

BY-LAWS

OF

**E2 SOCIETY FOR TWICE-EXCEPTIONAL LEARNERS  
(hereinafter referred to as the "School")**

In accordance with the *Societies Act* (Alberta)

**ARTICLE 1**

**DEFINITIONS AND OBJECTS**

1.01 **Definitions.** The following capitalized terms shall have the following meaning:

- (a) **"Act"** means the *Societies Act* (Alberta), R.S.A. 2000, c. S-14, as amended from time to time;
- (b) **"Board of Directors"** or **"Board"** means the Directors of the School;
- (c) **"Chair"** means, in the event only one individual is appointed, the current Chair of the Board of Directors of the School appointed by the Board from time to time in accordance with paragraph 3.09 hereof and **"Co-Chair"** means, in the event more than one individual is appointed, any of the current Co-Chairs of the Board of Directors of the School appointed by the Board from time to time and **"Co-Chairs"** means all of them;
- (d) **"Chairperson"** shall have the meaning ascribed thereto in paragraphs 5.07 and 5.08 hereof, as the case may be;
- (e) **"Directors"** means each of those individuals currently serving on the Board of Directors, being either the first Directors pursuant to paragraph 3.02 hereof or those elected or appointed as Directors pursuant to paragraphs 3.02 or 3.03 hereof;
- (f) **"Founders"** means each of those individuals listed in Schedule "A" to these By-Laws;
- (g) **"Members"** means each of those individuals who are admitted to membership of the School in accordance with Article 2 hereof;
- (h) **"Officers"** means those individuals currently serving as an officer of the School, being appointed in accordance with Article 4 hereof;
- (i) **"Principal"** means the current principal of the School appointed by the Board of Directors;



- (j) **"Secretary"** means the current secretary of the School appointed by the Board of Directors;
- (k) **"School Act"** means that *School Act* (Alberta), R.S.A. 2000, c. S-3, as amended from time to time;
- (l) **"Special Resolution"** means a special resolution as such term is defined in the Act;
- (m) **"Treasurer"** means the current treasurer of the School appointed by the Board of Directors; and
- (n) **"Vice-Principal"** means the vice-principal of the School appointed by the Board of Directors.

1.02 **Objects.** The objects of the School are those described in the application for incorporation by the School as the same may, from time to time, be amended in accordance with the Act.

**ARTICLE 2**  
**MEMBERSHIP**

**ADMISSION**

2.01 Any individual may become a member if they:

- (a) are 18 years of age or older;
- (b) have made an application for admission as a member and such application has received approval from the Board; and
- (c) either:
  - (i) have one or more children attending the School;
  - (ii) are one of the Founders of the School; or
  - (iii) are employed as the Principal, Vice-Principal or a teacher at the School.

2.02 Application for membership may be made by the applicant in writing to the Board.

**RESTRICTIONS**

2.03 When a Member ceases to be a Member by resignation or otherwise in accordance with these By-laws, his or her membership ceases to exist.

2.04 Membership in the School is not transferable.

### **RESIGNATION AND TERMINATION**

2.05 A person's membership in the School shall terminate automatically when the Member ceases to meet the criteria set out in subparagraph 2.01(c) of these By-Laws.

2.06 Any Member may resign from the School by delivering to the Secretary a written resignation.

2.07 A person's membership in the School may be terminated by a vote of three-quarters (3/4) of the Directors to that effect.

2.08 A person whose membership in the School has been terminated pursuant to paragraph 2.06 shall not again be approved for membership by the Board, unless the Board unanimously approves of such reinstatement of membership for such person. Any Member who voluntarily resigns while in good standing may be considered for readmission to membership.

### **ARTICLE 3**

#### **BOARD OF DIRECTORS**

3.01 The Board shall consist of not less than two (2) and not more than ten (10) Directors.

#### **FIRST DIRECTORS**

3.02 The first Directors of the School shall be Lara Tinkler and Christina Wallace, each of whom has agreed to assume the duties of a Director and hold office until the first annual general meeting of the School at which their successors shall be appointed pursuant to paragraph 3.03, hereof, unless such office is sooner vacated.

