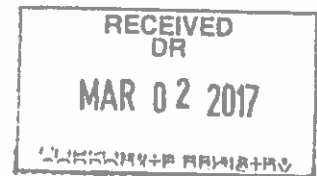


Captain John Palliser Parents Association

506096882
Corporate Access Number (CAN)
Association Bylaws



1. Membership

- A. Any person having a vested interest in the educational well-being of students enrolled in Captain John Palliser School, residing in Alberta, being of the full age of 18 years, who has completed the membership requirements and is in good standing with the Association, is eligible to become a Member of the Association with voting privileges at any General Meeting of the Association Membership.
- B. The majority of the Members of the Association will be parents or guardians of students currently enrolled in Captain John Palliser School.
- C. Membership forms must be completed, signed and submitted to the Board through its Secretary annually.
- D. Any Member wishing to withdraw from membership may do so upon giving written notice to the Board through its Secretary.
- E. Any Member, upon a majority vote of all Members of the Association in good standing and present at a Special General Meeting of the Membership called for that purpose, may be suspended or expelled from membership for any cause that the Association may deem reasonable.

2. Associate Membership

- A. The Principal and staff members of Captain John Palliser School can choose to have an Associate Membership only.
- B. As Associate Members, the Principal and all other staff members shall serve as resource people and in an advisory capacity, however they will not have voting rights at any General Meeting of the Membership or Meeting of the Board.
- C. Neither the Principal nor any staff member shall have signing authority for the Association.
- D. The Principal, by virtue of the School Act, shall have the power of veto relating to actions directly affecting the School building, staff or students, but not relating to financial expenditures, revenues or investments of the Association.

3. Board of Directors

- A. "Board of Directors," "Executive," or "Board" shall mean the Board of Directors of the Association.

COMPOSITION OF THE BOARD

The Board will be composed of the following Officers and Directors.

- 1. Officers: Chair, Vice-Chair(s), Secretary, Treasurer- These positions are mandatory. The Offices 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. The Offices of the Chair and Vice-Chair may also be filled by one person if the membership at the General Meeting of the Membership for the election of Officers shall so decide.



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a. Chair

The Chair shall have general knowledge of all activities of the Association and will carry out duties assigned by the Association.

- i. The Chair or designated alternate shall call all Meetings of the Board, and shall preside at all General Meetings of the Membership and Meetings of the Board.
- ii. The Chair shall be responsible for the preparation and distribution of an agenda for each General Meeting of the Membership.
- iii. The Chair will be the chief spokesperson for the Association, unless otherwise delegated.
- iv. The Chair or designated alternate shall be copied on all Association communications, including but not limited to minutes of all general meetings of the membership, and will review any communications to the membership, parent body, School community or public prior to distribution and shall include the Vice-Chair in same.
- v. The Chair will clarify speaker statements, identify common points of view and attempt to achieve consensus among council members at all meetings.
- vi. The Chair shall have a vote in the event of a tie at any meeting.
- vii. The Chair will be an ex-officio member of all Committees.

b. Vice-Chair

- i. The Vice-Chair shall assist the Chair in all Association activities and will carry out other duties assigned by the Chair.
- ii. In the event of absence, resignation, incapacity or extended leave of absence of the Chair, the Vice-Chair shall fulfill the Chair's responsibilities. In the absence of both the Chair and the Vice-Chair from meetings, a Chair may be elected or appointed at the meeting to preside.

c. Secretary

- i. It shall be the duty of the Secretary to attend all General Meetings of the Membership and Meetings of the Board, to keep accurate records of all facts and minutes of those proceedings in the books kept for that purpose, and to prepare these for distribution. Minutes from all General Meetings of the Membership shall be published to the Membership after they have been approved at the following General Meeting of the Membership.
- ii. A physical copy of all records and Meeting Minutes shall be kept for six years at Captain John Palliser School.
- iii. In the absence of the Secretary, their duties shall be discharged by such Officer or Director as may be appointed by the Board.
- iv. The Secretary shall have charge of all the documentation of the Association and be under the direction of the Chair and the Board.
- v. The Secretary shall keep a Register of Members of the Association and their contact information, as required by the *Societies Act*, and shall send all Association Membership notices as required. The Register of Members must be renewed annually.

