

**Almadina School Society**

# **BYLAWS**


**Revised: JUNE 2021**

**SPECIAL RESOLUTION**

I hereby certify that the following resolution was passed at a meeting of the members of ALMADINA SCHOOL SOCIETY on May 16, 2021.

1. The Bylaws were changed as follows:
  - a) The existing bylaws are repealed and
  - b) are replaced by the attached bylaws.

Date: May 16, 2021



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Haytham Ghouriri, Board Chair

### OUR VISION

Strive to operate as Canada's best Public Charter School by providing students whose second or third language is English with the opportunities to reach their full potential.

### OUR MISSION

The Almadina School Society, through its partnership with the Minister and all stakeholders, ensures that our students whose second or third language at home is English reach their full potential as they prepare to meet the challenges of high school, lifelong learning, and citizenship in a dynamic, democratic knowledge-based society that respects each child's special gifts and the commitment to promote diversity in shared values.

### OUR MOTTO

"Read and Write: Reach the Height"

### OUR PRINCIPLES

Equitable  
Accountable  
Collaborative  
Diverse  
Language Centered  
Innovative  
Responsive

### OUR MANDATE

Almadina Language Charter Academy (ALCA) operates as a charter school with a unique emphasis on English language acquisition.

This charter was granted in 1996 by the Alberta Minister of Education and is mandated to deliver the Alberta Program of Studies (ECS – Grade 12) with English language acquisition as a major outcome.

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## **ARTICLE 1 GENERAL**

### 1.1 The Society

The name of the Society is Almadina School Society.

### 1.2 The Bylaws

The following articles set forth the Bylaws of the Almadina School Society.

### 1.3 Activities

The activities of the Society shall not be carried out for the financial gain or benefit of any individual or group of individuals.

## **ARTICLE 2 INTERPRETATION**

### 2.1 Defined Terms

In these Bylaws, unless the context otherwise requires:

- a) "Auditor" shall mean a person registered under the Registered Accounting Profession Act or a firm or partnership of such persons.
- b) "Active Member" shall mean a voting member and shall mean parent(s) or legal guardian(s) of registered students, who shall have voting privileges at all General Meetings.
- c) "Associate Member" shall mean any person other than parents, staff or contractors of Almadina Language Charter Academy who are elected to the Board of Trustees by the majority of the membership of the Society.
- d) "Board" shall mean the Board of Trustees of the Society.
- e) "Board Meeting" shall mean a meeting of the Board of Trustees.
- f) "Board Secretary" shall mean a person contracted for services to oversee the Society board records.
- g) "Bylaws" shall mean the Bylaws of the Society in force and effect.
- h) "Charter School" shall mean the Almadina Language Charter Academy inclusive of all campuses.
- i) "Education Act" shall mean the Education Act, R.S.A, 2000 consolidated statutes of Alberta, 2012, chapter E-0.3. Current as of September 1, 2020, as amended.
- j) "General Meeting" shall mean a meeting of members of the society.
- k) "Member" is an Active or Associate Member of the Society.
- l) "Officers" means Board Chair, Vice Chair and Chair of the Finance Committee
- m) "Quorum" shall mean the minimum number of Members required to be present at a general meeting or the number of Trustees required at a Board Meeting before it can proceed to transact business.
- n) "Registry of Members" shall mean the register maintained by the Board Secretary containing the names of the Members of the Society.

- o) "Societies Act" means the Societies Act, R.S.A. 2000 c. S-14 and the regulations made there under, current as of December 11, 2018.
- p) "Society" shall mean the Almadina School Society; a society registered pursuant to the Alberta Societies Act.
- q) "Trustee" means a member of a board.

## 2.2 Interpretation

In the Bylaws, words importing the singular shall include the plural, and the converse shall apply. Words importing gender shall include the masculine and feminine. Words importing persons shall include individuals, partnerships, associations, bodies corporate, Trustees, executor's administrators, associations, and legal representatives.