#### **ELECTION**

3.03 The Members at each annual general meeting of the School duly called shall elect the Directors who shall hold office for a one-year term, unless such office is sooner vacated. The Directors may by ordinary resolution, at any time after an annual general meeting of the School, appoint one additional Director to hold office at the pleasure of the Board. Such person so appointed shall cease to be a Director of the School upon the conclusion of the next annual general meeting. A Director who was elected or appointed to office may, upon the cessation of his or her term of office, be eligible for re-election by the Members.

#### **VACANCIES**

3.04 The Board, if a quorum of Directors are then in office, shall have power to appoint any other individual or individuals to be a Director or Directors as an addition or additions to the Board, to fill

a vacancy occurring in the Board and any Directors so appointed shall hold office until the next following annual general meeting of the School at which an election of Directors takes place, and then shall be eligible for re-election. If there is not a quorum of Directors then in office, a special meeting of Members shall be called to appoint (by simple majority vote) a sufficient number of Directors to constitute a quorum.

**TERM**

3.05 The office of a Director shall be automatically vacated when:

- (a) the Director resigns from office;
- (b) a special resolution is passed, by two-thirds (2/3) of the Members present in person or by proxy at a special meeting of the School, removing the Director from office;
- (c) the Director becomes bankrupt or insolvent; or
- (d) the Director dies or is found to be of unsound mind.

3.06 In case of any disagreement as to whether a particular office of Director has been vacated, pursuant to the provisions of paragraph 3.05, the issue shall be conclusively determined by a simple majority vote of the Board of Directors, excluding the Director in question.

**MEETINGS**

3.07 The Board of Directors shall meet at least once every year at a time and place to be determined by the Board. A meeting of the Board may be called by the Secretary at the direction of the Principal or any one (1) Director.

3.08 At the initial meeting of the Board, the Principal, and a Secretary and a Treasurer or a Secretary-Treasurer may be appointed, each of whom shall serve until his or her successor is appointed. Any vacancy occurring in any of such officer positions during the year may be filled at the next meeting of the Board.

3.09 At the initial meeting of the Board, the Board shall appoint a single Director to preside as Chair or may appoint two or more Directors to preside as Co-Chairs at all meetings of the Board. Unless as otherwise determined by the Board as described in this paragraph 3.09, the Principal and the Secretary shall act as Co-Chairs for each meeting of the Board.

3.10 Any meeting of the Board may be held at any time or place, to be determined by the Board, provided that twenty-four (24) hours notice of such meeting be sent in writing to each Director. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the

Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat.

- 3.11 The Board may have a meeting by way of conference call on the telephone. If such a conference call meeting is held, voting may be done by voice over the telephone and the Chair of such meeting shall confirm the results of such voting in writing to each and every Director of the School whether they participated in the conference call meeting or not.
- 3.12 A majority of the number of Directors holding office, who are present (in person or by telephone) at the commencement of the meeting, shall constitute a quorum of the Board. If at the commencement of the meeting a quorum of Directors is not present, the meeting of the Board may be adjourned from time to time as determined by the Chair or any Co-Chair, as applicable.
- 3.13 Each Director present at a meeting of the Board (either in person or by telephone) shall be entitled to one vote for any matter to be decided by the Board. Any Director may abstain from a vote on any matter and such abstention shall not prevent that Director from voting on other matters to be decided at that meeting. Unless otherwise specified in these By-laws or the Act, matters shall be determined by a simple majority vote of the Directors present at the meeting. In the event of an equality of votes, the Chair or any Co-Chair shall not be entitled to a second or casting vote.
- 3.14 Notwithstanding anything to the contrary in these By-laws, a resolution assented to and adopted in writing by all of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Such resolution may be assented to in one or more counterparts and a resolution adopted pursuant to this paragraph shall be effective as of the date therein stated to be the effective date, subject to any contrary provisions in the Act. A Director may signify his or her assent to such resolution in writing under his or her hand or by telecopy, facsimile, PDF or other electronic format.