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d. Treasurer

- i The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order
- ii The Treasurer shall properly account for the funds of the Association keep such books as may be directed and disburse funds as required
- iii The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting of the Membership a duly audited statement of the financial position of the Association and shall submit a copy of same to the Secretary for the records of the Association
- iv The Treasurer will prepare, and submit with Board approval, any financial reports required by organizations and agencies in a timely manner
- v The signing authorities of the financial accounts will be a minimum of two of the following elected Officers of the Association Chair, Vice-Chair, or Treasurer
- vi The audited financials will be submitted as part of the Annual Return to Corporate Registry as required by the Societies Act
- vii The Treasurer shall renew Captain John Palliser Parents Association insurance policy annually every October and provide a copy to the Chair

2 Directors: Casino Director

- i The Casino Director shall be responsible for applying for casino dates through the Alberta Gaming and Liquor Commission on behalf of Captain John Palliser Parents Association
- ii Apply for Casino licensing according to Alberta Gaming and Liquor Commission deadlines
- iii Schedule and coordinate volunteers to work at the Alberta Gaming and Liquor Commission Casino and ensure appropriate coverage
- iv Communicate with the Board and Members on all Alberta Gaming and Liquor Commission Casino matters as required

3 A maximum of 2 Directors at Large – These positions are optional, and will be filled provided there are Members willing to do so

Officers and Directors at Large
All Members of the Board will

- i Attend Annual, Regular and Special General Meetings of the Membership
- ii Be prepared for, attend and actively participate in all Meetings of the Board
- iii Actively support the initiatives and actions of the Association
- iv Approve, where appropriate, policy and other recommendations received from the Board and its standing committees
- v Review the Bylaws and recommend Board-approved Bylaw changes to the membership
- vi Review the Board's structure approve changes and prepare necessary Bylaw amendments
- vii Participate in the development of the Association's plan and annual review
- viii Review the annual budget for the Association and submit to the membership for approval

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- ix Assist in developing and maintaining positive working relations among the Board committees, School and School Council to support and enhance education in the School community
 - x Allow for opinions and positions of all Members to be voiced and heard in a safe respectful environment
 - xi Act as a leader and an ambassador of the Association
 - xii Strive to reach consensus in all areas. If a consensus cannot be reached, Board Members will accept and adhere to the majority decision of the Board
 - xiii Address operational concerns openly and with input from Board Members
 - xiv Address personal concerns relating to Board Members' roles privately constructively respectfully and in a timely manner
- B The Board shall, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association
- C Any Director or Officer may resign their position by providing written notice to the Chair
- D Any Director or Officer may be removed from the Board at any time with cause by a majority vote of the Board whenever, in its judgment, the best interest of the Association will be served.

4. Auditing

- A The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant **or by two Members of the Association** without signing authority, elected or appointed for that purpose at a General Meeting of the Membership
- B The above stated audit should be completed no later than September 30 for the records of the Treasurer and no later than June 30 for the records of the Secretary
- C A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Membership
- D The fiscal year of the Association in each year shall be July 1st to June 30th

5. Standing and Ad Hoc Committees

- A Standing and ad hoc committees will be formed as necessary by the Board and will operate on an ongoing basis with specified lengths of terms for Members
- B Committees will meet outside of Meetings of the Board or General Meetings of the Membership to complete their assigned tasks as per the direction of the Board and present a report of their activities at meetings as requested

6. Meetings

Irregularities or errors made in good faith do not invalidate acts by any General Meeting of the Membership or Meeting of the Board. No action taken at a meeting is invalid due to accidental omission to give notice to any Member, any Member not receiving any notice, or any error in any notice that does not affect the meeting.

General Meetings of the Membership

A. Annual General Meeting of the Membership (AGM)

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- i An **Annual General Meeting of the Membership (AGM)** will take place on or before October 31st in each year by providing no less than 10 days' notice in writing using a school newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required.
- ii Only the matters set out in the notice for the AGM may be considered at the AGM. If a member wishes to discuss a matter in the AGM, they shall discuss the same with the Chair, for inclusion in the agenda, not later than 10 days in advance of the AGM.
- iii Quorum at an Annual General Meeting of the Membership shall be 6 Members, 3 of whom must be elected Officers or Directors of the Association.
- iv If quorum cannot be attained at the meeting, whoever attends the next regularly scheduled meeting of the Association will constitute quorum for the purposes of conducting Annual General Meeting business such as the approval of financial statements.

B. Regular General Meeting of the Membership (RGM)

- i A **Regular General Meeting of the Membership (RGM)** may be scheduled at the request of the membership at an Annual General Meeting of the Membership.
- ii Regular General Meetings of the Membership shall be announced to all Members in good standing by providing no less than 7 days notice in writing using a newsletter, website, email, text and/or social media.
- iii If a member wishes to discuss a matter in a Regular General Meeting of the Membership, they shall discuss the same with the Chair, for inclusion in the agenda, no later than 5 days in advance of the General Meeting.
- iv Quorum at a Regular General Meeting of the Membership shall be 4 Members, 2 of whom must be elected Officers or Directors of the Association.

