

May 25, 2023

ALEXANDER FERGUSON ELEMENTARY SCHOOL SOCIETY
REVISED BYLAWS

Preamble

1. The Society

The name of the society is Alexander Ferguson Elementary School Society, which may also be known, or referred to as the AFESS or the Society.

2. Bylaws

This document is the general Bylaws of the Society. These Bylaws regulate the transaction of business and affairs of the Society.

Definitions and Interpretations

3. Definitions

In these Bylaws, the following words have these meanings:

- a. Act means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- b. Address means e-mail and/or physical address.
- c. Annual General Meeting means the annual general meeting described in Article 14.
- d. Bank Signatory of the Society means a member of the Board, duly appointed, who shall be authorized to sign cheques, banking documents, documents or instruments, and contracts and authorize electronic funds transfers on behalf of the Society.
- e. Board means the Board of Directors of this Society.
- f. Bylaws means the Bylaws of this Society, as amended.
- g. Calgary Board of Education Calendar for Alexander Ferguson Elementary School means the document adopted and published by the Calgary Board of Education that establishes the school term and student instructional year for Alexander Ferguson Elementary School.
- h. Director means any person elected or appointed to the Board. This includes the President.
- i. Education Act means the Education Act S.A. 2012, Chapter E-0.3 as amended, or any statute substituted for it.
- j. Electronic Means means teleconference communication system or a video conference communication system, or any other similar electronic communication facility.
- k. General Meetings means any meeting of the Members other than the Annual General Meeting or a Special Meeting.
- l. Instructional Day means a day established in the Calgary Board of Education Calendar for Alexander Ferguson Elementary School when schools are open and students are receiving instruction and includes exams.

- m. Member means a Member of the Society as described in Article 6.
- n. Meeting of the Society means any meeting of the Members and includes the Annual General Meeting, a General Meeting and a Special Meeting.
- o. Officer means any Officer listed in Article 34.
- p. Register of Members means the register maintained by the Board of Directors containing the names and addresses of the Members of the Society.
- q. Registered Office means the registered office of the Society.
- r. Special Meeting means the special meeting described in Article 15b.
- s. Special Resolution means:
 - i. a resolution passed at a Meeting of the Society. There must be at least twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. The resolution must be approved by a vote of 75% of the Voting Members who vote in person;
 - ii. a resolution proposed and passed as a Special Resolution at a Meeting of the Society with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the Meeting of the Society must agree; or
 - iii. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a Meeting of the Society.
- t. Voting Member means a Member entitled to vote at Meetings of the Society.

4. Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws:

- a. Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- b. Pronouns in feminine, masculine and neuter genders shall be construed to include any other gender.
- c. Corporation: words indicating persons also include corporations.
- d. Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- e. Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Objects of the Society

- 5. The objects of the Society are detailed in the Articles of Incorporation.

Membership

- 6. There are two categories of Members:
 - a. Active Members. Any person having a vested interest in the educational well-being of students enrolled in Alexander Ferguson Elementary School, residing in Alberta, being the full age of 18 years, who has completed the membership requirements.

b. Associate Members. The Principal and staff members of Alexander Ferguson Elementary School are eligible to have an Associate Membership. An Associate Member will not have any voting rights at any Meeting of the Society. An Associate Member will not have any signing authority for the Society. An Associate Member will not serve as a Director of the Board.

c. Principal. The Principal, by virtue of the Education Act, shall have the power of veto relating to actions directly affecting the Alexander Ferguson Elementary School building, staff or students, but not related to financial expenditures, revenues or investments of the Society.

d. Membership. The majority of the Members of the Society will be parents or guardians of students currently enrolled in Alexander Ferguson Elementary School.

e. Membership Year. The membership year will commence each year on the first Instructional Day of the Calgary Board of Education Calendar for Alexander Ferguson Elementary School and continue for twelve months. The anniversary for the membership year may be changed by a majority vote of Members at a Meeting of the Society.

f. Renewal. Membership must be renewed annually.

g. Transmission of Membership. No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

7. Admission and Termination of Active Members in the Society

a. Admission. Any individual may become a Member in the appropriate category by meeting the requirements in Article 6. The individual will be entered as a Member under the appropriate category in the Register of Members.

b. Resignation. Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society. Once the notice is received, the Member's name is removed from the Register of Members.

c. Death. The membership of a Member is ended upon his/her death.

d. Expulsion. The Society may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society. This decision is final. On passage of the Special Resolution, the name of the Member is removed from the Register of Members.

e. For the purposes of Articles 7(b) – (d), a Member is considered to have ceased being a Member on the date his/her name is removed from the Register of Members.