**POWERS AND DUTIES**

- 3.15 The government and management of the School shall be vested in the Board.
- 3.16 The Board shall make rules for their own government, prescribe rules for the admission of persons who are not Members to meetings of the School and fix penalties for any breach of such rules.
- 3.17 The Board shall have the right to appoint committees, to prescribe policies and rules to be followed by all committees and to remove and replace committee members.

- 3.18 It shall be the duty of the Board to cause annual financial statements of the School to be prepared and audited in accordance with the Act and these By-laws.
- 3.19 The Board shall have the power to make such rules and regulations and authorize and perform such acts as may, from time to time, be required to provide for contingencies and circumstances not expressly covered by these By-laws.
- 3.20 The Board shall be responsible for appointing, dismissing and determining the remuneration and conditions of employment of the Officers of the School.
- 3.21 The Board shall have such other and further powers and duties as may be set forth in these By-laws.

**ARTICLE 4**  
**OFFICERS**

- 4.01 The Officers of the School shall be: a Principal, a Secretary and a Treasurer, or a Secretary-Treasurer, and any other office the Board shall deem appropriate from time to time.

**APPOINTMENT**

- 4.02 The Officers shall be appointed by the Board of Directors from time to time and shall be responsible to and report to the Board.
- 4.03 If any office shall become vacant, the Principal shall, at the earliest possible date, notify the Board of the vacancy.
- 4.04 Notwithstanding any other provision of these By-Laws, no person may be appointed as the Principal of the School unless that person is a teacher (as that term is defined in paragraph 1(1)(ii) of the School Act).

**TERM**

- 4.05 Each Officer, whenever elected, shall hold office at the pleasure of the Board. For greater clarity, the removal of an Officer shall be as and when determined by the Board.

**POWERS AND DUTIES**

- 4.06 The appointed Officers shall be responsible for the day-to-day operation of the affairs of the School as directed by the Board.
- 4.07 The powers and duties of the designated Officers, in addition to such other powers and duties the Board may determine from time to time, shall include the following:

(a) Principal:

- (i) The Principal shall have the general and active management of the affairs of the School, including appointing, supervising, dismissing and determining the remuneration and conditions of employment of staff of the School other than the Officers, providing for the supervision and development of students, acquiring, developing and maintaining School facilities, and shall ensure that all orders and resolutions of the Board are carried into effect; and
- (ii) The Principal shall be a member ex-officio of all committees.

(b) Treasurer:

- (i) The Treasurer shall collect and have custody of all funds of the School and disburse monies after securing approval from the Board;
- (ii) The Treasurer shall maintain complete and accurate records of accounts of all receipts and disbursements of the School in proper books of account;
- (iii) The Treasurer shall cause annual financial statements to be prepared and to be audited in accordance with the directions of the Board, the Act, and these By-laws, and shall submit the auditor's report to the annual general meeting of Members of the School;
- (iv) The Treasurer has the duty to ensure that all monies received are deposited in a current or other appropriate account with a chartered bank, trust company or credit union and that no monies are withdrawn therefrom except with the signature of the Officers and/or Directors designated by the Directors from time to time; and
- (v) In the event of a change in the Treasurer, the current Treasurer shall promptly deliver to the successor Treasurer all funds, books, documents, vouchers and other property of the School which he or she may have in his or her possession or for which he or she is accountable.

(c) Secretary:

- (i) The Secretary shall issue all School meeting notices and prepare such official letters as the Board may designate, and preserve a record of the proceedings of

the School. In particular, the Secretary has the duty to maintain a set of books in accordance with the Act;

- (ii) The Secretary shall be responsible for reporting minutes of both the Board and all meetings of the Members of the School; and
- (iii) The Secretary shall have custody of the corporate seal and have the duty of certifying documents issued by the School.

**ARTICLE 5**  
**SOCIETY MEETINGS**

**ANNUAL GENERAL MEETING**

5.01 An annual general meeting of the Members of the School shall be held each at a time and place to be determined by the Board.

