

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2022/10/27

The Bylaws are filed as of 2022/10/27

Service Request Number: 38717063

Corporate Access Number: 506517788

Business Number:

Legal Entity Name: ST. BONAVENTURE SCHOOL PARENTS ASSOCIATION

Legal Entity Status: Active

Fiscal Year End: 06/30

Annual Return

File Year	Date Filed
2022	2022/07/25
2021	2021/09/15
2020	2021/06/22

Attachment

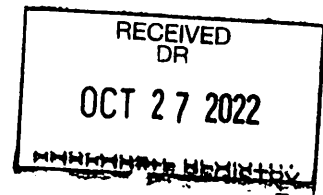
Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000999000012080	1999/05/27
Annual Return Form	10000100000048020	2000/05/05
Audited Financial Statement	10000301000123796	2001/06/04
Annual Return Form	10000601000123498	2001/06/04
Audited Financial Statement	10000901000337940	2002/06/06
Annual Return Form	10000701000337941	2002/06/06
Audited Financial Statement	10000003000017273	2003/05/29
Annual Return Form	10000203000017272	2003/05/29
Audited Financial Statement	10000804000220604	2004/06/24
Annual Return Form	10000004000220603	2004/06/24
Audited Financial Statement	10000606101820411	2006/11/22
Annual Return Form	10000206101820408	2006/11/22
Audited Financial Statement	10000506102198064	2006/12/14
Annual Return Form	10000706102198063	2006/12/14
Audited Financial Statement	10000507103049322	2007/06/22
Annual Return Form	10000707103049321	2007/06/22

Annual Return Form	10000807104206833	2008/05/01
Audited Financial Statement	10000607104206834	2008/05/01
Audited Financial Statement	10000007108129721	2010/07/05
Annual Return Form	10000807108129722	2010/07/05
Audited Financial Statement	10000607108129723	2010/07/05
Annual Return Form	10000207108129720	2010/07/05
Audited Financial Statement	10000807110671325	2011/05/12
Annual Return Form	10000107110671324	2011/05/12
Annual Return Form	10000607112966703	2012/10/17
Audited Financial Statement	10000407112966704	2012/10/17
Audited Financial Statement	10000607116111965	2013/09/30
Annual Return Form	10000007116111968	2013/09/30
Annual Return Form	10000707119197531	2014/06/13
Audited Financial Statement	10000307119197528	2014/06/13
Annual Return Form	10000007121846771	2015/11/13
Audited Financial Statement	10000607121846768	2015/11/13
Audited Financial Statement	10000207125792145	2017/05/03
Annual Return Form	10000607125792148	2017/05/03
Audited Financial Statement	10000607134510705	2019/11/21
Annual Return Form	10000907134510704	2019/11/21
Annual Return/Financial Statement	10000407135546105	2021/05/12
Annual Return/Financial Statement	10000207135546106	2021/05/12
Annual Return/Financial Statement	10000507135558980	2021/06/22
Annual Return/Financial Statement	10000807135563640	2021/09/15
Annual Return/Financial Statement	10000207135384236	2022/07/25
Bylaws & Special Resolution	10000407135408076	2022/10/27

Registration Authorized By: STEVE STANNARD
CHAIR

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

SPECIAL RESOLUTION



I hereby certify that the following special resolution was passed at a meeting of the members of
ST. BONAVENTURE SCHOOL PARENTS ASSOCIATION CORPORATE ACCESS NUMBER: 506517788
On October 5, 2022

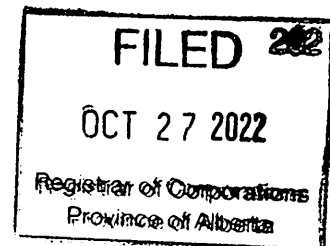
The by-laws were changed as follows:

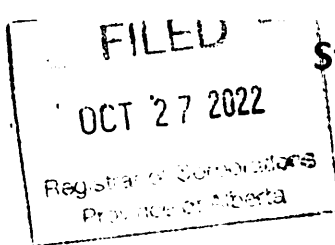
- The existing by-laws are repealed, they are replaced by the attached by-laws

Date: Oct 5, 2022

A large, stylized handwritten signature in black ink, appearing to read "Steve Stannard".

