Alberta, 2000, Chapter S-14, as amended, and includes any regulations made thereunder and any amendments thereto.
- (o) "Society" means the Society that runs CAPE - Centre for Academic and Personal Excellence.
- (p) "Superintendent" means the individual appointed by the Charter Board to be the Superintendent of CAPE in accordance with the provisions of the *Education Act*.
- (q) "Vice-Chair" means the individual elected by the Charter Board to be the Vice-Chair of the Charter Board and the Vice-President of the Society in accordance with the provisions of the *Societies Act*.
- (r) "Working Day" means any day during which the school is functioning and staff are in attendance.

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 and paragraph 3.02, membership is open to persons eighteen years of age or older who want to advance the objects, principles and philosophy of the Society as referenced in the CAPE Charter.

PRIVILEGES AND RESPONSIBILITIES OF VOTING MEMBERS

- 3.02 Any Voting Member in good standing is entitled to:

- (a) receive notice of General or Special Meetings;
- (b) attend any General or Special Meeting;
- (c) participate by the School Council on the Nominating Committee;
- (d) elect the Charter Board members;
- (e) approve requests by the Charter Board to borrow money;
- (f) receive and review all Charter Board meeting minutes;
- (g) receive and review financial information concerning the Society;
- (h) participate in the Society's approval for the appointment of an auditor; and
- (i) participate in the amendment of these Bylaws by special resolution of the Society's General Membership.

PRIVILEGES AND RESPONSIBILITIES OF NON-VOTING MEMBERS

Any Non-Voting Member in good standing is entitled to:

- (a) receive notice of general or special meetings;
- (b) attend any general or special meeting; and
- (c) receive all Charter Board meeting minutes

EFFECTIVE DATE FOR MEMBERSHIP

3.03 The following are eligible for membership effective as of:

- (a) for Voting Members, who are parents or guardians of students registered at CAPE, the date of registration of their child in CAPE;
- (b) for Voting Members who are Community Members, the date of commencement of their term of office on the Charter Board; and
- (c) for Non-Voting members, the date of commencement of their employment by CAPE.

TERMINATION OF MEMBERSHIP

3.05 Membership in the Society ceases automatically when:

- (a) a Voting Member no longer has a child registered in CAPE;
- (b) a Voting Member who is a Community Member no longer holds office. A Community Member holds office from September 1 to August 31 of the following year. A Community Member can indicate their desire to continue on the Charter Board and renew their membership for additional one year terms, subject to Articles 5.09 - 5.11; or
- (c) a Non-Voting Member, who ceases to be an employee of CAPE.
- (d) any Member has resigned their membership by written notice, duly dated (month, day, year) to the Chairperson of the Society.

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 the members in attendance at the special meeting of the Charter Board called for such a purpose.

MEMBERSHIP YEAR

3.07 The membership year of the Society shall be September 1st to August 31st of the following year and may be amended by the Charter Board from time to time.

DUTIES OF SOCIETY MEMBERS

3.08 Each Member of the Society is expected to support and advance the objects, principles, and philosophy 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.

ARTICLE FOUR - MEETINGS OF THE SOCIETY

GENERAL 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 shall call a meeting of the Society within one (1) month, and advertise five (5) to seven (7) days on the school site of the receipt of a written request for the same, signed by at least ten (10) Members of the Society. The business to be dealt with at the requested meeting will also be posted five (5) to seven (7) days on the school site for all to view.

QUORUM

- 4.03 A quorum for the transaction of any business at a meeting of the Society exists when there are at least five (5) Voting Members of the Society in attendance and the Charter Board Members thereat are in the minority at such meeting of the Society.
- 4.04 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.
- 4.05 If there is no quorum within thirty (30) minutes of the set time, the meeting is adjourned to one (1) week later at the same place and time. Notice of such adjournment is not required.

NOTICE

- 4.06 Notice of the time and place of all meetings and the general nature of the business to be transacted shall be given to each Member by:
- (a) mail;
 - (b) delivery; and/or
 - (c) delivered by means of electronic mail or computer network
- at least seven (7) calendar days before the holding of the meeting to the Member's last address as shown on the records of the Society.
- 4.07 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

- 4.08 *Robert's Rules of Order* shall govern all proceedings at meetings of the Society unless otherwise provided in these Bylaws.

VOTING

- 4.09 Voting Members are each entitled to one (1) vote unless otherwise provided in these Bylaws. As an example, a two-parent family with any number of children

registered at CAPE shall have two (2) votes.

