

CORPORATE ACCESS NUMBER: 5014282411

**Government
of Alberta ■**

SOCIETIES ACT

**CERTIFICATE
OF
AMENDMENT**

PANORAMA HILLS SCHOOL SOCIETY
CHANGED ITS OBJECTIVES. THE NEW OBJECTIVES WERE REGISTERED ON
2016/02/09.



PANORAMA HILLS SCHOOL SOCIETY

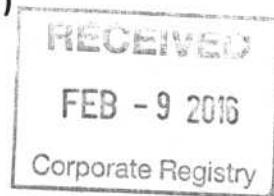
OBJECTIVES

The objectives of the Panorama Hills School Society:

- a) To complement the school's strategic overall annual objectives as defined by the school council and school administration.
- b) To raise and allocate funds to support activities, functions, and development of the students in the school.



PANORAMA HILLS SCHOOL SOCIETY (the "Society")
BYLAWS



1.0 NAME

The name of the Parent Fundraising Society shall be the Panorama Hills School Society (herein called "the Society").

2.0 MEMBERSHIP

- a) Any parent/guardian of a child attending the School is a General Member of the Society (being the full age of 18 years).
- b) Any person residing in Alberta, and being the full age of 18 years, may become a General Member by a favourable vote passed by a majority of the General Members at a regular Meeting of the Association.
- c) Any General Member shall have the right to attend General Meetings, including the Annual General Meeting.
- d) The Board of Directors are included as General Members of the Society.
- e) A General Member's withdrawal from the Society occurs automatically when his or her child leaves the School.
- f) There is no membership fee to become a General Member.
- g) Only General Members and any General Member may stand for election for the Board of Directors.

3.0 ASSOCIATE MEMBERSHIP

- a) The Principal and school staff members ("Staff") will be Associate Members and shall serve as resources and in an advisory capacity to the Society.
- b) The Principal may designate a Staff to represent him or her at General Meetings.
- c) Associate Members have no voting rights.
- d) Neither the Principal nor any Staff Member shall have signing authority for the Society.
- e) Associate Members have no decision making powers with respect to the Society's financial expenditures or investments.
- f) Pursuant to the *School Act*, and the authority vested in the Principal, the Society shall not make any decisions directly affecting the School building, Staff or students of the School.

4.0 BOARD OF DIRECTORS

- a) "Board of Directors" or "Board" shall mean the Board of Directors of the Society.

- b) The powers of the Board are to conduct the affairs of the Society responsibly and dutifully in accordance with the Society's objects and purposes, and to ensure fair distribution of all funds raised by the Society.
- c) All board members must be 18 years of age or older and legal residents of Canada.
- d) The Board of Directors shall be comprised of:
 - i. Chair
 - ii. Vice-Chair (Two (2) individuals may act as Co-Vice Chairs in a shared position if necessary)
 - iii. Treasurer
 - iv. Secretary
 - v. Casino Chair and
 - vi. School Council Representative.
- e) In addition to the above six (6) positions, there may be up to three (3) Directors to comprise the total of the Board. Directors shall provide ongoing support and direction to Standing or ad hoc Committees to ensure fundraising events are well organized and executed, and shall be responsible for all official communication of the Standing Committees to the Society.
- f) There shall be a minimum of four (4) Board members at all times, and a maximum of nine (9).
- g) The Board shall, subject to the Bylaws or directions given it by majority vote at any General Meeting properly called and constituted, have full control and management of the affairs of the Society.
- h) The Board of Directors so elected shall serve until their successors are elected and installed at the next Annual General Meeting.
- i) The maximum number of consecutive terms, in the same position on the Board shall be three (3) years or until a board member resigns or is expelled.
- j) Any vacancy occurring during the board year shall be filled at the next general meeting, provided it is so stated in the notice calling such meeting.
- k) Resignation of a Board Member must be in writing to the Chair.
- l) Resignation of the Chair must be in writing to the Vice Chair.
- m) Resignation of General Members automatically occurs when his or her child leaves the School.
- n) Board Meetings shall be held as often as may be required, but at least once every three (3) months, and shall be called by the Chair.
- o) Each Board Member has the equivalent of one (1) vote for any and all action items that come to a vote in Board Meetings.
- p) Fifty percent (50%) or greater of the Board shall constitute a quorum.

