

BYLAWS OF GRANDIN AFTER SCHOOL CARE PROGRAM

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ARTICLE 1 – Preamble

1.1 The Society

The name of the Society is the Grandin After School Care Program which may also be known, or referred to, as GASC.

1.2 The Bylaws

1.2.1 These bylaws will come into effect on the date on which they are registered by the Register as defined in the *Business Corporations Act*, RSA 2000, c B-9, as amended.

1.2.3 The following Articles set out the Bylaws of the Grandin After School Care Program.

ARTICLE 2 – Interpretation

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 “Act” means the *Societies Act*, RSA 2000, c S-14, or any statute substituted for it which governs not-for-profit organizations in Alberta, and including the regulations made under such statute, in each case as amended from time to time.
- 2.1.2 “Annual General Meeting” means a general Meeting of the Members held annually prior to the Society’s registration anniversary date, April 24, 1979 as required by s.25 of the *Act*.
- 2.1.3 “Board” means the Board of Directors of this Society.
- 2.1.4 “Business Day” means any day that is not a Saturday, Sunday or a holiday as defined in the *Interpretation Act*, RSA 2000, c I-8.
- 2.1.5 “Bylaws” means these Bylaws of the Society, as amended, restated, supplemented or replaced from time to time;
- 2.1.6 “Centre” means the location out of which the Society operates, currently, Grandin Elementary School at 9844 110 street, NW, Edmonton, AB, T5K 1J2.
- 2.1.7 “Child Attending the Centre” means a child who is registered to attend the Centre, and includes a child who has temporarily stopped attending the Centre during the summer break or during another period, where:
- a. a Fee has been paid by the Family to hold the child’s placement at the Centre during period the child has temporarily stopped attending the Centre; or,
 - b. where the Executive Director, in accordance with the Policies, has agreed to hold the child’s placement at the Centre during the period the child has temporarily stopped attending the Centre; or,

- c. in any other circumstance in which the Board, in its absolute discretion, and on any conditions it may require the Family to meet, has agreed to hold the child's placement at the Centre during the period the child has temporarily stopped attending the Centre.
- 2.1.8 "Children Registration Form" means the contract between the Society and the Family.
- 2.1.9 "Director" means a member of the Board elected or appointed in accordance with these Bylaws.
- 2.1.10 "Executive" means the Officers of the Society.
- 2.1.11 "Executive Director" means the person hired by the Board to carry out the management and operational functions of the Society and includes any interim executive director.
- 2.1.12 "Family" means the child attending the Centre and those parents or legal guardians who have shared responsibility for the child, which parent(s) or legal guardian(s), pursuant to the Children Registration Form are responsible for paying the Fees.
- 2.1.13 "Fees" means the monthly fees, as escalated from time to time, paid to the Society for childcare services pursuant to Children Registration Form, and any additional fees or charges, levied by the Society from time to time.
- 2.1.14 "Good Standing" means a Member is in compliance with all their explicit obligations set out in Article 4.3, while not being subject to any form of sanction, suspension or disciplinary censure.
- 2.1.15 "Meeting of Members" means an ordinary, general meeting, or special meeting of Members conducted according to recognized rules of parliamentary procedure.
- 2.1.16 "Member" means, subject to the qualifications set out in Article 4.1
 - a. any parent or legal guardian of a Child Attending the Centre; and
 - b. any other person who has a child registered to attend Grandin Elementary School at 9844 110 street, NW, Edmonton, AB, T5K 1J2 who expresses their interest, in writing, of furthering the objectives of the Society and who the majority of the Board of Directors votes to accept as a member.
 - c. any other person who is part of the community and expresses their interest, in writing, of furthering the objectives of the Society and who the majority of the Board of Directors votes to accept as a member.
 - d. At all times the Board will limit the number of Members who are not the parent or legal guardian of a Child Attending the Centre to no more than 5 (five) members.
- 2.1.17 "Officer" means a Director appointed as an Officer of the Society in accordance with Article 8.1 these Bylaws.
- 2.1.18 "Ordinary Resolution" means a resolution passed by a majority of votes cast by the persons who voted in respect of that resolution at a duly convened Meeting of Members or Directors.
- 2.1.19 "Policies" means the policies necessary for the orderly and equitable functioning of the Society and the Centre and the furtherance of the objects of the Society, as enacted by the Board and its delegates from time to time in accordance with these Bylaws.

- 2.1.20 “Registrar” means the Registrar as defined in the *Business Corporations Act*, RSA 2000, c B-9.
- 2.1.21 “Register of Members” means the register as described in Article 4.4 of these Bylaws.
- 2.1.22 “Society” means the Grandin After School Care Program, an Alberta society registered under the Act.
- 2.1.23 “Special Resolution” has the meaning given to that term in the Act, and for the purposes of these Bylaws, “Special Resolution” means a resolution passed at a Meeting of Members duly called and constituted in accordance with these Bylaws by the vote of not less than seventy five percent (75%) of the votes cast in person, or by proxy, on the particular resolution. Less than 21 days’ notice is permitted if all the Members entitled to attend and vote so agree.
- 2.1.24 “Term of Directors” means a term consisting of two (2) years following election at an Annual General Meeting.
- 2.1.25 “Virtual” means are real-time interactions that take place over the Internet or telephone using integrated audio and video.