8. Membership Fees

Membership fees, if any, in the Society shall be determined from time to time by the Members at an Annual General Meeting.

9. Rights, Privileges and Obligations of Members

a. Any Member in good standing is entitled to:

- i. receive notice of Meetings of the Society;
- ii. attend any Meeting of the Society;
- iii. speak at any Meeting of the Society; and
- iv. exercise other rights and privileges given to Members in these Bylaws.

b. Bylaws. All Members must behave in accordance with the Bylaws of the Society.

c. Responsibility for Loss. Upon becoming a Member of the Society, each Member will be conclusively deemed to have agreed that neither the Society nor any Director, Officer, employee, agent or manager of the Society will be responsible in any way whatsoever for any loss of any property of any Member or any of his/her guests nor for any damage or loss whatsoever sustained by any Member or his/her guests, arising directly or indirectly, associated with any Society related activities or events.

d. Conflict. Any Member having a personal pecuniary gain or conflict of interest in any manner 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. Voting Members

The only Members who can vote at Meetings of the Society are Active Members in good standing.

11. Number of Votes

A Voting Member is entitled to one (1) vote at a Meeting of the Society.

12. Member in Good Standing

A Member is in good standing when the Member has completed the membership requirements and the Member has paid membership fees or other required fees, if any, to the Society.

13. Limitation on the Liability of Members

No Member is, in his/her individual capacity, liable for any debt or liability of the Society.

Meetings of the Society

14. The Annual General Meeting.

a. In each fiscal year of the Society, the Board shall hold an annual meeting, of which notice in writing to the last known e-mail or regular address of each Member shall be delivered by the Secretary by mail or email eight (8) days prior to the date of the meeting.

This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

b. Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- i. adopting the agenda;
- ii. adopting the minutes of the last Annual General Meeting;
- iii. considering the President's reports and such other reports directed by the Board;
- iv. adopting the financial statements setting out the Society's income, disbursements, assets, liabilities and the auditor's report;
- v. adopting the budget of the Society;
- vi. appointing the auditors;
- vii. electing the members of the Board;
- viii. appointing Bank Signatories of the Society from the newly elected members of the Board;
- ix. considering matters specified in the meeting notice; and
- x. other specific motions that any Member has given notice of before the meeting is called.

15. General and Special Meetings in Addition to the Annual General Meeting

a. General Meetings of the Society may be called at any time by the Secretary upon the instructions of the President or by a resolution of the Board by notice in writing to the last known e-mail or regular address of each Member, delivered by the Secretary by mail or email at least eight (8) days prior to the date of such meeting.

b. A Special Meeting shall be called by the President or Secretary upon receipt of a written request signed by at least one-third (1/3) of the Members in good standing, setting forth the reasons for calling such meeting and the motions intended to be submitted at such Special Meeting. Notice of a Special Meeting shall be in writing to the last known e-mail or regular address of each Member, delivered by the Secretary by mail or email at least twenty-one (21) days prior to the Special Meeting.

c. The notice for either a General Meeting or a Special Meeting states the place, date, time and purpose of the General or Special Meeting.

d. Agenda for General or Special Meeting. Only the matter(s) set out in the notice for a General or Special Meeting are considered at that General or Special Meeting.

e. Procedure at the General or Special Meeting. Any General or Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

16. Quorum

A quorum for the transaction of business at any Meeting of the Society shall be five (5) Members, 3 of whom must be Voting Members, in good standing.

Proceedings at Meetings of the Society

17. Attendance.

The only persons entitled to be present at a Meeting of the Society shall be Members in good standing, the auditors of the Society and members of the Alexander Ferguson Elementary School's faculty. Any other person may be admitted only on the invitation of the President or with the consent of the majority of Members present at the meeting. A majority of the Members present may ask any persons who are not Members to leave.

18. Failure to Reach Quorum

- a. The President cancels the Meeting of the Society if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place.
- b. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

19. Adjournment

- a. The President may adjourn any Meeting of the Society, with the consent of the Members at the meeting. The adjourned Meeting of the Society conducts only the unfinished business from the initial meeting.
- b. No notice is necessary if the Meeting of the Society is adjourned for less than thirty (30) days.
- c. The Society must give notice when a Meeting of the Society is adjourned for thirty (30) days or more. Notice must be the same as for any Meeting of the Society.