- q) If a motion on funds requested by the Administration or Council is defeated or a vote results in a partial allocation of funds requested, the Board shall provide a reasonable explanation to the Administration and Council, with possible alternatives.
- r) Board Meetings can be held without notice if a quorum is present; provided however, that any business transactions at such meeting shall be ratified at the next regularly held Board Meeting and shared at the next General Meeting.
- s) Any board member, upon a Majority vote of the other Board Members, may be removed from office for any cause which the Board may deem reasonable, provided that a full explanation in writing is provided to the out-voted member.
- t) Any board member, upon vote by General Members representing 75% of Members present at the Meeting, may be removed from office for any cause which the Board may deem reasonable provided that a full explanation in writing is provided to the out-voted member by the Board after the vote.
- u) Any General Member, upon vote by General Members representing 75% of Members at the meeting, may be removed from the Society for any cause which the Board may deem reasonable provided that a full explanation in writing is provided to the out-voted member by the Board after the vote.

5.0 CHAIR

The Chair will:

- a) preside at all meetings of the Society;
- b) prepares agendas for Board meetings;
- c) coordinates and supervises the affairs of the Board;
- d) be an ex-officio (non-voting) member of all Committees;
- e) not have a vote at any meeting, unless the case of a tie; and
- f) acts as the spokesperson for the Society on Board related policies and issues.

6.0 VICE-CHAIR

The Vice-Chair will:

- a) chairs meetings in the absence of the Chair;
- b) has all of the powers and performs all of the duties of the Chair in the absence, inability, or refusal to act, of the Chair;
- c) assists the Chair in coordinating the affairs of the Society;
- d) replaces the Chair at various functions when asked to do so by the Chair or the Board.

7.0 SECRETARY

The Secretary's responsibilities are to:

- a) Ensure that accurate minutes are taken and kept of all General Meetings, Special Meetings and Board Meetings;
- b) Ensure that all notices of various meetings, minutes, and communications are sent as required;
- c) Ensure the safekeeping of the minute books, and all books, papers, records, correspondence, contracts, and other documents of the Society;
- d) The status of all motions will be recorded in the minutes by the Secretary;
- e) The minute binder will be kept current by the Secretary and will be brought to all Meetings, including the Annual General Meeting. The Secretary will keep a minute binder with all past minutes, plus a copy will be kept within the School;
- f) In case of the absence of the Secretary, his/her duties shall be delegated to a Board Member as appointed by the Chair; and
- g) The Secretary shall have charge of all the correspondence of the Society and be under the direction of the Chair and the Board.

8.0 TREASURER

- a) 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 Board may order. He/she shall properly account for the funds of the Society and keep such books as may be required by the *Societies Act* and/or the Alberta Gaming and Liquor Commission with respect to Casino funds.
- b) The Treasurer shall present a full detailed account of the receipts and disbursements to the Board whenever requested. He/she shall prepare for submission to the Annual General Meeting a statement of the financial position of the Society and submit a copy of the same to the Secretary for the records of the Society.
- c) The books and records of the Society may be inspected by any General Member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer having charge of same. Each Board Member shall at all times have access to such books and records.
- d) The Treasurer shall prepare an annual Budget reflecting the annual plan for the Society. The Budget shall be presented to the Members at the Annual General Meeting for approval.
- e) The Treasurer shall be responsible for filing the Annual Return with Corporate Registry every year before the last day of the month following the June 30 fiscal year end date.
- f) The Treasurer's Term of office shall end after the September or first Society meeting of the new school year.

9.0 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 elected for that purpose at a General Meeting.
- b) A complete and proper statement of the standing of the books for the previous year (up to date) shall be submitted the Annual General Meeting of the Society. A duly audited report will be submitted to the first General Meeting of the Society in the next school year.
- c) The fiscal year end of the Society shall be June 30.