## 2.3 Notices

All written notices hereinafter provided for shall be validly given by:

- a) Remitting them in a postage-prepaid envelope to the last address given by the addressee to the Society, deposited in any mailbox or post office in the Province of Alberta, in which case they shall have deemed to be received by the addressee seven (7) days after deposit;
- b) Remitting them by facsimile to the last facsimile number given by the addressee to the Society;  
or
- c) By sending home with the member's child or legal dependent.

If the Society sends a notice or document to a member and the notice or document is returned on three consecutive occasions because the member cannot be found, the Society is not required to send any further notices or documents to the members until the Society is informed in writing of the new address.

## 2.4 Education Act and Societies Act

All terms contained in the Bylaws which are defined in the respective Acts shall have the meaning assigned by the Act.

## 2.5 Headings

The headings used in the Bylaws are for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

### **ARTICLE 3 REGISTERED OFFICE AND SEAL**

#### 3.1 Registered Office

The registered office of the Society shall be located in the City of Calgary in the Province of Alberta.

3.2 Seal

The Society shall have a seal that shall be secured at the registered office of the Society. The seal will at no time be used or affixed to any instrument except in the presence of and attested to by the signatures of at least one Trustee or by the person(s) as may be authorized from time to time by resolution of the Board.

**ARTICLE 4  
FOUNDATION STATEMENTS OF THE SOCIETY**

4.1 Vision, Mission, Motto, Principles and Mandate

The Society will be governed by and operate according to the Vision, Mission, Motto, Principles and Mandate of the Society. Each member of the society shall promote the Vision, Mission, Motto, Principles and Mandate of the Society and the Charter School and shall comply with the Bylaws and all rules and regulations of the Society as may be established by the Board from time to time.

4.2 Objectives of the Society

The Society will be governed by and operate according to the objectives contained in the Almadina School Society Charter. Each member of the society shall promote the objectives of the Society and the Charter School and shall comply with the Bylaws and all rules and regulations of the Society as may be established by the Board from time to time.

**ARTICLE 5 MEMBERSHIP**

5.1 Classification of Members

There shall be two classes of membership (voting and non-voting) as defined:

**Active Member** shall be a voting member and shall mean parent(s) or legal guardian(s) of registered students, who shall have voting privileges at all General Meetings.

**Associate Member** shall be any person other than parents, staff or contractors of Almadina Language Charter Academy who are elected to the Board of Trustees by the majority of the membership of the Society. In the event that seven Active Members do not submit their name for a position on the Board of Trustees, an individual who is not a society member can be elected to the Board of Trustees. They would then hold the position of an Associate Member. Associate Members would bring an outside perspective to the Society and not a voting member.

5.2 Membership Fees

There shall be no membership fees or dues payable by members.

5.3 Number of Active Members Per Family

There can be a maximum of two (2) Active Members per family.

5.4 Rights and Privileges of Members

5.4.1 Entitlements of Membership

Any member in good standing is entitled to:

Stand as candidate for the Board of Trustees provided a close relative (spouse, child, child's spouse, parent, sibling or sibling's spouse) of the member is not currently employed by the Society.

5.4.2 Voting Privileges

- a) Active Members have equal voting privileges of one vote per Active Member at an Annual General Meeting. Active members may vote on all General Meeting or Special Meeting Resolutions and the election of the Board of Trustees.
- b) Associate Members do not have voting privileges.

5.4.3 Withdrawal of Membership

Any member desiring to withdraw from membership may do so by submitting to the Secretary of the Board a written resignation and thereupon shall cease to be a member.

5.4.4 Expulsion from Membership

Any member may be expelled from membership for any reason which is deemed to be prejudicial to the best interests of the society by a majority vote of the Board of Trustees. This may include, but is not limited to, conduct unbecoming a Member and conduct that is detrimental to the students, other members, employees, contractors or property of the Society.

Prior to the vote being taken, the person proposed for expulsion shall be given fourteen (14) days' written notice in writing of the proposed expulsion and shall be afforded an opportunity to explain or justify his position to the members of the Board present at a meeting called for, inter alia, such purpose. At such meeting no persons other than Trustees and the person proposed for expulsion and any witnesses approved by the Chair shall be present.