20. Voting

- a. Each Voting Member has one (1) vote. A show of hands decides every vote at a Meeting of the Society.
- b. The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- c. A Voting Member may not vote by proxy.
- d. A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- e. The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

f. The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

21. Failure to Give Notice of Meeting

No action taken at a Meeting of the Society is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect the meaning.

22. Written Resolution of all the Voting Members

A resolution in writing in one or more counterparts by all of the Voting Members of the Society is as valid as if it had been passed at a Meeting of the Society and shall be effective as of the date stated in such resolution to be the effective date thereof. A facsimile or a duplicate copy produced by electronic means of a signed counterpart of a resolution in writing is as valid as an originally signed counterpart. It is not necessary to give notice or to call a Meeting of the Society.

23. Virtual Meetings

The Board may determine, in its discretion, to hold any Meeting of the Society in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely. Where a Meeting of the Society is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any. Members participating by permitted Electronic Means are deemed to be present for the Meeting of the Society.

The Board of Directors

24. Governance and Management of the Society

The Board shall, subject to the Bylaws or directions given to it by a majority vote at any Meeting of the Society properly called and constituted, have full control and management of the affairs of the Society.

25. Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall:

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

26. Conflict.

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

27. Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- a. promoting the objects of the Society;
- b. maintaining and protecting the Society's assets and property;
- c. approving an annual budget for the Society;
- d. paying all expenses for operating and managing the Society;
- e. paying persons for services and protecting persons from debts of the Society;
- f. financing the operations of the Society, and raising monies;
- g. making policies for managing and operating the Society;
- h. approving all contracts for the Society;
- i. maintaining all accounts and financial records of the Society;
- j. appointing legal counsel as necessary;
- k. making policies, rules and regulations for operating the Society and using its facilities and assets; and
- l. selling, or disposing of any or all of the property of the Society.

28. Composition of the Board

The Board consists of up to seven (7) Director positions as follows:

- a. the President;
- b. the Vice-President;
- c. the Secretary;
- d. the Treasurer (or Secretary-Treasurer); and
- e. up to three (3) Directors all of whom are elected at the Annual General Meeting.

29. Qualifications of Board

A Member of the Board shall

- a. be of the age of majority; and
- b. be an Active Member of the Society in good standing.

30. Number of Terms

A Director, including the President, may hold office for more than one (1) term and Voting Members may re-elect incumbent Directors.

31. Election of Officers and Directors.

a At the Annual General Meeting, the Voting Members elect the President, Vice-President, Secretary, Treasurer (or Secretary-Treasurer) and up to three (3) Directors, each serving a term that ends at the close of the next Annual General Meeting.

b. The Office of the Secretary and Treasurer may be filled by one person if so decided at the Annual General Meeting.

c A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.

32. Resignation, Qualification Change, Death or Removal of an Officer or Director.

a. A Director, including the President, may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Board accepts the resignation.

b. A Director who was an Active Member at the time of such Director's election and who subsequently ceases to be an Active Member shall immediately cease to hold office as a Director, provided however, such person may thereafter be appointed by the Board to fill the vacancy so created for the remainder of the term or for such term agreed by the Board but not extending beyond the remainder of the term.

c. Any Director may be removed from office for any cause which the Society may deem reasonable by Special Resolution.

d. If there is a vacancy on the Board, the remaining members of the Board may appoint a Member in good standing to fill that vacancy, with the exception of the position of President, for the remainder of the term.

33. Meetings of the Board

- a. The Board holds meetings at the frequency determined by the Board that will permit their duties to be accomplished.
- b. The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- c. Notice of meetings shall be mailed or e-mailed to members of the Board at least ten (10) business days before the scheduled date of the meeting. The notice states the date, place and time of the meeting.
- d. A majority of the Directors present at any Board meeting is a quorum.
- e. Each Director, including the President, has one (1) vote.
- f. The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- g. Directors may not vote by proxy.
- h. Meetings of the Board are open to Members of the Society and guests of the Board, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- i. A resolution in writing signed in one or more counterparts by all of the Directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board and shall be effective as of the date stated in such resolution to be the effective date thereof. A facsimile or a duplicate copy produced by electronic means of a signed counterpart of a resolution in writing is as valid as an originally signed counterpart. It is not necessary to give notice or to call a Board meeting.
- j. The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely. Where a meeting of the Board is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any. Directors participating by permitted Electronic Means are deemed to be present for the meeting.
- k. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- l. A Director may waive formal notice of a meeting.

