

# Aurora Fundraising Society (AFS)

5021240386

Corporate Access Number (CAN)

## Society Bylaws

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Registrar of Corporations  
Province of Alberta

### 1. Membership

- A. Any person having a vested interest in the educational well-being of Aurora Academic Charter School students, residing in Alberta, being of the full age of 18 years, who has completed the membership requirements and is in good standing with the Society is eligible to become a member of the Society with voting privileges at any meeting of the Society. The majority of the members of the Society will be parents or guardians of students currently attending or enrolled in Aurora Academic Charter School. Membership fees, if any, in the Society shall be determined from time to time, by the members at an Annual General Meeting.
- B. Any member wishing to withdraw from membership may do so upon a notice in writing or verbally to the Executive through its Secretary. Membership must be renewed annually. Any member, upon a majority vote of all members of the Society in good standing and present at a Special Meeting called for that purpose, may be suspended or expelled from membership for any cause that the Society may deem reasonable.
- C. Any member having a personal pecuniary gain or conflict of interest in any matter being discussed by the Society is required to declare such and absent himself/herself from any discussion or vote on such matter.

### 1. Associate Membership

The Principals and Staff Members of Aurora Academic Charter School will be considered to have an Associate Membership and shall serve as resource people and in an advisory capacity to the Society. As Associate Members, the Principals and all other Staff Members will not have voting rights at any meeting of the Society. Neither the Principals nor any Staff Members shall have signing authority for the Society. The Principals, 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 Society.

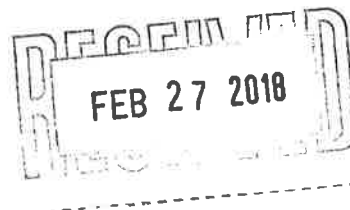
### 2. Executive

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

#### COMPOSITION OF THE EXECUTIVE

The Executive will be composed of the following Officers and Directors:

1. Officers: President; Vice President(s); 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 Annual General Meeting for the election of officers shall so decide.
2. Directors: A maximum of three (3) Directors at Large – These positions are optional, and will be filled provided there are members willing to do so.



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### **President**

The President shall have general knowledge of all activities of the Society. He/she will be an ex-officio member of all Committees. The President shall be copied on all Society communications and will review any communications to the parent body, school community or public prior to distribution and shall include the Vice President in same. The President will carry out other duties assigned by the Society. He/she shall, when present, preside at all meetings of the Society and of the Executive. The President will be the chief spokesperson for the Society, unless otherwise delegated. The President shall have a vote at any meeting. In the case of a tie, the motion is defeated. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. The President shall be a signing authority of the financial accounts of the Society.

### **Vice President**

The Vice President shall assist the President in all Society activities. He/she will preside at meetings in the President's absence and will replace the President at various functions when asked to do so by the President. He/she will be copied on all Society communications and will review any communications to the parent body, school community or public prior to distribution and shall include the President in same. The Vice President will carry out other duties assigned by the Society, and, in the event of resignation, incapacity or extended leave of absence of the President, shall fulfill the President's responsibilities. The Vice President shall be a signing authority of the financial accounts of the Society.

### **Secretary**

It shall be the duty of the Secretary to attend all meetings of the Society and of the Executive, and to keep accurate minutes. In case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Executive. The Secretary shall have charge of all the correspondence and/or documentation of the Society and be under the direction of the President and the Executive. The Secretary shall also keep a Record of Members of the Society and their contact information, and shall send all Society correspondence and notices as required. The Record of Members shall be updated as per Societies Act requirements and at a minimum annually. The Secretary shall be a signing authority of the financial accounts of the Society.

### **Treasurer**

The Treasurer shall 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 Executive may order. He/she shall properly account for the funds of the Society and keep such books as may be directed and disburse funds as required. He/she shall present a full detailed account of receipts and disbursements to the Executive whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The Treasurer annually submits an audited financial statement as part of the Annual Return to Corporate Registry, as required by the Societies Act. The signing authorities of the financial accounts will be any two of the elected Officers of the Society.

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- B. The Executive 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 Society, and meetings of the Executive shall be held as often as may be required and shall be called by the President.
- C. Any Director or Officer may resign his/her position by providing written notice to any two Executive members.
- D. Any Director or Officer may be removed from the Executive at any time with cause by a majority vote of the Executive whenever, in its judgment, the best interest of the Society will be served.