10.0 MEETINGS

- a) The Society shall hold an Annual General Meeting on or before May 31st in each year, providing at least 10 days notice in writing via the school newsletter, website or email. At this meeting Officers and directors shall be elected.
- b) Quorum at Annual General Meetings shall be seven (7) General Members, excluding the Principal and designated Staff member, two (2) of whom must be elected members of the Society's Board of Directors.
- c) A transition meeting with the attendance of the outgoing Board, the newly elected Board, the School Council Executive and the Administration shall take place within two to four (2-4) weeks of the Annual General Meeting to ensure a smooth transition from year to year.
- d) General Meetings shall be held as often as required, but at least three (3) times per school year. These general meetings shall be announced to all Members by providing at least ten (10) days notice in writing via the School newsletter, website or email.
- e) Quorum at General Meetings shall be seven (7) General Members, excluding the Principal and designated Staff member, two (2) of whom must be elected members of the Society's Board of Directors.
- f) A Special Meeting of the Society may be called by the Chair if a vote of General Members is required on any matter by providing at least ten (10) days notice in writing via the School newsletter, website or email setting forth the reasons for calling such meeting. A Special General Meeting may also be called on the instructions of any three (3) General Members provided they request the Chair in writing to call such Meeting, and state the business to be brought forward. Any seven (7) members of the Society shall constitute a quorum at a Society Special Meeting, two (2) of whom must be elected members of the Society's Board of Directors.

11.0 VOTING

- a) Each General Member has the equivalent of one (1) vote. General Members have the right to vote in the following areas:
 - i. On the election of the Board of Directors;
 - ii. On modification to Bylaws;

- iii. On the annual Budget;
- iv. On the removal of Board Members; and/or
- v. On any motion put forth by a General Member for approval by the Society.

b) Members will vote by show of hands or by secret ballot where fifty-one percent (51%) and greater than, will be considered the majority.

c) In the event that a tie is recorded, the designated Chair for that Meeting will become the tie-breaking vote.

d) The status of the vote/motion will be recorded in the minutes of the Meeting by the Secretary.

12.0 FINANCIAL REMUNERATION AND EXPENDITURES

- a) Neither members of the Board of Directors nor General Members shall receive any remuneration for their services to or participation in the Society.
- b) Expenditures of the Society shall be presented by way of an annual budget, approved by the Board, and expenses and expenditures shall be made pursuant to the Financial Policies of the Board and recorded by the Secretary accordingly.

13.0 BORROWING POWERS

- a) The Society shall not make any loans to any General Members or members of the Board of Directors, and is prohibited from borrowing funds for any purpose.
- b) The Society may, upon majority vote of the General Members donate funds or provide a loan to student activities and/or non-profits which will benefit students, with a focus to students of the communities serviced by the School.

14.0 DISSOLUTION OF THE SOCIETY

Should the Society cease to function and the General Members vote to disband:

- a) Any assets of the Society obtained with non-gaming proceeds shall be donated to Panorama Hills School.
- b) Any gaming proceeds remaining shall be donated to another not-for-profit entity or charitable organization, as may be determined by the Board in accordance with the *Societies Act*.

15.0 INDEMNITY

- a) No Society General Member or member of the Board of Directors is liable for the acts of any other Society General Member, or member of the Board of Directors.
- b) No Society General Member or member of the Board of Directors is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society.

c) No Society Member, Officer or Director is liable for any loss due to any oversight or error in judgment or by an act in their role for the Society unless the act is one of fraud, dishonesty or bad faith.

16.0 BYLAWS

- a) The Bylaws may be amended by a Special Resolution of the General Members.
- b) A Special Resolution means a resolution passed at a General Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given and by the vote of no less than 75% of those General Members who, if entitled to do so, vote in person.
- c) Changes in the bylaws do not come into effect until the Special Resolution(s) is registered at Corporate Registries.
- d) A Special Resolution(s) sent to the Corporate Registries shall be dated and verified by a person authorized to the Society.

Approved by Special Resolution by seventy-five percent (75%) of Society members present at a General Meeting held on April 16, 2015.



Signature of Secretary



Signature of Chair

Nancy Trumper

Printed Name

Elaine Cohen

Printed Name