2.2 General Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Gender: words importing a particular gender include all genders;
- 2.2.4 Headings and Preamble: headings are for convenience only. They do not affect the interpretation of these Bylaws. The Preamble forms part of these Bylaws.
- 2.2.5 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.
- 2.2.6 Conflict Resolution: in the event of any conflict between these Bylaws, the Act or its Regulations and any policy of the Society, the Act and Regulations prevail, followed by these Bylaws, followed by the Society’s policies.
- 2.2.7 Illegal or unenforceable provisions: any provision or portions of these Bylaws deemed illegal or unenforceable is deemed to be separate and severable from the Bylaws without affecting any other provision of these Bylaws.
- 2.2.8 Any resolutions to be passed, or votes to be taken, is deemed to refer to the passing of a resolution, or taking of a vote pursuant to an Ordinary Resolution, unless specifically stated to be passed or taken pursuant to a Special Resolution.

2.3 Execution in Counterpart

Signature on any notice, resolution, statement or other document required or permitted to be executed for the purposes of the Act may be obtained by means of email, facsimile, or other electronic means, or by execution of several documents of like form, each of which is executed by one or more persons, and

such documents, when duly executed by all persons required or permitted, as the case may be, is deemed to constitute one document for the purposes of the Act.

ARTICLE 3 – General Business

3.1 Registered Office

3.1.1 The registered office of the Society to which all communications and notices may be sent and at which all process may be served is:

9844 110 STREET, Edmonton Alberta, T5K 1J2.

3.2 Seal

The Society is required to have a corporate seal in the form and device as may be adopted by the Board. Two Officers, one of which is the President or Vice President will provide their signatures when the seal is being affixed. The seal will be kept in the registered office.

3.3 Minute Book

The minute book will contain a copy of the following information:

- a. the Society's Certificate of Incorporation;
- b. the Society's objects;
- c. the Society's Mission Statement;
- d. the location, including the full postal address, of the Society's registered office;
- e. the Society's Bylaws and any Special Resolution altering the Bylaws;
- f. a directory of the Society's Policies and copies of all Policies;
- g. a directory of any leases, licenses, or other formal legal agreements;
- h. the Register of Members;
- i. all documents, registers and resolutions required to be maintained or filed by the Act, other statute or law;
- j. the audited financial statements for the preceding Fiscal Year;
- k. each other document directed by the Board to be inserted into the minute book.

3.4 Execution of Instruments

3.4.1 The Director and Officers of the Society are authorized to sign deeds, transfers, assignments, contracts, obligations, certificates and other instruments.

3.4.2 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments, unless the Directors otherwise approve, must be signed on behalf of the Society by any two (2) Directors or Officers of the Society.

3.4.3 In addition, the Board may from time to time direct, by way of Ordinary Resolution, the manner in which and the person or persons by whom, any particular instrument, or class of instruments, may or will be signed.

3.5 Fiscal Year

The financial year of the Society is the calendar year or as the Board may determine from time to time.

ARTICLE 4 – Membership

4.1 Qualifications

4.1.1 The Society is made up of the Members, subject to the following qualifications for Members who are subject to Article 2.1.16.a:

- a. there will be one (1) Member per Child Attending the Centre, and regardless of whether the parents or legal guardians of a Child Attending the Centre reside together, and regardless of which parent(s) or legal guardian(s) of the Family are responsible for paying the Fees.
- b. each Family will provide notice to the Society, in writing,
 - i. within thirty (30) days of the first day on which they have a Child Attending the Centre designating one (1) parent or legal guardian per Child Attending the Centre, as the Members of the Society for the Family for that calendar year; and,
 - ii. if the designated Members for the Family changes, the Family must on or before January 1 of each calendar year, notify the Centre designating one (1) parent or legal guardian per Child Attending the Centre, as the Members of the Society for the Family for that calendar year.
- c. in the event that a Family does not designate one (1) parent or legal guardian per Child Attending the Centre, as required by Article 4.1.1.b.i., or in the event of a difficulty or dispute in determining the membership of the Society for a Family, the Board in its absolute discretion may, in a manner consistent with these Bylaws, designate one (1) parent or legal guardian per Child Attending the Centre, as the Members of the Society for the Family for that calendar year.
- d. in the event that the Board exercises its discretion to designate one (1) parent or legal guardian per Child Attending the Centre, the Directors will provide notice to the Family, within thirty (30) days of such designation, stating the name of the parent(s) or legal guardian(s) which the Board has designated as Member(s) of the Society.

4.1.2 The membership in the Society is not separately transferable.

4.2 Access to Centre

4.2.1 Subject to these Bylaws and the Policies, in addition to any child attending the Centre, the following persons will be entitled to have access to the Centre, barring any general building access restrictions, during the operating hours of the Centre:

- a. each Member in Good Standing;
- b. the Family of each Member in Good Standing;
- c. in the absolute discretion of the Executive Director, any person authorized to pick up or drop off a child attending the Centre;
- d. in the absolute discretion of the Executive Director, any person who assists in the operations of the Centre or in the development of a Child attending the Centre; and
- e. such other persons as are provided for in these Bylaws or the Policies.

4.2.2 Without limiting the foregoing, the entitlement of any person to have access to the Centre, or any part of the Centre, is subject to compliance with these Bylaws and the Policies and such entitlement is subject to being suspended in accordance with these Bylaws and the Policies.