34. Officers

The Officers of the Association are the President, Vice-President, Secretary and Treasurer (or Secretary-Treasurer).

35. Duties of Officers

a. The President shall

- i. oversee the affairs of the Society and of the Board;
- ii. call all meetings of the Society and of the Board;
- iii. when present, chair all meetings of the Society and of the Board;
- iv. be an ex officio member of all Committees;
- v. act as the spokesperson for the Society; and
- vi. carry out other duties assigned by the Board.

b. The Vice-President shall

- i. assist the President in all Society activities and will carry out other duties assigned by the President;
- ii. in the absence of the President, preside at any meetings of the Society and of the Board;
- iii. in the event of absence, resignation, incapacity or extended leave of the President, fulfill the responsibilities of the President until the next election at the AGM. The President's position remains vacant until the new President is elected; and
- iv. carry out other duties assigned by the Board

c. The Secretary shall

- i. attend all meetings of the Society and the Board;
- ii. keep accurate minutes of these meetings;
- iii. have charge of the Board's correspondence;
- iv. maintain a Register of all Members of the Society;
- v. ensure all notices of various meetings are sent;
- vi. file the annual return, changes in the Directors of the Society, amendments of the bylaws and other incorporating documents with the Corporate Registry; and
- vii. carry out other duties assigned by the Board.

d. The Treasurer shall

- i. receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order;
- ii. properly account for the funds of the Society and keep such books as may be directed.
- iii. present a full detailed account of receipts and disbursements to the Board whenever requested;
- iv. prepare for submission to the Annual General Meeting a duly audited statement of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society; and
- v. carry out other duties assigned by the Board.

36. Committees

The Board may appoint committees to advise the Board and the Board establishes the Terms of Reference or purpose of each of the committees. Committees report to the Board.

Finance and Other Management Matters

37. The Society shall at all times have a registered office within Calgary, Alberta. Subject to the Act, the Board may at any time change the address of the Society's registered office to a place within Calgary, Alberta.

38. The Keeping and Inspection of the Books and Records of the Society

- a. The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Act or any other statute or laws.
- b. The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same, such inspection to be in the presence of a Member of the Board. Each Member of the Board shall at all times have access to such books and records.

39. Finance and Auditing

- a. The fiscal year of the Society ends on March 31 of each year.
- b. The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two (2) Members of the Society, who are not members of the Board and who are not Bank Signatories of the Society, elected or appointed for that purpose at the Annual General Meeting. 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.

40. The Society does not adopt a Seal.

41. Cheques, Electronic Transfers and Contracts of the Society

- a. All cheques, banking documents, documents or instruments, contracts and electronic funds transfers of the Society must be signed or authorized by the Officers or other persons authorized to do so by resolution of the Board.
- b. In the event of a vacancy in a Bank Signatory of the Society position arising pursuant to Section 32 or for any reason, the Board may, from time to time by Board Resolution and consistent with any Board approved financial policy then in place, appoint a Bank Signatory of the Society from amongst the members of the Board to fill that vacancy for the remainder of the term.

42. Borrowing Powers

For the purpose of carrying out its objects, the Society may borrow or 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 Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

43. Remuneration

Unless authorized at any meeting and after notice for same shall have been given, no Director, Officer or Member of the Society will receive any remuneration for his/her services.

44. Insurance and Indemnity of Directors and Officers

a. For the purpose of carrying out its objectives, the Society will annually review and carry liability insurance as deemed necessary by the Board, or if required by the policies of the Alexander Ferguson Elementary School or the Calgary Board of Education.

b. Each Director or Officer holds office with protection from the Society.

c. The Society indemnifies each Director or Officer, his/her heirs, executors, administrators, successors and assigns against all liabilities, costs, damages, expenses, losses, or charges that result from any act done in his/her role for the Society.

d. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

e. No Director or Officer is liable for the acts of any other Director, Officer, Employee or Member.

f. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Society.

g. No Director or Officer is liable for any loss due to an oversight, or error in judgment, or by any act in his/her role for the Society, unless such act is fraud, dishonesty or bad faith.

h. Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Amending the Bylaws

45. These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.

46. The twenty-one (21) days' notice of the Special Resolution at an Annual General Meeting or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

47. The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

Distributing Assets and Dissolving the Society

48. If the Society is dissolved, any funds or assets remaining, after paying all the debts of the Society, are to be paid to Alexander Ferguson Elementary School Council.