### 3. 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 Society without signing authority, 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 of the Society.
- B. The fiscal year of the Society in each year shall be September 1<sup>st</sup> to August 31<sup>st</sup>.

### 4. Standing and Ad Hoc Committees

Standing and ad hoc committees will be formed as necessary by the Executive and will operate with specified lengths of terms for members.

### 5. Meetings

- A. A **Regular Meeting of the Executive** shall be called at the frequency determined by the Executive that will permit their duties to be accomplished. Regular Meetings of the Executive will be announced to all Executive Members by providing no less than ten (10) days notice in writing or three (3) days notice by telephone or email. Three (3) Executive Members, two (2) of whom must be elected Officers of the Society shall constitute a quorum at any Regular Meeting of the Executive. Regular Meetings of the Executive may be held without notice if a quorum of the Executive is present provided, however, that any business transactions shall be ratified at the next Regular Meeting of the Executive; otherwise they shall be null and void. A topic to be discussed at a Regular Meeting of the Executive may be deemed to be "in camera," or closed to all but elected Officers/Directors if the Executive determines, by a majority vote of those present, the topic to be of a personal, sensitive or confidential nature.
- B. A **Special Meeting of the Executive** shall be called by the Secretary upon the instructions of any two (2) Executive Members, by providing no less than ten (10) days notice in writing or three (3) days notice, by telephone or email, to all Executive Members setting forth the reasons for calling such meeting. Any three (3) Executive Members shall constitute a quorum at a Special Meeting of the Executive. A Special Meeting of the Executive may be deemed to be "in camera," or closed to all but elected Officers/Directors if the Executive determines, by a majority vote of those present, the content of the meeting to be of a personal, sensitive or confidential nature.

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- C. There will be an **Annual General Meeting of the Society (AGM)** on or before October 31<sup>st</sup> in each year, by providing fourteen (14) days notice in writing in the school newsletter, website, by telephone or email. If a Special Resolution will be proposed, twenty-one (21) days notice will be required. Only the matters set out in the notice for the AGM are considered at the AGM. At this meeting, there shall be elected a President, Vice-President(s), Secretary, Treasurer, (or Secretary-Treasurer), and optionally three (3) Directors. The Officers and Directors so elected shall form the Executive Committee, and shall serve until their successors are elected and installed. Five (5) members, three (3) of whom must be voting members, shall constitute a quorum at an Annual General Meeting. If quorum is not attained at the meeting within 20 minutes, whoever is in attendance will constitute quorum for the purposes of conducting Annual General Meeting business such as election of officers and approval of financial statements.
- D. A **Special General Meeting of the Society (SGM)** shall be called if a Special Resolution is proposed at a time other than the Annual General Meeting (AGM). Special General Meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Executive by providing twenty-one (21) days' notice in writing in the school newsletter or website, or, by telephone or email, specifying the intention of the Special Resolution. Only the matters set out in the notice for the SGM are considered at the SGM. Five (5) members, three (3) of whom must be voting members, shall constitute a quorum at a Special General Meeting. If quorum is not attained at the meeting within 20 minutes, whoever is in attendance will constitute quorum at a Special General Meeting.
- E. A **Regular Meeting of the Society** may be called at the discretion of the Executive. Regular Meetings of the Society shall be announced to all members in good standing by providing ten (10) days' notice in writing in the school newsletter, website, or by telephone or email. Five (5) members, three (3) of whom must be voting members, excluding the Principal and designated Staff member, two (2) of whom must be elected Officers of the Society, shall constitute a quorum at a Regular Meeting of the Society.
- F. A **Special Meeting of the Society** shall be called by the Secretary upon the instructions of the President or Executive, by providing ten (10) days notice in writing in the school newsletter, website, by telephone or email, setting forth the reasons for calling such meeting. Any five (5) members, three (3) of whom must be voting members, shall constitute a quorum at a Special Meeting of the Society.

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Society or Executive. 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.

## 6. Election Process

- A. Executive members are elected by the voting members at an AGM held annually on or before October 31<sup>st</sup>. Candidates must be voting members in good standing. Notification of the nomination procedure will be included with the notice of the election.
- B. The term of office shall be for two years from the time of election unless written notice of resignation is submitted to the Executive. The maximum number of consecutive terms, in the same Officer or Director Position on the Executive, shall be three (3) consecutive terms. Any

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vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting.