4.3 Obligations of Members

4.3.1 Members will observe the Bylaws and Policies as enacted and amended from time to time. In accordance with these Bylaws and Policies, Members of the Society have the right and obligation to attend all Meetings of Members and to participate in the general activities of the Society.

4.3.2 Without limiting the foregoing, each Member has the obligation to:

- a. ensure the Family pays the Fees when they are due;
- b. notify the Society within fifteen (15) days of any change in the email address to which notices and other communications from the Society can be sent;
- c. notify the Society within fifteen (15) days of any other change to the Member's information, including any change to an address for service, or change in the address of the Members' child, as set out in the Register of Members.

4.4 Register of Members

The Society will maintain a Register of Members, in such form as the Board may approve from time to time. Regardless of the form of the Register of Members, at all times the Register of Members will include the:

- a. names of the applicants for incorporation;
- b. full name and street address of each Member;
- c. email address of each Member to which notices and other communications from the Society can be sent;
- d. date on which the Member was admitted into the Society as a Member; and
- e. date on which any Member has ceased to be a Member of the Society.

4.5 Production of Register

4.5.1 In accordance with s.36 of the Act, the Society will keep the Register of Members at its registered office and, subject to the provisions of the Act, will on each Business Day, during not

less than two (2) regular business hours as determined by the Members at a general meeting, permit a Member of the Society to inspect the Register of Members without payment of a fee.

- 4.5.2 The Society will, within a reasonable time of receiving a request from a Member of the Society for a copy of all, or a portion of the Register of Members, and on payment by the Member of the Society's reasonable copying expenses, not to exceed \$0.25 for every 100 words to be copied, provided to that Member the copy of all, or a portion of, the Register of Members so requested, subject to Article 4.6 of these Bylaws.

4.6 Personal Information only for Society Purposes

- 4.6.1 Notwithstanding Articles 4.5.2 or 10.5, and in accordance with s.36.1 of the Act, the Society will only disclose or produce "personal information", of Members, as defined in the *Personal Information Protection Act*, SA 2003, c P-6.5, as amended, to a Member if the disclosed or produced information is to be used by the recipient Member for matters relating to the affairs of the Society.
- 4.6.2 A Member of the Society may use personal information about another Member of the Society that is contained in the Register of Members for any matter not referred to in Article 4.6.1 if that other Member gives consent to that use.

4.7 Suspension

- 4.7.1 The Board will suspend a Member's voting rights and/or a Member's access to the Centre for any one or more of the following reasons:
- a. failure to comply with the Bylaws or Policies of the Society, including the non-payment of Fees by the Family, for more than forty-five (45) days; and
 - b. conduct deemed by the Directors to be improper, unbecoming, or adversely affecting the interests or reputation of the Society.
- 4.7.2 Prior to any suspension, the Board will notify the Member in writing of the proposed suspension, the reason for the proposed suspension, and the terms of the proposed suspension.
- 4.7.3 The Member will be given an opportunity to be heard at the next Board meeting, or at a mutually agreed date and time, with the Executive Director acting as the chair for this portion of the meeting agenda.

4.8 Effect of Suspension

- 4.8.1 Suspension of a Member will, in no circumstances, relieve the Family of the obligation to pay Fees. As determined by the Board in its absolute discretion, any Member who is suspended from the Society forfeits all rights, claims and privileges in the Society until the suspension is lifted.

- 4.8.2 Without limiting the foregoing, during the period of time that a Member is suspended, the Board may, in its absolute discretion, suspend the access of the following persons to the Centre:
- a. the suspended Member;
 - b. the suspended Member's Family;
 - c. any person authorized to pick up or drop off a Child Attending the Centre; and
 - d. any other person associated with the Member who is provided access to the Centre under these Bylaws or the Policies.

4.9 Dispute Resolution

- 4.9.1 A dispute arising out of the affairs of the Society and between any Members of the Society or between a
- a. Member or a person who is aggrieved and who has not for more than 6 months ceased to be a Member, or
 - b. person claiming through the Member or aggrieved Member or claiming under the Bylaws of the Society,
- and the Society or a Director or Officer of the Society, will be decided by arbitration, which will be under the *Arbitration Act*, RSA 2000, c A-43, as amended.
- 4.9.2 A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench. A decision made pursuant to an arbitration cannot be appealed.

4.10 Withdrawal from Society

- 4.10.1 A Member withdraws from the Society, and the name of the Member is removed from the Register of Members, when the following conditions are met:
- a. a Member from a Family who has one (1) or more Children Attending the Centre withdraws from membership of the Society on the day following the last day on which the Member has a Child Attending the Centre;
 - b. a Member who has a child attending, or registered to attend, Grandin Elementary School at 9844 110 street, NW, Edmonton, AB, T5K 1J2, and who is a Member pursuant to 2.1.16.b withdraws from membership in the Society on the day following the day on which they convey their resignation, in writing, to the President of the Board of Directors;
 - c. a Member who is a Member pursuant to 2.1.16.c withdraws from membership in the Society on the day following the day on which they convey their resignation, in writing, to the President of the Board of Directors.

4.11 No Voluntary Withdrawal from Membership for Members with a Child Attending the Centre

4.11.1 The Membership of those Members whose membership is based on the Family having a Child Attending the Centre is not voluntary and, therefore, voluntary withdrawal of such Members from membership is not an option.

4.12 Death

The membership of a Member is ended upon death.