**ARTICLE 6 MEETINGS OF MEMBERS**

6.1 Annual General Meetings

The Annual General Meeting of the Society shall be held in May of each fiscal year of the Society, at such time and place in the Province of Alberta as the Board may decide, to consider and vote on the reports of the previous year's activities, to elect Trustees and to transact such other items of business as may properly come before it.



## 6.2 General Meetings and Special Meetings

General Meetings or Special Meetings of members to consider and vote on the business before it may be held at such time and place in the Province of Alberta as the Chair or the Board of Trustees may decide.

## 6.3 Notice

Fourteen (14) days prior written notice shall be given to each Society Member of the Annual General Meeting unless any Special Resolutions are to be voted upon at such meeting, in which case twenty-one days written notice will be given. Notice of the meeting shall state the date, time, and location of the meeting and, if special business is to be transacted thereat, the notice shall set forth:

- a) The nature of that business in sufficient detail to permit a voting member of the Society to form a reasoned judgment on that business; and
- b) The text of any Special Resolution to be submitted to the meeting.

Notice will be sent home with students and posted on the charter school website.

## 6.4 Omission of Notice

The accidental omission to give notice of any General Meeting or Special Meeting to, or the non-receipt of any notice by, any person entitled to receive such notice shall not invalidate any resolution passed or any proceeding taken at any such meeting.

## 6.5 Chair

At all General Meetings and Special Meetings, the Chair of the Board shall be the chair of the meeting. In the absence of the Chair, the Vice Chair shall be chair, and in the absence of both the Chair and the Vice Chair, the members shall elect one of their numbers to be chair of the meeting.

## 6.6 Quorum

Quorum shall be 35 of the registered members of the Almadina School Society. In the event that a Quorum is not present at the meeting, the meeting may proceed but the business transactions may not be acted upon until such time as ratified by Members either at a meeting called for such purpose or by a resolution in writing, signed by a Quorum of Members entitled to vote on that resolution.

## 6.7 Right to Vote

Every voting member of the Society in good standing shall be entitled to one vote at any meeting of the members.

## 6.8 Proxies

No proxies shall be accepted at any General Meeting or Special Meeting.

## 6.9 Voting

### 6.9.1 Election of Trustees

Elections of the Board of Trustees shall be conducted using secret ballot (when there are more candidates than available positions). Each Member shall be allowed only one vote, regardless of the number of their children attending the Almadina Language Charter Academy. Votes shall be tallied after completion of the voting by the Executive Secretary and Returning Officer in the presence of the candidate's delegate and the results announced immediately. Trustees with the greatest number of votes will be elected to fill three-year terms. Elections are to be held in November of an election year in normal circumstances.

### 6.9.2 General Meeting or Special Meeting

At any General Meeting or Special Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by at least one-half of the members present at the meeting and entitled to vote. Unless a poll is so demanded, a declaration by the Chair that a resolution has, on the show of hands, been carried or lost and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof as to the number or proportion of the votes recorded in favor of or against that resolution.

### 6.10 Poll

If a poll is duly demanded, it shall be taken in such a manner as the Chair directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

### 6.11 Agenda

The Board will determine the agenda for the Annual General Meeting. Topics shall include:

- a) Adopting minutes of the last General Meeting.
- b) Audited financial statements of the Charter School
- c) Matters specified in the meeting notice.

### 6.12 Minutes

The Minutes of any General Meeting or Special Meeting will include a summary of all discussion and actions, committee reports and recommendations, and resolutions, and will be signed by the Board Chair. The minutes shall be posted on the Society website.

### 6.13 Meeting Governance

Robert's Rules of Order will be followed by the Board.

**ARTICLE 7**  
**GOVERNANCE – THE BOARD OF TRUSTEES**

7.1 General

The business and affairs of the Society shall be managed by the Trustees of the Society who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not, by the Education Act, the Bylaws, any special resolutions of the Society or by statute, expressly directed or required to be done in some other manner. Without limiting the generality of the foregoing, the Trustees, shall.