- 4.10 Community Members are entitled to one (1) vote each.
- 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 Chair, in addition to their original vote, shall have a second or deciding vote.
- 4.12 Voting shall be by a show of hands unless a majority of the Members present request that the vote be taken by ballot (eg. by secret ballot or mail-in ballot by all Members present).
- 4.13 A decision by the Chair 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 Chair 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 AGM of the Members of the Society shall be held at least once every calendar year and not more than eighteen (18) months after the holding of the last preceding AGM, at such time and place as may be determined by the Charter Board.
- 4.17 The Charter Board shall provide Members with fourteen (14) days notice by:
 - (a) mail;
 - (b) delivery;
 - (c) delivered by means of electronic mail or computer network; and/or
 - (d) advertisement in the daily newspaper;of the date, time and place of the AGM, as well as the business to be conducted at the AGM.
- 4.18 The agenda for the AGM shall provide for:

- (a) adopting minutes of the previous AGM;
- (b) reviewing the Society's audited financial statements;
- (c) approving the appointment of the Society's auditor;
- (d) reporting on any significant activities during the year;
- (e) announcing the results of the election of Charter Board Members; and
- (f) 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 CAPE in accordance with the *Education Act*, the Charter and these Bylaws.

AUTHORITY OF THE CHARTER BOARD

5.02 Unless otherwise provided in these Bylaws, the Charter Board shall have the power to manage the affairs of the Society, including exercising the powers of a Charter Board under the *Education Act*. The Charter Board is charged with the authority to ensure the philosophy of CAPE, as stated in the Charter, is adhered to and the goals of CAPE 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

5.03 The Board shall consist of five (5) to ten (10) voting members. At least half of Board Members shall be parents of students registered at CAPE. At least one member shall be a Community Member.

TERM OF OFFICE

5.04 The terms of Charter Board Members will start at the time of the first meeting for that School year or at the time they are elected as a Charter Board Member for the upcoming School year. The Charter Board Members must register their intention to continue with their status as a Charter Board Member with the Secretary prior to the Annual General Meeting.

ELECTION OF CHARTER BOARD MEMBERS

- 5.05 Any Voting Member, may apply as a candidate for, or elected to, membership of the Charter Board.
- 5.06 The application of the Member to the Charter Board will be voted upon by the Voting Members at the Annual General Meeting once they have stated their mandate for Charter Board Membership.
- 5.07 The vote will be conducted by a show of hands or secret ballot of Members if requested the Annual General Meeting.
- 5.08 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.

REMOVAL OF CHARTER BOARD MEMBERS

- 5.09 In addition to the provisions contained in the *Education Act* a Charter Board Member may be removed from the Charter Board by a seventy-five (75%) percent majority vote of Board members present at a Special Meeting of the Charter Board called for such a purpose.
- 5.10 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 *Education 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 CAPE 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; or
 - (d) a Charter Board Member has willfully acted in contravention of the CAPE Charter Board Member Code of Conduct.

RESIGNATION OF CHARTER BOARD MEMBERS

- 5.11 A Charter Board Member may resign from the Charter Board by submitting a written resignation, duly dated (month, day, year) to the Chair of the Society providing one month's notice. 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.

MID-TERM TERMINATION/RESIGNATION OF CHARTER BOARD MEMBERS

- 5.12 Any casual Charter Board Member vacancies may be filled by the appointment of a new Board Member by a majority vote of the Charter Board at its next Meeting. The duration of the membership of the newly appointed Member will end at the next Annual General Meeting, at which time the Members of the Society may elect the interim Member to the Charter Board.

ABILITY TO ACT

- 5.13 The continuing Charter Board Members at any time may act, notwithstanding any vacancies in their body, provided always that in the case that the Charter Board Members shall at any time be reduced in number to less than the minimum number fixed by Article 5.03, then the Charter Board Members shall act for the purpose of filling up vacancies in their body but not for any other purpose.

REGULAR MEETINGS

- 5.14 The Board shall normally meet on a monthly basis (with the exception of the months of July and December). 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 on the CAPE website but is not otherwise required to give notice of its Regular Meetings. The Charter Board may change the date of any subsequent Regular Meetings with the consent of a majority of Charter Board Members present at the Meeting at which the date change was proposed.