4.13 Continued Liability

The Family of a Member and/or a Member who ceases to be a Member, whether by withdrawal from the Society, death, or otherwise, is liable for any debts owing to the Society as of the date on which the Member ceases to be a Member.

ARTICLE 5 – DIRECTORS AND OFFICERS

5.1 Duties of Directors and Officers

Directors and Officers manage the affairs of the Society. Each Director and Officer will act honestly and in good faith and with a view to the best interests of the Society. Each Director and Officer will act in accordance with promoting the objects of the Society when exercising any rights or duties under the Bylaws or in connection with the Society. Directors and Officers must adhere to and agree to the Society’s Policies and Code of Ethics as may be amended by the Board from time to time.

5.2 Powers of Directors and Officers

The Officers of the Society consist of the President, Vice President, Treasurer, Secretary, and Past President. An Officer may hold more than one (1) Office concurrently. The powers of the Officers are as follows:

The President will:

- a. be responsible for the general supervision of the Society;
- b. chair all meetings of the Society, the Board and the Executive except as otherwise provided by these Bylaws;
- c. act as the official spokesperson for the Society, but may delegate such authority to the Vice-President or other Board Member as is appropriate in the particular circumstances;
- d. be the principal signing authority on all contracts, official documents and correspondence of the Society, and a designated signing authority on all bank accounts of the Society;
- e. authenticate the official use of the seal of the Society;
- f. be a member or an *ex-officio* member of all committees of the Board;
- g. be a member of the Executive and the Board;

- h. supervise the Executive Director in his/her keeping of all records, books, cheques, accounts and vouchers of the Society, the entering and recording of all bills, cheques, drafts and money received for or paid out on behalf of the Society, the Board of Directors and/or the Executive when required to do so.
- i. carry out other duties pertaining to such office, and such other duties as may be assigned by the Board.

The Vice-President will:

- a. assist the President, generally, in the performance of the President's duties;
- b. assume the powers and duties of the President in either the temporary or permanent absence of the President, including serving as chairperson at all meetings in the absence of the President;
- c. be a member of the Executive and the Board;
- d. be a designated signing authority on all bank accounts of the Society and, with the Secretary, on all contracts to be entered into on behalf of the Society in the absence of the President or at the direction of the President;
- e. authenticate the official use of the seal of the Society in the absence of the President or at the direction of the President;
- f. chair a standing committee, or represent *ad hoc* committees at meetings of the Board or Executive, as appropriate in the circumstances;
- g. carry out such other duties as may be assigned by the Board.

The Secretary will:

- a. attend each Meeting of the Members and each meeting of the Board and the Executive and ensure accurate minutes and record of attendance are kept for such meetings;
- b. ensure all records of the Society, other than financial records, are properly maintained in accordance with the Act, including these Bylaws, the Policies, the Register of Members, and the minute book;
- c. ensure, that every notice, return, or resolution, or other document required to be filed with the Registrar, is filed in accordance with the Act and, when required by the Act, is dated and verified by a Director having knowledge of the notice, return, resolution, or other document;
- d. ensure a draft of the minutes of Meetings of Directors and Meetings of Members are provided to the Board of Directors at least 48 hours before the next Board meeting;
- e. sends or cause to be sent notices as provided by the Act, these Bylaws and the Policies;
- f. conduct correspondence for and on behalf of the Society;
- g. be a member of the Executive and the Board;
- h. be a designated signing authority on all bank accounts of the Society and, with the President or Vice-President, all contracts to be entered into on behalf of the Society;
- i. carry out such other duties as may be assigned by the Board.

The Treasurer will:

- a. oversee the disbursement of the funds of the Society under the direction of the Board and in compliance with the Act, these Bylaws, and the Policies;
- b. oversee the care, custody, control and maintenance of the finances and financial records of the Society;
- c. commission and review a monthly report of: revenues, expenditures, investments, amounts due and owing to the Society, and be able to advise the Board at any time of the financial position of the Society;
- d. ensure that an audited financial statement for the preceding Fiscal Year is prepared by the appointed auditors and presented at the annual general meeting;
- e. be a member of the Executive and Board;
- f. be a designated signing authority for all bank accounts of the Society and, in the absence of the President and Vice-President, or at the direction of the President, all contracts to be entered into on behalf of the Society;
- g. chair any finance committee created as a standing committee by the Board and carry out such other duties as may be assigned by the Board.

The past President will:

- a. chair the nominating committee; and
- b. carry out any other duties assigned by the Board.

5.3 Qualifications of Directors

The Directors are elected from the ranks of the Members. Every Member is entitled to be a Director unless the Member:

- a. is less than eighteen (18) years of age;
- b. is of an unsound mind and has been so found by a court in Canada;
- c. has been convicted of an indictable offence;
- d. is an undischarged bankrupt;
- e. has been previously removed as a Director;
- f. has been on the Board more than six (6) consecutive years and two (2) years have not elapsed since the Member last served on the Board.

5.4 Removal

The office of a Director will be vacated if the Director:

- a. ceases to be qualified for election as a Director;
- b. fails to comply with the obligations of Members set out in Article 4.3
- c. is absent, without permission of the Board, from two (2) consecutive meetings of the Board, or three (3) within a calendar year, and it is resolved at the subsequent meeting of the Board that the Director's or Officer's office be vacated;

- d. resigns in writing; or
- e. is removed by Ordinary Resolution of the Members or of the Board. In the event the Director is proposed to be removed by Ordinary Resolution of the Board, the Director will be given notice in writing stating the reasons for their removal, and the Director will be provided an opportunity to respond to the notice prior to any vote being taken to cause the Director's removal.