- a) Set general policy affecting the operation of the Society in compliance with the Education Act;
- b) Appoint the Chair and Vice-Chair;
- c) Establish and appoint Trustees to Finance, Transportation, Policy and Facility Committees and prescribe their functions and limitations;
- d) Establish a process to present nominations for Trustees;
- e) Approve the hiring and termination of all employees of the Society and set the salaries and other benefits and remuneration to be paid to the employees;
- f) Manage or cause to be managed all resources and assets of the Society in a manner consistent with the objects of the Society;
- g) Designate from time to time those persons authorized to execute documents on behalf of the Society and to apply the seal of the Society thereto;
- h) Appoint legal counsel and auditor;
- i) Finance the operations of the Society, including the borrowing or raising of monies;
- j) Sell, dispose of, or mortgage any or all of the property of the Society;
- k) Perform such other duties as may generally be appropriate for a board of this governance nature; and
- l) Be accountable to the membership of the Society.

The Board shall take such steps as necessary to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.

7.2 Duties

Every Trustee of the Society in exercising his powers and discharging his 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.

7.3 Trusteeship

The Society will have a volunteer seven member Board of Trustees. All Trustees will be elected pursuant to Article 8 or appointed by the Board of Trustees when a single Trustee's position has been vacated.

The Board may appoint qualified non-voting members as it may deem necessary from time to time to provide support on specific issues.

Staff of the Society are disqualified from being a Trustee.

#### 7.4 Qualifications for Trustees

Trustees must be 18 years of age or older, must be a member of the society, provide a criminal record check satisfactory to the Board within six weeks of being elected, and be bondable. In addition, candidates must not be disqualified from being Trustees as set out in the applicable articles of the Education Act. There is a maximum of one trustee per family.

#### 7.5 Term

The term for a Trustee is three years.

All Trustees shall assume their duties and responsibilities at the first Board meeting following their election or appointment.

#### 7.6 Vacancies

In the event of the death, removal or resignation of a Trustee, the Board will authorize a message to all parents advising of the vacancy and post it on the website. Once this is done, the Board may vote to appoint a Trustee to fill the vacant position until the next election by a simple majority vote. If three or more Trustees vacate their position for any reason, then an election of Trustees by members will be called within 90 days, for the purpose of electing Trustees to positions held by appointed Trustees and vacated positions. Their terms will end at the next election during which Trustees are scheduled to be elected.

#### 7.7 Validity of Acts

No act, decision or resolution of the Board shall be ineffective because of any vacancy or defect in the appointment of one or more Trustees.

#### 7.8 Resignations

A Trustee may resign his/her office by delivering a written resignation to the Chair or Secretary of the Board. Such resignation will take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation will not be necessary to make it effective.

#### 7.9 Vacation of Office

The position as Trustee shall forthwith be vacated upon the holder thereof:

- a) Being absent from 3 consecutive meetings of the Board, without being authorized by a resolution of the Board to do so, unless the person's absence is due to illness and the person provides evidence of that illness in the form of a medical certificate respecting the period of the person's absence;
- b) If in the opinion of the Board, the individual is acting in a manner detrimental to the objects of the Society;

- c) If the Trustee has failed to provide a satisfactory criminal record check;
- d) If the Trustee is not bondable;
- e) If the individual is disqualified from remaining as a Trustee for any reason as set out in Section 87(1) of the Education Act.

#### 7.10 Removal

The members of the Society may, by ordinary resolution at a General Meeting called for that purpose, remove any Trustee from office before the expiration of their term of office and may, by a majority of votes cast at the meeting, elect any person in his stead for the remainder of his term.