NOTICE

- 5.16 By the first Charter Board Meeting after the Annual General Meeting, all Charter Board Members will provide both a primary and emergency contact for the purpose of receiving notice to the Secretary.
- 5.17 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, delivered by means of electronic mail or computer network, or by means of the primary contact referred to above.
- 5.18 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

- 5.19 Two Charter Board Members, in addition to the chair of the meeting, 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.
- 5.20 If there is no quorum, the Chair will adjourn the meeting and reschedule it to a date not less than one (1) and not more than eight (8) 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

- 5.21 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, with the exception of a motion or resolution that requires a Special Resolution.

(a) “special resolution” means

(i) a resolution passed:

(A) at a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and

(B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,

(ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days’ notice has been given, if all members entitled to attend and vote at the general meeting so agree, or

(iii) a resolution consented to in writing by all members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy

(b) A special resolution is required in the case of:

(i) change to the By-laws

(ii) dissolution of the charter school

- 5.22 Each Charter Board Member present shall have one (1) vote. Voting shall be by a show of hands. In the case of a tie vote the Chair shall have the deciding vote.
- 5.23 A decision by the Chair 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.
- 5.24 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.
- 5.25 Any Charter Board Member may request a recorded vote, in which case the Recording Secretary shall record in the minutes the name of the Charter Board Member and whether that individual voted for or against the matter or abstained.
- 5.26 *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

- 5.27 The Charter Board may appoint working committees, as it deems necessary, to assist and advise the Charter Board. The Chair is an ex-officio member of all Charter Board committees.
- 5.28 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

- 5.29 The Charter Board shall cause to be maintained a record of all the proceedings of the Charter Board and, if so requested by the Charter Board, of its committees.

OPEN MEETINGS

- 5.30 Staff Members and Parents who are not currently members of the Charter Board 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.
- 5.30a Members of the public who wish to speak before the Charter Board may communicate with the Chair prior to the meeting and request an opportunity to do

so at the discretion of the Chair.

PRIVATE MEETINGS

- 5.31 Charter Board Members may, by majority vote, move a meeting or a portion of a meeting in private, 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 private.

EXTRAORDINARY MEETINGS

- 5.32 Under exceptional circumstances, the Chair or a majority of the Charter Board Members registered at that time may call for an Extraordinary Meeting of the Charter Board. Notice of such meeting shall be given at least four (4) calendar days in advance and shall be given in person or by phone delivered by means of electronic mail or computer network. 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 their emergency contact provided pursuant to Article 5.16 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.

DUTIES OF CHARTER BOARD MEMBERS

- 5.33 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) supporting and advancing the objectives of the Society;
 - (b) supporting 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 CAPE 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 CAPE policies under which day to day operations will be directed; and

- (f) ensuring the mission and goals of CAPE are met and that the philosophy of CAPE is considered in all matters.

5.34 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 OFFICERS

5.35 The individuals elected or appointed as Chair and Vice-Chair of the Charter Board shall also serve in the capacity of President and Vice-President, respectively, of the Society. The individual elected or appointed as Treasurer of the Charter Board shall also serve in the capacity of Treasurer of the Society. The individual elected or appointed as Secretary of the Charter Board shall also serve in the capacity of Secretary of the Society. The Charter Board shall appoint such other Officers of the Society as it may determine, excluding staff and employees.

DUTIES OF OFFICERS

5.36 The Officers of the Society will be a President, who shall be the Chair of the Charter Board and a Vice-President, and any other Officers as the Charter Board may determine from time to time, excluding employees.

CHAIR

5.37 The Chair shall, when present, preside at all meetings of the Board. In their absence, the vice-chair shall serve. In the absence of both, another member of the Charter Board shall be selected by the Charter Board to preside.

SECRETARY

5.38 It shall be the duty of the Secretary to attend all meetings of the Board and shall cause accurate minutes of the same to be kept. The Secretary shall cause an up to date record of all Charter Board policy statements to be kept. In the absence of the Secretary, the duty shall be discharged by another Member appointed by the Charter Board. The Secretary shall have charge of all the correspondence of the Board. The Secretary shall cause a record of all the Members of the Board and their addresses to be kept, and that all notices of the various meetings shall be sent, as required.

TREASURER

5.39 The Treasurer shall oversee all funds paid to the Society. They shall cause account be kept for the funds of the Society and shall oversee the keeping of

such books as may be directed. They shall present a full detailed account of receipts and disbursements to the Charter Board whenever requested and shall prepare for submission to the Annual General Meeting a statement, duly audited as hereinafter set forth, of the financial position of CAPE and submit a copy of same to the Secretary for the records.

LIMITED LIABILITY

5.40 The liability of the Charter Board Members is limited and they shall not be liable for any obligations of the Society. 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. The Charter Board shall carry appropriate Directors and Officers insurance.