5.5 Number of Directors

The number of Directors will not be less than five (5) and not more than eleven (11). The number of Directors will be determined by Ordinary Resolution of the Members at an Annual General Meeting.

5.6 Quorum

- 5.6.1 A majority of the number of Directors, as determined from time to time in accordance with the Act and these Bylaws, will constitute a quorum for the transaction of business. Notwithstanding vacancies, a quorum of Directors may exercise all the powers of the Board.
- 5.6.2 If quorum is present at the opening of a meeting of the Board, the business of the meeting may proceed even if a quorum is not present throughout the meeting.

5.7 Election and Term

- 5.7.1 Directors will be elected by the Members at each annual meeting of the Members and will hold office for two (2) years. Each Director can be elected to a maximum of three (3) consecutive terms, then must retire for at least two (2) years before any re-election.
- 5.7.2 In the case of appointed Directors, the term of appointment will cease upon the date of the annual general meeting. If a previously appointed Director is elected to the Board, the two (2) year term commences at that time.

5.8 Vacancies

Subject to the Act, a quorum of Directors may fill a vacancy among the Directors by appointment, subject to a majority vote.

ARTICLE 6 – BOARD OF DIRECTORS

6.1 Powers of the Board

The Board manages or supervises the business and affairs of the Society in accordance with the Act, these Bylaws, and the Policies. The Board is empowered to:

- a. promote the objects of the Society;

- b. oversee and manage the business and affairs of the Society, including, hiring an Executive Director to carry out management and operational functions of the Society;
- c. without limiting the general responsibility of the Board, delegate its powers and duties to the Executive Director;
- d. make, amend, or annul Policies, including, without limitation, Policies with respect to:
 - i. proof required to be provided by any person claiming to be eligible to be a Member;
 - ii. Fees payable by Members;
 - iii. rights of Members and their Families, visitors, guests or pets to access the Centre and benefit from any service provided by the Society from time to time;
 - iv. the manner and circumstances in which a Member's rights under these Bylaws may be suspended; and
 - v. designation of certain records of the Society, as permitted by the Act, as confidential and unavailable to the Membership;
- e. exercise, pursuant to Ordinary Resolution of the Members, and in accordance with the Act and these Bylaws, all such powers and do all such acts authorized by the Members in connection with the Society;
- f. appoint agents or legal counsel for the Society in or out of Alberta, from time to time, with such powers of management or otherwise (including the power to sub-delegate) as the Board may determine in accordance with these Bylaws.

6.3 Action by the Board

The Board may exercise its powers arising under these Bylaws provided a resolution has been passed at a meeting of Directors at which a quorum is present, or passed by votes returned by email, or consented to by the signatures of all Directors then in office, if constituting a quorum.

6.4 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or a committee of Directors or a motion circulated and responded to by email, is as valid as if it had been passed at a meeting of Directors or a committee of Directors.

6.5 Meeting by Telephone or Electronic Means

If all the Directors present at or participating in a meeting consent, then any Director may participate in such meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to communicate simultaneously and instantaneously.

6.6 Place of Meetings

Meetings of the Board may be held in person or virtually at the registered office of the Society, at the Centre, or at any other place approved by the Directors.

6.7 Calling of Meetings

Meetings of the Board will be held from time to time at such place, on such day and at such time as the Board, the chairperson of the Board, the President, the Secretary, or any two Directors, may determine.

6.8 Notice of Meetings

Notice of the time and place of each meeting of the Board will be given to each Director at the earliest possible opportunity having consulted all Directors as to their availability. An attempt will be made at the end of each regular Board of Directors meeting to schedule the next regular meeting.

6.9 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting following the Meeting of Members at which such Board is elected.

6.10 Adjourned Meeting

Notice of an adjourned meeting of Directors is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.11 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a time and place to be named. A copy of any resolution by the Board fixing the time and place of regular meetings of the Board will be sent to each Director within ten (10) days after being passed, but no other notice will be required for any such regular meeting.

6.12 Votes to Govern

At all meetings of the Board on a question will be decided by a majority of the votes cast on the question and in the case of a tie of votes, the chairperson of the meeting will be entitled to a second or casting vote. Any question at a meeting of the Board will be decided by a show of hands unless a ballot is required or demanded.

6.13 Chairperson and Secretary

The President, or, in the absence of the President, the Vice-President, or in the absence of both, one of the remaining Officers of the Board, will act as chairperson of any meeting of the Board. If none of the

Officers is present, the Directors present will choose one from their number to be chairperson. The Secretary of the Society will act as Secretary at any meeting of the Board and, if the Secretary is absent, the chairperson of the meeting will appoint a person who need not be a Director to act as Secretary of the meeting.

6.14 Minutes

The Secretary is responsible for taking and keeping Minutes of the Meetings of the Directors and Meetings of Members. The Directors will cause minutes to be duly entered into books provided for the purpose of:

- a. appointment of Officers;
- b. registering names of Directors present at each meeting of the Directors;
- c. evidencing resolutions made by the Directors;
- d. evidencing resolutions and proceedings of general meetings;

and any such minutes of any meetings of the Directors or the Society, if signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, will be receivable as *prima facie* evidence of the matters stated in such minutes.