#### 7.11 Protection of Trustees and Officers

##### 7.11.1 General

No Trustee is liable for:

- a) The acts, omissions, neglects or defaults of any other Trustee or Officer or employee of the Society;
- b) Any loss, damage or expense incurred by the Society through the insufficiency or deficiency of title to any property acquired by or on behalf of the Society;
- c) The insufficiency or deficiency of any security in or upon which any of the monies of the Society is invested;
- d) Any loss or damage arising from the bankruptcy, insolvency, tortious or criminal act(s) of any person, firm or corporation with whom any of the Society's money is, or securities or other property are, deposited;
- e) Any loss occasioned by any error of judgment or oversight; or
- f) Any other loss, damage or misfortune that may happen in the execution of the duties of office or in relation to it, unless the same shall happen by or through the failure to exercise the powers and to discharge the duties of office honestly, in good faith with a view to the best interests of the Society and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing herein contained relieves a Trustee or Officer of the Society of any liability imposed by the Education Act or otherwise by law. If any Trustee or Officer of the Society is employed by or performs services for the Society otherwise than as a Trustee or Officer or is a member of a firm or body corporate which is employed by or performs services for the Society, the fact of being a Trustee or Officer of the Society shall not disentitle such Trustee or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

##### 7.11.2 Indemnification

Except in respect of an action by or on behalf of the Society or body corporate to procure a judgment in its favor, the Society shall indemnify a Trustee or Officer of the Society, a former Trustee or Officer of the Society, or a person who acts or acted at the Society's request as a Trustee or Officer of a body corporate of which the Society is or was a member or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason

of being or having been a Trustee or Officer of the Society or body corporate, if:

- a) he acted honestly and in good faith with a view to the best interests of the Society; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful and not occasioned by his own willful neglect or default.

## **ARTICLE 8 ELECTIONS**

### **8.1 Appointment of Returning Officer**

The Board of Trustees shall, by ordinary resolution, appoint a Returning Officer, who shall be responsible for, without interference from the Board, the administration of the election of the Board. The Returning Officer shall be responsible for the interpretation and application of all provisions outlined in the Bylaws relating to the election of the Society Board and the ability of members to submit names as candidates and vote at the said election of the Society Board.

Trustees or candidates for a Trustee position are disqualified from being the Returning Officer.

The Returning Officer shall set out, in writing, the elections appeals procedures and answer questions submitted by the candidates at an organizational meeting prior to the election date.

The Returning Officer shall send notice to the Members of the Society that states the results of the election.

### **8.2 Candidate Nomination**

Each candidate for an elected position on the Board shall declare their intention as a candidate by filing with the Chair of the Board or Secretary of the Board, ten (10) days prior to the date of the election, at the time and place set by the Board of Trustees, pursuant to Article 8.2.1.

#### **8.2.1 Written Notice**

Written notice of a candidacy for a Trustee position that shall include:

- a) Completed nomination form signed by at least three (3) Society Members in good standing,
- b) A brief summary of the candidate's educational and work experience and any volunteer work previously undertaken,
- c) Signed disclosure of conflict of interest declaration.
- d) Provide evidence of proficiency in English (spoken and written)

### **8.3 Election Process**

- a) If the number of candidates is equal to or less than the maximum number of available Trustee Positions, no election is required and the candidates are elected by acclamation. When an election is required the Board of Trustees will be responsible for the design and implementation of an election process pursuant to the following requirements:
- b) The process will be conducted by secret ballot.

- c) Votes shall be tallied after completion of the voting by the Returning Officer in the presence of the candidates and the results announced immediately.
- d) Candidates or their scrutineers who wish to launch an appeal related to the election procedures may do so only after the voting is completed and prior to the opening of the ballot boxes. The decision of the Returning Officer on an appeal by candidates shall be final and binding on the Society.

#### 8.4 Assumption of Office of the Society Board of Trustees

- a) Newly elected Society Board of Trustees will assume their responsibilities at the next regularly scheduled Board meeting following the election.
- b) At the newly elected Board's first meeting, the Trustees will vote for a Board Chair and Vice-Chair.
- c) If less than seven (7) candidates have stood for election to the Society Board of Trustees, these candidates shall be declared members of the Society Board of Trustees by acclamation but if there is less than a quorum of four (4) for the Society Board of Trustees they must wait until all the remaining vacancies are filled as provided in the Bylaws.
- d) A Special Board Orientation will be scheduled within thirty (30) days of the newly elected Board taking office.
- e) If less than seven Active Society Members put their names forward for the Board of Trustees, the Society can elect a maximum of two Associate Members to the Board.