C. Special General Meeting of the Membership (SGM)

- i A **Special General Meeting of the Membership (SGM)** may be called at any time by the Secretary upon the instructions of the Chair or Board by providing no less than 7 days notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required, specifying the intention of the Special Resolution.
- ii Only the matters set out in the notice for the SGM may be considered at the SGM.
- iii Quorum at a Special General Meeting of the Membership shall be 4 Members, 2 of whom must be elected Officers or Directors of the Association.

Meetings of the Board

D. Regular Meeting of the Board

- i A **Regular Meeting of the Board** shall be called at the frequency determined by the Board that will permit their duties to be accomplished.
- ii Regular Meetings of the Board will be announced to all Board Members by providing no less than 7 days' notice in writing using a newsletter, website, email, text and/or social media or 3 days' notice verbally by telephone or in person.
- iii Quorum at any Regular Meeting of the Board shall be 4 Board Members, 2 of whom must be elected Officers or Directors.
- iv Regular Meetings of the Board may be held without notice if a quorum of the Board is present, provided that any business transactions shall be ratified at the next Regular Meeting of the Board, otherwise they shall be null and void.
- v A topic to be discussed at a Regular Meeting of the Board may be deemed to be "in camera" or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the topic is of a personal, sensitive or confidential nature.

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E. Special Meeting of the Board

- i. A **Special Meeting of the Board** shall be called by the Secretary upon the instructions of any 2 Board Members, by providing no less than 7 days' notice in writing using a newsletter, website, email, text and/or social media or 3 days' notice verbally by telephone or in person, to all Board Members setting forth the reasons for calling such meeting.
- vi. Quorum at a Special Meeting of the Board shall be any 4 Board Members, 2 of whom must be elected Officers.
- ii. All or any portion of a Special Meeting of the Board may be deemed to be "in camera" or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the content of the meeting or agenda item is of a personal, sensitive or confidential nature.

7. Special Resolution

Special Resolution will mean a resolution passed at a General Meeting of the Membership of which not less than 21 days' notice in writing using a newsletter, website, email, text and/or social media, or provided verbally by telephone or in person, specifying the intention to propose the resolution has been duly given, and by the approval of not less than 75% of those Members entitled to vote in attendance.

8. Election Process

- A. Board Members are elected by the voting Members at the May meeting of each academic year with a slate of Directors and Officers being tabled by the Chair and/or Vice-Chair. All vacancies shall be extended to the new year. At this meeting, there shall be elected a Chair, Vice-Chair(s), Secretary, Treasurer, and Casino Coordinator, and optionally 2 Directors. The Officers and Directors so elected shall form a Board, and shall serve until their successors are elected and installed.
- B. Candidates must be voting Members in good standing.
- C. Notification of the nomination procedure will be included in the school newsletter and/or email to Members.
- D. The term of office shall be complete at the end of the meeting at which successors are elected unless written notice of resignation is submitted to the Chair.
- E. The maximum number of consecutive terms, in the same Officer or Director position on the Board, shall be 3 consecutive terms, except for the Casino Director, who can serve a maximum of 2 casino cycles, or 4 consecutive terms, whichever is the highest.
- F. Any vacancy occurring during the year may be filled at the next meeting.

9. Voting

A. General Meetings of the Membership

- i. Any voting Member, including each Member of the Board, who has not withdrawn from membership and who has been neither suspended nor expelled shall have the right to vote at any Annual, Regular or Special General Meeting of the Membership.
- ii. Such votes must be made in person and not by proxy or otherwise.
- iii. Members will vote by show of hands or by secret ballot where 50% + 1 will be considered the majority, except in the case of a Special Resolution.

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B Meetings of the Board

- i Only each Member of the Board will have 1 vote, excluding the Chair at all Meetings of the Board
- ii Such votes must be made in person and not by proxy or otherwise
- iii Members will vote by show of hands where 50% + 1 will be considered the majority
- iv The Chair may authorize an electronic vote by email if a situation needs to be acted upon by the Board between physical meetings. In the case of an electronic vote, a quorum shall be constituted when at least 50% of the Members of the Board cast a vote by email. Any motion taken electronically will be formally recorded into the minutes of the next Meeting of the Board

C In the case of a tie, the Chair may cast a vote.