6.15 Remuneration and Expenses

The Officers and Directors will not be paid remuneration for their services. The Board, in its absolute discretion, may reimburse Officers and Directors for reasonable expenses incurred in the furtherance of the operations and management of the Society.

6.16 Conflict of Interest

Whenever an Officer or Director of the Society has a professional, financial, or personal interest in any matter whatsoever coming before the Directors, the Directors will ensure that:

- a. the interest of such Officer or Director is fully disclosed to the Directors in writing or has been entered into the Minutes of the meeting of the Directors or other deliberations;
- b. no interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of quorum at the meeting of the Board or other deliberations at which such matter is voted on;
- c. any transaction in which an Officer or Director has a financial, professional, or personal interest will be duly approved by a majority of the members of the Board;
- d. the minutes of meetings at which such votes are taken will record such disclosure, abstention and rationale for approval.

ARTICLE 7 – COMMITTEES

7.1 Committees of Directors

7.1.1 Subject to the Act and these Bylaws, the Board may appoint, from their number, a committee or committees of Directors, however designated, and delegate to such committee or committees any of the powers of the Board except powers to:

- a. submit to the Members any question or matter requiring the approval of the Members;
- b. fill a vacancy among the Directors or in the office of auditor;
- c. appoint additional Directors;
- d. approve any annual financial statements; or
- e. adopt, amend or repeal bylaws.

7.1.2 Any committee so formed will, in the exercise of the powers so delegated conform to any rules from time to time imposed upon it by the Directors.

7.2 Transaction of Business

The powers of a committee may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Each committee will determine a chairperson and its members.

ARTICLE 8 - OFFICERS

8.1 Appointment of Officers

8.1.1 The Board will, from time to time, by Ordinary Resolution and for terms not to exceed one (1) year, appoint and remove Officers which may include:

- a. a President;
- b. one or more Vice-Presidents;
- c. a Secretary;
- d. a Treasurer;
- e. the immediate Past President; and
- f. such other Officers as the Board may determine, including one or more assistants to any of the Officers so appointed.

8.1.2 The Board may specify the duties of such Officers and, in accordance with these Bylaws and subject to the provisions of the Act, may delegate to such Officers powers to manage the affairs of the Society other than powers listed in 7.1.1

8.1.3 Appointed Officers will have the duties and obligations assigned to them by the Directors as well as such powers and duties as are usually incidental to their respective offices.

8.2 Conflict of Interest

An Officer must disclose an interest in any material contract or material transaction or proposed material contract or proposed material transaction with the Society in accordance with Article 6.16 and the Code of Ethics.

ARTICLE 9 - PROTECTION OF DIRECTORS AND OFFICERS

9.1 Indemnity of Directors and Officers

The Society will indemnify each Director or Officer of the Society and each former Director or Officer of the Society, and the heirs and legal representatives of any such person, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative action, or proceeding to which the person is made a party by reason of being or having been a Director or Officer of the Society, if:

- a. the person 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, the person had reasonable grounds for believing that the relevant conduct was lawful.

The Society may, with the approval of the court, indemnify a person referred to above in respect of an action by, or on behalf of, the Society to procure a judgment in its favour, to which the person is made a party by reason of being or having been a Director or an Officer of the Society, against all costs, charges and expenses reasonably incurred by that person in connection with such action if the person fulfills the conditions set out in a. and b. above.

9.2 Insurance

The Society will purchase and maintain insurance for the benefit of any person referred to above against any liability incurred by that person in their capacity as a Director or Officer of the Society, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Society.

ARTICLE 10 - MEETINGS OF MEMBERS

10.1 General Meetings

10.1.1 The Society will hold regular general Meetings of the Members, with at least one (1) such general meeting held annually prior to December 1 to be known as the Annual General Meeting.

10.1.2 The Board of Directors have full powers to convene additional general meetings, either by majority vote of the Board of Directors, or by formal request by Members, provided that the request be signed by a minimum of 1% of the membership.

10.2 Annual Meeting

10.2.1 A Meeting of Members will be held annually, prior to December 1, and on such day and at such time in each year as the Board may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing Directors, appointing auditors and the transaction of such other business as may properly be brought before the meeting.

10.1.2 Without limiting the foregoing, the Annual General Meeting will deal with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. President's report;
- d. Treasurer's report, including the review of the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. Executive Director's report, including staff and program achievements, fundraising goals, and an outline for the next year;
- f. Committee report(s);
- g. appointing the auditors;
- h. electing the Directors;
- i. considering matters specified in the meeting notice;
- j. other specific motions that any Member has given notice of before the general meeting is called.

10.3 Special Meetings

The Board is empowered to call a special Meeting of Members at any time and will be required to do so upon receipt of a petition signed by one-third (1/3) of the Members setting out the reason for calling such a meeting.

10.4 Place of Meetings

A Meeting of Members of the Society will be held at such place in Edmonton, Alberta as the Board determines or, in the absence of such a determination, at the place where the registered office of the Society is located. Meetings can be in person or Virtually as determined by the Board.

10.5 Notices of Meetings

10.5.1 Notice of the time and place of every Meeting of Members must, in accordance with Article 12 be sent not less than 21 days before the meeting to each Member and to each Director. The notice will specify the date and time by which Members are to provide the Secretary, or other

designated agent of the Society, any proxy appointing the Member's nominee, as permitted by Article 10.10.