### **ARTICLE 9 MEETINGS OF THE BOARD OF TRUSTEES**

#### 9.1 Meetings

The Board of Trustees shall conduct regular monthly meetings. Meetings shall be open to the public. Members of the public do not participate in Board Meetings but attend only as observers. The Board Chair may request or cause to be excluded from a meeting any person who in the opinion of the Board Chair, is guilty of improper conduct at the meeting. Delegations to the Board must request to be placed on the Board Agenda at least seven (7) days prior to the Board Meeting by contacting the Board Chair or Board Secretary.

#### 9.2 Notices and Minutes

##### 9.2.1 Notices

Notices and agenda items of all regularly scheduled Public Meetings of the Board will be emailed to the Trustees one (1) week prior to each Board meeting. Agenda's will also be published to the charter school website.

##### 9.2.2 Minutes

The "draft" minutes of the Board meeting will be posted to the website no later than one (1) week following the Board meeting. These minutes shall be converted to approved minutes once approved at the next regular Board meeting.

9.3 Quorum

Four (4) Trustees constitute a quorum at any meeting of the Board including the Chair or Vice-Chair.

**ARTICLE 10 ESTABLISHMENT OF OFFICERS**

10.1 General

The Trustees, at the board meeting immediately following the election, or as often as may be required, shall appoint a Chair, Vice Chair and Chair of the Finance Committee. The Trustees may from time to time appoint such other officers, employees and agents as they shall deem necessary that shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the Trustees. The Trustees may from time to time, and subject to the provisions of the Education Act, vary, add to, or change the duties and powers of any Officer.

10.2 Vacancies

In the event of a vacancy of the Officers, it shall be necessary for the Board to appoint a replacement Officer at the next Board meeting.

10.3 Board Chair

The Board Chair will in general supervise all of the business and affairs of the Society as directed by the Board and will ensure that all orders and resolutions of the Society are carried into effect. The Chair shall:

- a) be an ex officio member of every committee;
- b) act at all times in accordance with the lawful directives of the Board;
- c) execute contracts and other documents binding upon the Society; provided, however, that he may designate others to execute the same in his absence or under such terms and conditions as he may prescribe;
- d) endeavor to preside at all meetings of the Society and of its Board;
- e) cause to be brought to the attention of the Board, where he deems proper and appropriate, all matters affecting the business of the Society and its operations;
- f) be the official spokesperson for the Society, provided that he may assign responsibility in regard to public pronouncements to such members or employees of the Society as he may decide.

10.4 Vice-Chair

The Vice-Chair shall:

- a) act in the stead of and in place of the Chair, fulfilling all of the appropriate duties and obligations of the Chair, in the absence or disability of the Chair or at the direction of the Chair; and
- b) do and complete all activities and actions as may be reasonably required of him from



time to time by the Chair.

## **ARTICLE 11 REMUNERATION OF TRUSTEES**

### 11.1 Expenses

The Board may reimburse Trustees and Ex-Officio Board Members for any approved expenses they incur in the course of performing their duties as Trustees and Ex-Officio Board Members.

### 11.2 Honourarium

Trustees of the Board shall receive an honourarium of one hundred twenty-five dollars (\$125.00) per half day meeting and two hundred fifty dollars (\$250.00) per full day meeting to a maximum of five thousand dollars (\$5,000.00). Trustees must maintain a record of all committee meetings attended and submit their attendance thereof to the Secretary Treasurer.

## **ARTICLE 12 GRANTS AND FUND RAISING**

### 12.1 Grants

The Board or any Trustee may accept on behalf of the Society, any contribution, gift or grant for any special purpose of the Society. Donations will not be required or used for items that are needed to deliver basic education.

### 12.2 Fundraising

From time to time the Board may deem it necessary to raise funds. This may be done in the manner decided on by a majority vote of the Board. This may include the borrowing of money pursuant to the Education Act.

