

Aurora School Ltd.
Articles of Association Review
Parent Meeting
October 25, 2018

Meeting Chair: Becky Kallal
Recording Secretary: Susan Mallory

1. Call to Order and Roll Call

Meeting called to order at 6:30pm.

Attendees: Felix Amenaghawon, Tejinder Bansal, Dale Bischoff, Marcy D'Agostini, Ellen Fung, Kassaw Gebreegziabher, Ian Gray, Arlene Huhn, Thanh Hoang, Mark Kachmar, Jacquie Kossick, Robert Kossick, Susan Mallory, Paul Wozny

2. Agenda & Previous Minutes

n/a

3. Review of Draft Articles of Association

Becky Kallal thanked everyone for attending the meeting and taking part in the Articles of Association review process.

The Articles of Association is a foundational document and are the rules by which governance is carried out. Revisions were made were to clarify items that were confusing or out-of-date. The revisions made this document easier to read and understand.

Becky Kallal reviewed the revisions to each section of the Articles, including: Board of Directors (7.0), Definitions (1.0), Nominations (8.0), Meetings of the Board of Directors (9.0), Powers of the Board (10.0), Accountability (11.0), Committees (12.0), Officers of the Company (13.0), Member Meetings (15.0), and Agendas and Minutes (16.0).

During the meeting further items were identified for revision as follows:

REVISION

Change made to 13.6 Superintendent to change order. Now reads:

13.6 Superintendent

- a. is the chief Executive Officer of the Board;*
- b. is the chief Education Office of the School;*
- c. attends all Board meetings, but does not having voting rights.*

REVISION

Changes also identified to 13.7. Now reads:

13.7 The Board shall employ a person to serve as Secretary-Treasurer, as per the School Act.

A question was asked if there was a set time frame to review the Articles of Association. Becky Kallal answered there is no set schedule to review Articles of Association. Currently, the Articles are reviewed when the Board determines there is a need. Becky Kallal felt this was a very good suggestion to set a review schedule, such as a five year cycle.

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REVISION

Becky Kallal recommended the addition of:

20.3 Articles of Association to be reviewed every five years.

She also made a note that she and Marcy D'Agostini need to check the *Companies Act* to see if they have any recommendations.

The question was asked 'what happens if the school ceases to operate'. Becky Kallal replied that there is a large section in the *Companies Act* covering this circumstance, and added that Aurora School is governed by the *Companies Act*. It was decided that a section in the Articles would be added to address dissolution of the Company.

REVISION

New section added to address dissolution of Company. This section now reads:

25.0 DISSOLUTION OF THE COMPANY

25.1 The dissolution of the company shall be according to the Companies Act and Memorandum of Association.

Becky Kallal was thanked for her presentation and review of the draft Articles of Association. Parents were advised to email Dale Bischoff at dbischoff@auroraschool.ca if they thought of any further questions for Marcy D'Agostini.

The amended draft document will be presented to the Board of Directors at their November 19, 2018 meeting for review and approval, after which the final document will be presented at the November 22, 2018 Annual General Meeting for ratification by the membership.

Teachers have also reviewed the draft document and provided their feedback to Marcy D'Agostini.

4. Adjournment

Meeting adjourned at 7:49pm on October 25, 2018.