D Any Member having a personal pecuniary gain or conflict of interest in any matter being discussed by the membership or the Board is required to declare such and absent himself/herself from any discussion or vote on such matter

10. General Management

- A The registered office of the Association is located within Captain John Palliser School
- B The mailing address for all communication or correspondence shall be the registered office of the Association
- C To maintain integrity, minute books and financial records (minutes, financials, contracts, annual returns, Bylaws, insurance, etc.) will be stored in a safe place at Captain John Palliser School. All records may be inspected by any Member in good standing of the Association upon request
- D Such inspection may only take place at the registered office of the Association, in the presence of a Board Member, and dual control (2 people present, 1 of whom is a Board Member) will be maintained at all times
- E All email accounts for the purpose of Association communication and business used by the Association belong to the Association and password access will be changed by new Officers and/or Director(s) to ensure access by appropriate Board Members and to maintain privacy. All email addresses and passwords will be reported to the Chair

11. Remuneration

- A Unless authorized at any meeting and after notice for same shall have been given, no Officer, Director or Member of the Association shall receive any remuneration for their services

12. Borrowing Powers

- A The Association may raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

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13. Association Seal

- A The Association has not adopted an Association Seal

14. Insurance and Indemnity

- A **Insurance:** For the purpose of carrying out its objectives the Association will annually review and carry liability insurance as deemed necessary by the Board or if required by the policies of the School or School Board
- B **Indemnity:** Provided appropriate insurance is in place each Officer and Director holds office with protection from the Association
- i The Association indemnifies each Officer and Director against all costs or charges that result from any act done in their role for the Association
 - ii The Association does not protect any Officer or Director for acts of fraud dishonesty or bad faith
 - iii No Officer or Director is liable for the acts of any other Officer Director or Member
 - iv No Officer or Director is responsible for any loss or damage due to the bankruptcy insolvency or wrongful act of any person firm or corporation dealing with the Association
 - v No Officer or Director is liable for any loss due to an oversight or error in judgement or by an act in their role for the Association, unless the act is fraud dishonesty or bad faith

15. Privacy

- A The Association shall not collect use share or store personal information for purposes other than those of Association business, and shall destroy it appropriately once it is no longer needed
- B The Association will adhere to *Personal Information Protection Act* (PIPA) guidelines as required by Alberta legislation and voluntarily where appropriate

16. Conflict Resolution

- A. If at any time 10 Members, or 5 Members and greater than 50% of the Board Members of the Association are of the opinion that the Association is in a state of conflict such that its operation is significantly impaired, they may deliver a written Special General Meeting of the Membership request signed by them to all Board Members
- B. Upon receipt of such, the Chair will call a Special General Meeting of the Membership providing due notice as stated and Members in attendance will have an opportunity to hear and discuss the issues causing conflict
- C. On motion a vote shall be held respecting a proposed resolution to the conflict and if a majority of voting Members present vote in favour of the resolution proposed the Association will immediately act upon the resolution as directed by the assembly

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17. Bylaws

- A. All Members are responsible for behaving in accordance with the Bylaws and objectives of the Association
- B. The Association Bylaws and operations will be in accordance with the laws of Alberta, the *Societies Act* and any other governmental legislation relating to the Association's operation and objectives.
- C. The Bylaws may be rescinded, altered or added to by a "Special Resolution." Changes to the Bylaws do not come into effect until the Special Resolution(s) is registered at Corporate Registries. Special Resolution(s) sent to the Corporate Registries shall be dated and verified by a person authorized by the Association.
- D. Any question regarding the proper application and interpretation of these Bylaws shall be determined by the Chair of any Association meeting. The Chair's decision may be appealed by a voting Member and can be overturned by a simple majority vote at a Special General Meeting of the Membership called in accordance with the Conflict Resolution clause in these Bylaws

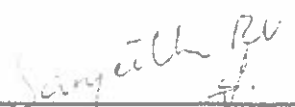
18. Policies and Procedures

A Policy and Procedure Manual may be created, maintained and reviewed annually by the Board Members in good standing may put forward policies to the Board for consideration and/or implementation

19. Dissolution of the Association

- A. In the event of the dissolution (closing) of the Association, which shall require a Special Resolution of the membership, the assets remaining after payment of all debts and liabilities shall be transferred to Captain John Palliser School with the exception of gaming proceeds
- B. All remaining gaming proceeds, after payment of all debts and liabilities, shall be disbursed to eligible charitable groups or purposes as per Alberta Gaming and Liquor Commission regulations

Approved by **Special Resolution** with by not less than seventy-five percent (75%) of the Captain John Palliser Parents Association voting Members present at a General Meeting of the Membership held on January 18, 2017.



Signature of Vice-Chair

Sangeetha Varughese
Printed Name



Signature of Chair

Rhannon Carter
Printed Name

Captain John Palliser Parents Association

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Special Resolution

I hereby certify that the following Special Resolution was passed at a General Meeting of the Members of

Captain John Palliser Parents Association on January 18, 2017

The by-laws were changed as follows:

the existing by-laws are repealed and replaced by the attached bylaws

Date 31- Jan. - 2017

Signature R. [Signature]

Title Chair - Rhannon Carter

Date 31- Jan - 2017

Signature Sanyath KV

Title Vice-Chair Sanyath Vayher