**GENERAL AND SPECIAL MEETINGS**

5.02 The Secretary shall call annual general or special meetings at the direction of the Principal, or upon the written request to him or her by any two Directors of the Board or upon the written request to him or her by any five Members.

**NOTICE**

5.03 Fourteen (14) days' prior written notice shall be given of any annual general or special meeting of the Members of the School to each Member. No error or omission in giving notice of any meeting of the School shall invalidate the meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat.

**WRITTEN RESOLUTIONS**

5.04 Notwithstanding anything to the contrary in these By-laws, a resolution assented to and adopted in writing under the hands of all the Members entitled to vote thereon, though not passed at a meeting, shall be of the same force and effect as if it had been duly passed at a meeting duly convened, and no previous notice, or convening of any meeting for the purpose of passing such resolution, shall in such case be deemed to have been necessary whether the business transacted thereat is special or not, and a Member may signify his or her assent to such resolution in writing under his or her hand or by telecopy, facsimile, PDF or other electronic format. Such resolution may be signed in one or more counterparts and a resolution adopted



pursuant to this provision shall be effective as of the date therein stated to be the effective date thereof, subject to the registration requirements, if any, provided for in the Act.

- 5.05 Notwithstanding any provision contained in this By-law, no resolution of the Members will be effective until the School has complied with any applicable registration requirements contained in the Act.

**QUORUM**

- 5.06 Not less than one-third ( $\frac{1}{3}$ ) of all Members shall constitute a quorum for any meeting of the Members.
- 5.07 The Principal of the School shall preside as Chairperson ("Chairperson") at every annual general or special meeting of the Members of the School.
- 5.08 If there is no Principal, or if at any meeting the Principal is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the Members present shall appoint (by simple majority vote) some one of their number to be Chairperson.

**VOTING**

- 5.09 Every Member present at any meeting of the Members of the School is entitled to vote at that meeting. Each Member shall have only one vote, which may be cast in person or by way of proxy.
- 5.10 At all meetings of the Members of the School every question shall be determined by a simple majority vote, cast in person or by way of proxy, unless otherwise specifically provided by these By-laws or the Act.

**ARTICLE 6**

**GENERAL**

**COMPLIANCE WITH SCHOOL ACT**

- 6.01 Notwithstanding any other provision of these By-Laws, none of the Board, the Members or the Officers may pass a resolution or take any action with respect to the School unless such action or resolution is compliant with the School Act and the regulations thereunder.

**CONFLICT OF INTEREST**

- 6.02 Every individual who is a Member or is serving as an Officer or Director and who is any way directly or indirectly interested in a proposed or existing contract, transaction, employment, or

arrangement with the School, or any business of any nature whatsoever, including family, business, employer/employee relationship with an individual or individuals who may be directly or indirectly affected by a decision or outcome of a decision, shall fully disclose the nature and extent of his or her interest at the beginning of any meeting where such decisions or discussion takes place.

- 6.03 The disclosure of possible conflict of interest shall be made at the time when the subject matter, question of entering into the contract, transaction or arrangement is first considered or, if such individual is not then interested or would not be directly or indirectly affected by the outcome of such decision, at the first meeting held after he or she becomes interested.
- 6.04 Every such Director, Officer or Member shall, unless specifically authorized by the Board to remain, immediately withdraw from the discussion and leave the meeting while such discussion or vote on the contract, transaction, arrangement or matters under consideration related to such business have been dealt with which would involve, or appear to involve, such conflict of interest or until other unrelated business is brought to the floor, and the Director, Officer or Member has been notified to return to the meeting.
- 6.05 Such a declaration of a conflict of interest shall be noted in the minutes of the meeting including the point in the discussion when the conflict was declared, the name of the Member, Officer or Director, the nature of the conflict of interest, and the time when such individual absented himself or herself from the meeting, and the time when such individual returned.
- 6.06 Exception to this conflict of interest rule may be made when a meeting of the Members is being held for the transaction of business, which would allow such a Member to attend but not participate in any discussion or voting.
- 6.07 In the event that an individual described above who may appear to have a conflict of interest in the subject matter under consideration, does not voluntarily withdraw from the discussion and from the meeting while the subject matter is being discussed, it is the right of any other Director, Officer or Member to raise the question of possible conflict of interest, and to request that the matter of conflict of interest be put to a vote to those individuals who are not involved in the possible conflict of interest and who are eligible to vote and a proper recording of the request and outcome shall be noted in the minutes. If the vote determines the person to be in a conflict of interest position, such person shall be withdrawn from the discussion as set out in paragraphs 6.02 and 6.03 hereof.