### 7. Voting

- A. Any voting member who has not withdrawn from membership nor has been neither suspended nor expelled shall have the right to vote at any regular, general or special meeting of the Society. Such votes must be made in person and not by proxy or otherwise. Members will vote by show of hands or by secret ballot where fifty-one percent (51%) and greater will be considered the majority, except in the case of a Special Resolution where a vote of not less than seventy-five percent (75%) in favour is required.
- B. In the case of a tie vote, the motion is defeated.

### 8. General Management

- A. The registered office of the Society is located within the school. The mailing address for all communication or correspondence shall be the registered office of the Society.
- B. Minute books and financial records of the Society shall be retained for a minimum of six (6) years, in accordance with Canada Revenue Agency requirements and Alberta Privacy Legislation (PIPA guidelines).
- 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 Society upon request. Such inspection may only take place at the registered office of the Society, in the presence of an Executive member, and dual control (two people present, one of whom is an Executive member) will be maintained at all times.

### 9. Remuneration

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

### 10. Borrowing Powers

For the purpose of carrying out its objectives, 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.

### 11. Society Seal

The Society has not adopted a Society Seal.

### 12. Insurance

For the purpose of carrying out its objectives, the Society will annually review and carry liability insurance as deemed necessary by the Executive, or if required by the policies of the school.

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### 13. Privacy

The Society shall not collect, use, share or store personal information for purposes other than those of Society business, and shall destroy it appropriately once it is no longer needed. The Society adheres to the Societies Act and to Alberta Privacy Legislation (PIPA guidelines) as they relate to the use of personal information.

### 14. Special Resolution

A Special Resolution is a resolution passed at a General Meeting of which not less than twenty-one (21) days notice in the school newsletter, on the school website, by telephone or email specifying the intention to propose the resolution has been duly given, and by the approval of not less than seventy-five percent (75%) of those members, entitled to vote, in attendance.

### 15. Conflict Resolution

If at any time, ten (10) members, or greater than fifty per cent (50%) of the Executive members of the Society are of the opinion that the Society is in a state of conflict such that its operation is significantly impaired, they may deliver a written "Special Meeting of the Society" request signed by them to all Executive members. The President will call a Special Meeting of the Society, providing due notice as stated, and members in attendance will have an opportunity to hear and discuss the issues causing conflict. On motion, seconded by any Society member in attendance at the Special Meeting, 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 Society will immediately act upon the resolution, as directed by the assembly.

### 16. Bylaws

- A. The Society bylaws and operations will be in accordance with the laws of Alberta, the *Societies Act* and any other governmental legislation relating to its operation and objectives.
- B. The Bylaws may be rescinded, altered or added to by a "Special Resolution" of the members. Changes to the bylaws do not come into effect until the Special Resolution is registered at Corporate Registries. A Special Resolution sent to the Corporate Registries shall be dated and verified by a person authorized by the Society. All members are responsible for behaving in accordance with the bylaws and objectives of the Society.
- C. Any question regarding the proper application and interpretation of these bylaws shall be determined by the Chair of any Society meeting. The Chair's decision may be appealed by a voting member and can be overturned by not less than seventy-five (75) percent majority vote at any Special Meeting called in accordance with the Conflict Resolution clause in these bylaws.

### 17. Policies and Procedures

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

### 18. Dissolution of the Society

In the event of the dissolution (closing) of the Society, which shall require a Special Resolution of the membership, the assets remaining after payment of all debts and liabilities shall be transferred to Aurora Academic Charter School, with the exception of gaming proceeds. 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.

Date: February 23, 2018

<u>Signature:</u>	Address City/Town	Province	Apartment Postal Code
<u>Lucan</u>	4709 164A Ave NW Edmonton	AB	T5Y 0C8
<u>Trung</u>	13208 164AVE	AB	T6V-0S5
<u>Tsigereda Gessese</u>	12030 -122st		T5L 0C6
<u>BWA</u>	10708-176A Ave	AB	T5X 6C6
<u>J. Liberato</u>	233 Primrose Edm	AB	T5T 0R1
<u>WITNESS Signature: J. Harman</u>	10815-149 St Edmonton	AB	T5P 1M4

This information is being collected for the purposes of corporate registry records in accordance with the Societies Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7. (780) 427-7013