Steve Stannard
Chair





St Bonaventure School Parents Association

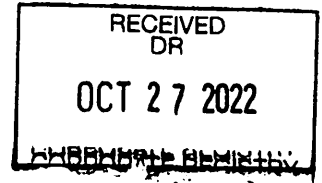
- - 8 0 7 6

Name of Group

50651778

Corporate Access Number (CAN)

Association/Society Bylaws



1. Membership

- A. Any person having a vested interest in the educational well-being of students enrolled in St. Bonaventure Elementary 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 St. Bonaventure Elementary School.
- C. Membership must be renewed annually. Membership fees, if any, in the Association shall be determined from time to time by the Members at an Annual General Meeting.
- D. Any Member wishing to withdraw from membership may do so upon giving notice in writing or verbally 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 St Bonaventure Elementary 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 Education 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. COMPOSITION OF THE BOARD

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

- 1. Officers: 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.
- 2. Directors: A maximum of 2 additional Directors (at Large) – These positions are optional. The Board will determine the number of Directors at Large needed on an annual basis (up to the maximum).

Association/Society Bylaws

a. Chairperson

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

- i. The Chairperson shall call all meetings of the Board and shall preside at all General Meetings of the Membership and Meetings of the Board.
- ii. The Chairperson will be the chief spokesperson for the Association unless otherwise delegated.
- iii. The Chairperson shall be copied on all Association communications and will review any communications to the membership, parent body, School community, or public prior to distribution and shall include the Vice-Chairperson in same.
- iv. The Chairperson shall have a vote at any meeting.
- v. The Chairperson will be an ex-officio member of all Committees.

b. Vice-Chairperson

- i. The Vice-Chairperson shall assist the Chairperson in all Association activities and will carry out other duties assigned by the Chairperson.
- ii. In the event of absence, resignation, incapacity, or extended leave of absence of the Chairperson, the Vice-Chairperson shall fulfill the responsibilities of the Chairperson until the next elections at the AGM. The Chairperson's position remains vacant until the new Chairperson is elected.
- iii. In the absence of both the Chairperson and the Vice-Chairperson from meetings, a Chair may be elected or appointed at the meeting to preside.
- iv. The Vice-Chairperson will be copied on all Association communications and will review any communications to the membership, parent body, School community or public prior to distribution.

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 minutes of the same, and to prepare these for distribution.
- ii. In the absence of the Secretary, his/her duties shall be discharged by such Officer or Director as may be appointed by the Board.
- iii. The Secretary shall have charge of all Association membership forms, correspondence and/or documentation and be under the direction of the Chairperson and the Board. All documentation, literature, correspondence, forms, thumb drives, etc. are the property of the Association. The outgoing Secretary shall transition this property to the incoming Secretary at the end of his/her term.
- iv. The Secretary shall keep an accurate Register of Members of the Association, including contact information, as required by the *Societies Act*, and shall send all Association correspondence/notices as required.

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.

St Bonaventure School Parents Association

Name of Group

50651778

Corporate Access Number (CAN)

- - 8 0 7 6

Association/Society Bylaws

- ii. The Treasurer shall properly account for the funds of the Association, keep such books as may be directed, and disburse funds as required. All records, receipts, documentation, forms, thumb drives, etc. are the property of the Association. The outgoing Treasurer shall transition this property to the incoming Treasurer at the end of his/her term.
- 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 elected Officers of the Association.

e. 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.
- 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 his/her position by providing written notice to the Board.
- 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

Association/Society Bylaws

- A. The books and records of the association may be inspected by any member of the association at any time upon giving reasonable notice and arranging a time satisfactory to the office or officers having charge of the same. The books will be audited once a year by a member of the association. At the beginning of a new fiscal year, a member will be chosen to audit the previous year's books.
- B. A complete and proper statement of the standing of the books for the previous year shall be submitted by the Treasurer for presentation at the Annual General Meeting of the Membership.
- C. The fiscal year of the Association each year shall be July 1 – June 30.

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 done in good faith do not invalidate acts done 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.

Meetings of the Membership and/or the Board may be held in person or using a virtual or online platform suitable for conducting Association business, or a combination of the two. The Board will determine the meeting format and notify members.