## REMUNERATION

- 6.08 There shall be no remuneration paid to Directors or Members. The Directors shall, however, be entitled to be reimbursed for reasonable travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Notwithstanding the provisions of this paragraph 6.08, and subject to the other provisions of this By-law, any Director or Member may serve the School in any other capacity, including as an Officer, and receive remuneration therefor. ✓

## INDEMNITY

- 6.09 Except in respect of an action by or on behalf of the School to procure a judgment in its favour, the School may indemnify a Director or Officer of the School, a former Director or Officer of the School, and the Director's or Officer's 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 the Director or Officer in respect of any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the School if:
- (a) the Director or Officer acted honestly and in good faith with a view to the best interests of the School; and
  - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that the Director's or Officer's conduct was lawful.
- 6.10 No Director or Officer of the School shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the School through the insufficiency or deficiency of any security in or upon which any of the monies of the School shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person with whom any of the monies, securities or effects of the School shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty, wilful neglect or wilful default.
- 6.11 The Directors are hereby authorized from time to time to give indemnities to any other individual who has undertaken or is about to undertake any function or position or office in or on behalf of the School and nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

### **EXECUTION OF DOCUMENTS**

- 6.12 Contracts, documents or any instruments in writing requiring the signature of the School shall be signed by any two Officers and/or any two Directors and all contracts, documents and instruments so signed shall be binding upon the School without any further authorization or formality. The seal of the School when required may be affixed to contracts, documents or instruments signed as aforesaid.
- 6.13 The Board shall also have the power from time to time by resolution to appoint an Officer or Officers or Director or Directors on behalf of the School to sign specific contracts, documents or instruments.

### **BANKING ARRANGEMENTS**

- 6.14 The banking business of the School including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be authorized by the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

### **USE OF FUNDS**

- 6.15 All profits and income contributed or earned by the School will be used to promote the School's objectives. No dividends or profits will be paid to any of the Members.

### **BORROWING AND DEBENTURES**

- 6.16 The School may, for the purposes of carrying out its objects, borrow or raise or secure the payment of money in any manner the Board deems appropriate. Notwithstanding the foregoing, debentures may only be issued upon approval by the Members by way of a Special Resolution.

### **DISTRIBUTION UPON WIND-UP**

- 6.17 If upon the winding up of the School there remains, after satisfaction of all debts, liabilities and obligations of the School, any property or assets whatsoever, such property or assets shall not be paid or distributed generally among the Members of the School, but shall be paid and distributed to one or more qualified donees (as such term is defined in subsection 149.1(1) of the *Income Tax Act* (Canada)) that are registered charities operating in Canada, having objects similar or related to the objects of the School, or to one or more other qualified donees that the Members in a general or special meeting (by simple majority vote) may designate.

**INSPECTION**

6.18 The books and records of the School shall be kept at such place in Alberta as the Directors deem appropriate. Other than those items deemed by the Board to be of a confidential nature, the books and records of the School may be inspected without cost by any Member on application to the Principal, providing such inspection is arranged during regular business hours at the registered office of the School or any other location mutually agreed upon by the Member and the Secretary and is at a time mutually convenient to the Secretary and the Member.