- 10.5.2 All notices of meetings will be provided electronically unless otherwise requested by a Member. In the event of there being no electronic address for a Member, the notice will be sent by Canada Post. Notice of an Annual General Meeting will be sent not less than 21 days before the Annual General Meeting to each Member, Director, and the auditor of the Society.
- 10.5.3 Notice of a Meeting of Members at which special business is to be transacted will state, or be accompanied by a statement, of the nature of that business in sufficient detail to permit the Members to form a reasoned judgment thereon and the text of any Special Resolution or by-law to be submitted to the Members at the meeting.
- 10.5.4 All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members, except consideration of the minutes of an earlier meeting, the financial statements and auditor's report, election of Directors and reappointment of the incumbent auditor, is deemed to be special business and will require a two-thirds (2/3) majority to pass.

10.6 List of Members Entitled to Notice

For every Meeting of Members the Society will prepare a list of Members entitled to receive notice of the meeting. Subject to the limitations on disclosure of personal information set out in Article 4.6, the list will be available for examination by any Member at the meeting for which the list is prepared. Where no notice of meeting is given, such list will be prepared as of the day on which the meeting is held and so that it is available at that meeting.

10.7 Chairperson and Secretary

- 10.7.1 The President, Vice-President, or in the absence of either President or Vice-president a Director, will be the chairperson of any Meeting of Members and, if none of the listed Officers are present, within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote will choose a chairperson from the attending Directors.
- 10.7.2 The Secretary will act as Secretary at any Meeting of Members. However, if the Secretary is absent, the chairperson of the meeting will appoint some person, who need not be a Member, to act as Secretary of the meeting.

10.8 Quorum

- 10.8.1 A quorum of Members present at a Meeting of Members consists of twelve (12) voting members or twenty percent (20%), which ever is less, in attendance. The quorum of the Members entitled to vote at the meeting may be present in person, Virtually or represented by proxy. A quorum

need not be present throughout the meeting provided that a quorum is present at the opening of the meeting.

10.8.2 If a quorum is not present at any meeting another such meeting shall be called and the majority at such meeting, with approval of the majority of the Executive present, shall decide any issue other than any matter requiring approval by Special Resolution.

10.9 Right to Vote

At any Meeting of Members, every Member who is named in the list referred to in Article 4.4 has the right to vote unless they are a Member whose voting rights have been suspended in accordance with Article 4.7.

10.10 Proxies and Representatives

Every Member entitled to vote at a Meeting of Members may, by means of a proxy, appoint a proxyholder Member, as the appointing Member's nominee, to attend and act at the meeting with the authority conferred by the proxy. A proxy must be signed by the Member.

10.11 Time for Deposit of Proxies

A proxy may be used at Meeting of Members only if the proxy was deposited with the Secretary, or the Society's designated agent, prior to the time for depositing proxies specified in the notice of meeting. If the notice of meeting does not specify the date and time for depositing proxies then the proxy must be received by the Secretary, or by the chairperson of the meeting, or adjournment thereof, prior to the time for voting.

10.12 Votes to Govern

Except as otherwise required by the Act, or these Bylaws, all questions proposed for the consideration of Members at a Meeting of Members are determined by a simple majority of the votes cast.

10.13 Casting Vote

10.13.1 Any question at a Meeting of the Members will be decided by a show of hands unless a ballot is required or demanded.

10.13.2 In case of tie of votes at any Meeting of Members, regardless of the manner of voting, the chairperson of the meeting is entitled to a second, or casting, vote.

10.14 Proof of Votes

Whenever a vote by any means other than by ballot is taken, a declaration by the chairperson of the meeting that the vote on the question has been carried, or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting is *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, any resolution or other proceeding in respect of the question, and the result of the vote so taken will be the decision of the Members on the question.

ARTICLE 11 - FINANCES

11.1 Financial Statements

The Society will prepare annual financial statements setting out its income, disbursements, assets and liabilities, and the financial statements will be audited by a qualified accountant meeting public practice requirements and duly appointed at an annual Meeting of the Members.

11.2 Auditing the Books

The Society's books will be audited annually, at the close of each Fiscal Year, by a duly qualified accountant, approved by the Board.

11.3 Reserve

11.3.1 The Board will budget and set aside a portion of the profits or revenues of the Society in each year, as may be fair and prudent, to create and maintain a reserve or reserves to provide for the Society's costs that do not normally occur on an annual basis respecting: the repair of the Centre; repair or replacement of any assets owned and operated by the Society; meeting contingencies; forming an insurance reserve; or for any other purposes, whatsoever, for which the profits or revenues of the Society may be lawfully used.

11.3.2 Such reserve(s) will be maintained in amounts determined in accordance with generally accepted accounting principles. Such reserve funds must only be used for such purposes, and will be maintained in a separate account of the Society, and will not be commingled with any other funds of the Society or any other person.

11.4 Reserve Fund

The Board may create a fund or funds out of the assets of the Society not greater in amount than the reserve or reserves contemplated in Article 11.3 and may apply such additional fund or funds either by employing them for the purpose for which they were established, or investing them in such manner as they think fit, including without limitation the acquisition of new capital assets, and the income arising from such fund or funds will be treated as part of the profits of the Society for the year in which the

income arose. The Society may use these funds in the case of emergencies provided the money is paid back into the fund.

11.5 Operating Costs

The Board will implement a procedure to monitor and to determine detailed record keeping and internal financial controls of the Society.