General Meetings of the Membership

A. Annual General Meeting of the Membership (AGM)

- i. An **Annual General Meeting of the Membership (AGM)** will take place on or before October 31st of each year, by providing no less than 14 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.
- ii. Only the matters set out in the notice for the AGM may be considered at the AGM.
- iii. At this meeting, there shall be elected a Chairperson, Vice-Chairperson, Secretary, Treasurer, (or Secretary-Treasurer), and optionally Fundraising Coordinator, Casino Coordinator, members at large. The Officers and Directors so elected shall form a Board and shall serve until the end of the meeting at which their successors are elected.
- iv. Quorum at an Annual General Meeting of the Membership shall be 4 Members, 3 of whom must be voting Members.
- v. If a quorum cannot be attained at the meeting, a General Meeting (GM) of the Membership will be scheduled for the same day, time, and location the following week. The voting members in attendance at that General Meeting will constitute a quorum for the purposes of conducting Annual General

Association/Society Bylaws

Meeting business such as the election of Officers, determining signing authority, and approval of financial statements.

B. 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 Chairperson or Board by providing no less than 14 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 7 Members, 5 of whom must be voting Members and 2 of whom must be elected Officers of the Association.

Meetings of the Board

C. 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. All Members of the Association are allowed to attend and observe Regular Meetings of the Board. At the discretion of the Chairperson, Members may participate in discussions and ask questions, but shall not be permitted to make, second or vote on a motion.
- ii. Regular Meetings of the Board will be announced to all Board Members by providing no less than 10 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 3 Board Members, 2 of whom must be elected Officers.
- 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.

D. 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 10 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.
- ii. Quorum at a Special Meeting of the Board shall be any 3 Board Members.
- iii. 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.

Association/Society Bylaws

8. Election Process

- A. Board Members are elected by the voting Members at an AGM held annually on or before October 31st.
- B. Candidates must be voting Members in good standing.
- C. Notification of the nomination procedure will be included with the notice of the AGM.
- 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 Board.
- E. The maximum number of consecutive terms, in the same Officer or Director position on the Board, shall be 4 consecutive terms. The Officer/Director still must stand for election annually.
- F. Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting, with the exception of the position of Chairperson (see Clause 3.A.2.b.ii.).

9. Voting

The Board may hold in-person or virtual meetings, or a combination of the two. The Board will determine the voting process for meetings, including what type of electronic voting will be used for virtual meetings (ie. Raise Hand feature, Chat Window, private message, mic). In-person and electronic voting will not include voting by proxy.

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. (See Clause #7)

B. Meetings of the Board

- i. Only each Member of the Board will have 1 vote, including the Chairperson (See Clause 3.A.2.a.v Chairperson) 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 Chairperson 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 60% 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 Board meeting.

- C. 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.

St Bonaventure School Parents Association

Name of Group

50651778

Corporate Access Number (CAN)

- - 8 0 7 6

Association/Society Bylaws

10. General Management

- A. The registered office of the Association is located within St. Bonaventure 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 will be securely stored and may be inspected by any Member in good standing of the Association upon reasonable request, including the reason for the inspection.
- 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 always maintained.

11. Remuneration

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

12. Borrowing Powers

- A. To carry out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and 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.

13. Association Seal

- A. The Association has not adopted an Association Seal.

14. Insurance and Indemnity

- A. **Insurance:** To carry 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 her/his 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 judgment, or by an act in his role for the Association unless the act is a fraud, dishonesty, or bad faith.

Association/Society Bylaws

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 the Board.
- B. Upon receipt of such, the Chairperson 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 favor of the resolution proposed, the Association will immediately act upon the resolution, as directed by the assembly.

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 Registry. Special Resolution(s) sent to the Corporate Registry 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 of the Membership or board 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, or a Special Meeting of the Board, called in accordance with 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.

St Bonaventure School Parents Association

Name of Group

50651778

Corporate Access Number (CAN)

- - 8076

Association/Society Bylaws

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 St. Bonaventure School apart from 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, Liquor & Cannabis Commission regulations.

Date: October 5th, 2022

Steve Stannard

Chairperson (clearly print name)



Chairperson's Signature

Marina Zhang

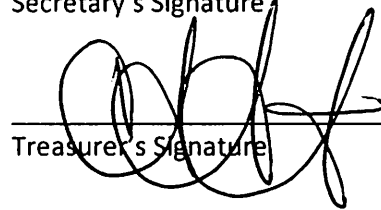
Secretary (clearly print name)



Secretary's Signature

Chantelle Forest

Treasurer (clearly print name)



Treasurer's Signature