INDEMNITY

5.41 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 their heirs, executors, administrators and other legal representatives, from and against:

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

Indemnification will not apply where there is a failure of the Charter Board Member or Society Officer to act honestly and in good faith with a view to the best interests of the Society.

REMUNERATION

5.42 Charter Board Members, in general, shall not receive any remuneration for their services. However, by resolution of the Charter Board, the expenses of their attendance at each meeting of the Board, and out-of-pocket expenses incurred through the exercise of their duties as a Charter Board Member, may be reimbursed.

ARTICLE VI - BORROWING

BORROWING

6.01 The Charter Board may from time to time borrow money in any manner and without limit to amount on the credit of the Society, and in such amounts as they may think proper, and may cause to be executed mortgages and pledges of the real and personal property and rights of the Society, and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed, in accordance with the *Education Act*, with approval through a special resolution of the Society.

ARTICLE VII - FISCAL RESPONSIBILITY

FISCAL YEAR

7.01 The fiscal year of the Society shall be September 1st to August 31st of the following year, unless otherwise specified by the *Education Act*. The fiscal year-end of the Society shall be August 31st each year.

AUDIT

7.02 The Members of the Society shall, at each Annual General Meeting, appoint an auditor or auditors to hold office until the next Annual General Meeting.

7.03 The auditor shall be a Chartered Professional Accountant duly qualified in the province of Alberta.

7.04 The Charter Board Members, at each Annual General Meeting, shall approve the appointment of the Society's auditor or auditors.

7.05 The remuneration of the auditors of the Society shall be approved by the Charter Board Members, signed and agreed to by the auditors prior to their appointment.

7.06 The auditors shall make a report to the Members and Charter Board on the accounts examined by them comprising the financial statements of the Society.

7.07 The appointed auditor of the Society shall have a right of access, at all times, to all records, documents, books, accounts and vouchers of the Society and is entitled to require from the Charter Board Members and Officers of the Society such information and explanation as may be reasonably necessary for the performance of the duties of auditor.

7.08 The auditors of the Society are entitled to attend any meeting of the Members of the Society at which any accounts that have been examined or reported on by

them are to be laid before the Members. Their attendance is for the purpose of making any statement of explanation with respect to their report.

INSURANCE

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

SOCIETY FUNDS

7.11 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. The Society is to liquidate securities donated to the Society within two (2) months of receipt of such donated securities.

ARTICLE VIII - CUSTODY AND USE OF THE SEAL OF THE SOCIETY

SEAL

8.01 The Charter Board Members may adopt a seal, which shall be the common seal of the Society, by majority vote of the Charter Board Members.

8.02 The common seal of the Society shall be under the control of the Secretary of the Society. It shall not be affixed to any documents except in the presence of:

(a) any two (2) of the following:

- (i) Chair,
- (ii) Vice-Chair,
- (iii) Secretary,
- (iv) Treasurer, or

(b) any one (1) of the Officers listed in sub-paragraph (a), together with any one (1) Charter Board Member.

These persons shall also sign every document to which the seal of the Society is affixed.

ARTICLE IX - AMENDMENT OF BYLAWS

AMENDMENT OF BYLAWS

9.01 The Bylaws may be rescinded, altered or added to by a Special Resolution and should be reviewed least once every three (3) years and amendments presented at the Annual General Meeting. The amended Bylaws take effect only after approval of the Special Resolution, approval by the Minister and acceptance by Corporate Registry.

ARTICLE X - RECORD KEEPING

MINUTES

10.01 The Secretary shall cause to maintain and have charge of the minute books of the Society. The minutes of all proceedings of all meetings of Members and Charter Board shall be recorded and maintained at the Charter Board offices.

10.02 The Charter Board Members shall see that all necessary books and records of the Society required by the Bylaws of the Society, or by any applicable statute of law, are regularly and properly kept.

INSPECTION OF RECORDS

10.03 Records related to financial transactions of the Society and the minutes of all meetings of the Society shall be available for inspection by the Members at all reasonable times at the place where such minutes are ordinarily kept. Any Member wishing to inspect the same shall apply in writing to the Secretary, who shall arrange a convenient time for such inspection to occur within five (5) working days from the receipt of such application.

REGISTERED OFFICE

10.04 The initial registered office of the Society is located at 201 5 Street SW, Medicine Hat, Alberta, T1A 4G7. Subsequent offices may be designated by the Charter Board, normally at a School operated by the Society.