11.6 Deficit

If the expenses incurred by the Society in overseeing and managing the Society are in excess of the total amount of Fees or other sources of revenue for the Society, the Society may take steps to collect the net amount of expenses. Without limiting the forgoing, the Society may:

- a. escalate the Fees or other charges to the extent permitted by the terms and conditions of the Children Registration Form and Parent Handbook;
- b. borrow, subject to the restrictions set out in these Bylaws, on a short-term basis, any funds required to meet the Society's operating cash deficiency.

11.7 Collection

11.7.1 The Society is entitled to collect from a member of any Family, or from any Member, who is in breach of any of these Bylaws or the Policies. The Society is entitled to ensure that members of all Families, and all Members observe the Bylaws and Policies. The Society may collect losses, damages or expenses suffered by the Society as a result of any member of a Family, or any Member's, failure to observe and follow the Bylaws and/or Policies.

11.7.2 In the event of a breach of these Bylaws or the Policies, the member(s) of the Family in breach, or any Member in breach, will be required to pay any and all legal costs incurred by the Society (on a solicitor and own client basis together with interest at the rate of 3% per month, compounded, before and after judgment) in pursuing the remedies available to the Society at law or in equity (including enforcement of payment of Fees).

11.8 No Exemption

No member of any Family, and no Member will be able to exempt him or herself from Fees by waiver of the use or enjoyment of the childcare services provided by the Society or by withdrawing a Child Attending the Centre without proper notice as required by the Children Registration Form or Policies.

11.9 Borrowing

For the purpose of carrying out its objects, and subject to the limitations set out in the Act and these Bylaws, the Society may, borrow or raise or secure the payment of money in any way it sees fit, and in particular, by the issue of debentures.

11.10 Limitations on Borrowing

Approval by Special Resolution of the Members is required before the Society may:

- a. mortgage or charge any of the assets by the Society; or
- b. issue debentures; or
- c. borrow funds exceeding, in the aggregate, fifty thousand dollars (\$50,000).

11.11 Banking Arrangements

The banking business of the Society, or any part thereof, will be transacted with such chartered bank, trust company, government of Alberta Treasury Branch, or other firm or body corporate as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, will be transacted on the Society's behalf by one or more Officers or authorized employees as the Board may designate, direct, or authorize, from time to time, and to the extent thereby provided.

11.12 Inspection

Upon reasonable notice given by a Member, the Board will ensure that the audited financial books and records of the Society are made available for inspection by the Member on a Business Day at the Centre during the regular hours of the Centre.

ARTICLE 12 - NOTICES

12.1 Method of Giving Notices

12.1.1 Any notice, communication or document ("notice") to be given or sent pursuant to the Act, these Bylaws, or otherwise, to a Member, Director, Officer, auditor or member of a committee of the Board is sufficiently given or sent if it is given or sent: by prepaid mail; is transmitted by electronic communication means capable of providing a written copy of such notice (including, without limitation, by email addressed to any email address provided by a Member or auditor); or is delivered personally to such person's latest address as shown on the Register of Members.

12.1.2 A notice is deemed to have been received on the date when it is delivered personally, or on the fifth day after mailing, or on the date of transmission of an electronically communication (including email).

- 12.1.3 Member, Director, Officer or auditor present at the Meeting of Members without notice of the meeting is deemed to have received notice.
- 12.1.4 Notice of any Meeting of Members which is adjourned is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 12.1.5 The foregoing notice requirements may be supplemented, but not discharged, by any written information the Society places throughout the Centre providing notice to the Members.
- 12.1.6 The Secretary may change, or cause to be changed, the recorded address of any Member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

12.2 Computation of Time

In computing the date when notice must be sent under any provision of the Act or these Bylaws that requires a specified period of days' notice of any meeting or other event, the period of days will commence on the day following the sending of such notice and will terminate on the day preceding the date of the meeting or other event.

12.3 Undelivered Notices

If any notice given or sent to a Member pursuant to Article 12.1 is returned on two consecutive occasions because the person cannot be found, or the email or other address the Member has provided is found to be invalid, the Society will not be required to give or send any further notice to the Member until the Society is informed, in writing, of the new address, and/or email address, where the Member can be reached.

12.4 Omissions and Errors

The accidental omission to give or send any notice to any Members, Director, Officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to such notice or otherwise based thereon.

ARTICLE 13 - APPLICATION OF PROFITS / DISSOLUTION

13.1 Profits

The profits, if any, and other income or accretions to the Society will be applied only in promotion of its objects. No dividends to its Members will be declared or paid and no part of the income or property of the Society is payable to, available for the personal benefit of, or will otherwise distributed to, the Members.

13.2 Dissolution

In the event of dissolution or winding-up of the Society in accordance with the Act, any and all of the remaining assets of the Society (after payment of its liabilities) will be distributed to one or more recognized charitable or non-profit organizations or organizations affiliated with Grandin School in the province of Alberta as determined by an Ordinary Resolution at a meeting of the Directors.

ARTICLE 14 - BYLAWS

14.1 Amendments

Proposed changes to Bylaws will be communicated with twenty one (21) days notice. Bylaws can be amended or repealed by way Special Resolution at an Annual General Meeting or special meeting.

Enacted by the Directors and confirmed by the Members of the Society by Special Resolution on October 28 2020 in accordance with the Act, these bylaws rescind and replace the previous bylaws of the Society.