## **ARTICLE 13 BORROWING POWERS**

13.1 For the purposes of carrying out its objectives, the Society may borrow or raise or secure for the payment of money in such a manner as it deems fit, but this power shall be exercised only under the authority of the Board.

## **ARTICLE 14 EXECUTION OF DOCUMENTS**

14.1 Contracts, documents or any instruments in writing requiring the approval of the Board and the signature of the Society will be signed by the Board Chair and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further

authorization or formality. The Society Board may by resolution appoint an Officer or Officers on behalf of the Society to sign specific contracts, documents and instruments in writing. The Board may give the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Society. The seal of the Society when required shall be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Society Board of Trustees.

## **ARTICLE 15 FINANCIAL**

### 15.1 Finance Committee

The Board shall appoint a Finance Committee consisting of two (2) Trustees. The Finance Committee shall review all financial reporting of the Society pursuant to the Terms of Reference of the Finance committee as approved by resolution of the Board.

### 15.2 Books, Accounts and Records

The Trustees of the Board will cause all necessary books, accounts and records of the Society required by the Bylaws of the Society or by any applicable Act, Statute, Regulation or Law to be regularly and properly kept.

### 15.3 Public Inspection of Books and Records

Anyone wishing to inspect the books and records of the Society must give reasonable notice to the Secretary of the Board of his/her intention to do so. Unless otherwise permitted by the Board, such inspection will take place only at the Almadina School Society office and in the presence of at least one Trustee. Records that the Board designates as confidential, such as student records, personnel records and any other record protected under the Freedom of Information and Protection of Privacy Act will not be open for inspection. Subject to the law, each member of the Board of Trustees will at all times have access to such books and records.

Inspection of all documents will be in accordance with the Education Act. Any person requesting copies of documents will be charged an applicable fee as permitted under the Freedom of Information and Protection of Privacy Legislation.

### 15.4 Appointment of Auditor

The books, accounts and records of the Society will be audited at least once each year by an Auditor appointed for that purpose at the Annual General Meeting of the Society. The fiscal year of the Society in each year will be September 1 – August 31. The remuneration of the Auditor will be fixed by the Board of Trustees. The Auditor may not be one of the Board of Trustees or staff.

### 15.5 Financial Statements

The Board of Trustees shall cause to be prepared appropriate financial statements of the Charter

School for presentation at the Annual General Meeting.

## **ARTICLE 16 CONFLICTS OF INTEREST**

### 16.1 Conflicts of Interest

No Trustee shall, directly or indirectly, contract with the Society:

- a) If the Trustee has a pecuniary interest in the contract, other than:
  - I. a contract for the provision of goods or services in an emergency;
  - II. a contract for the sale of goods or services to the Board at competitive prices by a dealer in those goods or services incidental to and in the ordinary course of the dealer's business;
  - III. a contract of employment with the Trustee's spouse or adult interdependent partner's child, parent, or spouse's or adult interdependent partner's parent or
  - IV. a contract approved by the Board pursuant to disclosure.
- b) where the contracting party is a limited liability company in which one of the Trustee or his family (which shall include his spouse, child, mother, father, sister and brother) individually or collectively holds more than ten percent (10%) of the voting shares of the company.

### 16.2 Disclosure of Pecuniary Interest

When a Trustee has a pecuniary interest in a matter before the Board, or any committee of the Board, the Trustee shall follow the rules of disclosure and abstain from voting pursuant with Section 85(1) of the Education Act.

## **ARTICLE 17 PROCEDURE TO AMEND THE BYLAWS**

### 17.1 The Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the members of the Society.

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

An amendment to the Bylaws constitutes an amendment to the Charter and must be submitted to the Minister of Education for approval.

The amended bylaws take effect after approval of the Special Resolution at the Annual General or Special General Meeting and approval by the Minister of Education and acceptance by the Corporate Registry of Alberta.

## **ARTICLE 18 DISSOLUTION**

- 18.1 In the event of the dissolution of the Society, after paying or adequately providing for its debts and obligation, the Society shall dissolve the Almadina Language Charter Academy by the Dissolution Policy outlined in the Charter.