**FISCAL YEAR**

6.19 Unless otherwise ordered by the Board the fiscal year end of the School shall be December 31st.

**AUDITORS**

6.20 The accounts of the School shall be audited on an annual basis. The Board shall, from time to time, appoint an auditor to audit the accounts of the School, to hold office until resignation or until a successor auditor is appointed by the Board. In appointing an auditor, the Board may select from and appoint either (a) a chartered accountant or chartered accounting firm or (b) two of the School's Officers and/or Directors. The remuneration of the auditor shall be fixed by the Board from time to time.

**SEAL**

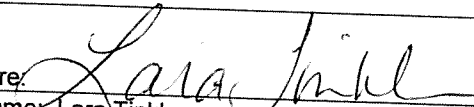
6.21 In accordance with subparagraph 4.07(c)(iii) hereof, the Secretary shall have the custody of the corporate seal of the School which shall not be affixed to any instrument except by authority or resolution of the Board.

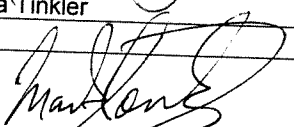
**AMENDMENTS**

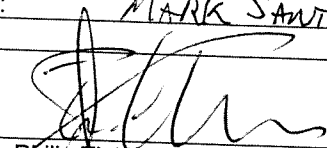
6.22 These By-laws of the School shall be made, altered, rescinded or amended by Special Resolution of the Members eligible to vote at meetings of the School.

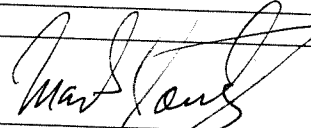
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SIGNED at the City of Edmonton, in the Province of Alberta, this 13<sup>th</sup> day of January, 2015.

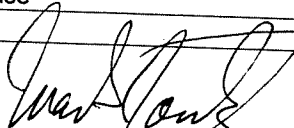
Signature: 	Address: (including postal code): 4115 Ramsay Cres. NW Edmonton, Alberta T6H 5M9
Print Name: Lara Tinkler	


<b>WITNESS</b>	
Signature: 	Address: (including postal code): 13124 - 151 Ave NW Edmonton AB T6V 5M9
Print Name: MARK JANTZ	

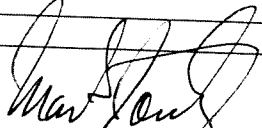
Signature: 	Address: (including postal code): 4115 Ramsay Cres. NW Edmonton, Alberta T6H 5M9
Print Name: Philip Tinkler	

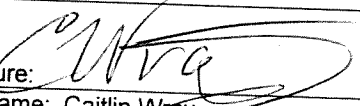
<b>WITNESS</b>	
Signature: 	Address: (including postal code): 13124 - 151 Ave NW Edmonton, AB T6V 1K3
Print Name: MARK JANTZ	

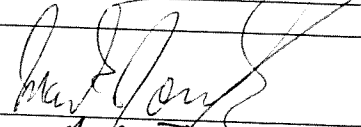
Signature: 	Address: (including postal code): 12020 - 87 Street NW Edmonton, Alberta T5B 3N5
Print Name: Christina Wallace	

<b>WITNESS</b>	
Signature: 	Address: (including postal code): 13124 - 151 Ave NW Edmonton, AB T6V 1K3
Print Name: MARK JANTZ	

Signature: 	Address: (including postal code): 12020 - 87 Street NW Edmonton, Alberta T5B 3N5
Print Name: Colin Peart	

<b>WITNESS</b>	
Signature: 	Address: (including postal code): 13124 - 151 Ave NW Edmonton, AB T6V 1K3
Print Name: MARK JANTZ	

Signature: 	Address: (including postal code): 13124 - 151 Ave. NW Edmonton, Alberta T6V 1K3
Print Name: Caitlin Wray	

<b>WITNESS</b>	
Signature: 	Address: (including postal code): 13124 - 151 Ave NW Edmonton, AB T6V 1K3
Print Name: MARK JANTZ	

Schedule "A" – Founders

Lara Tinkler

Philip Tinkler

Christina Wallace

Colin Peart

Caitlin Wray