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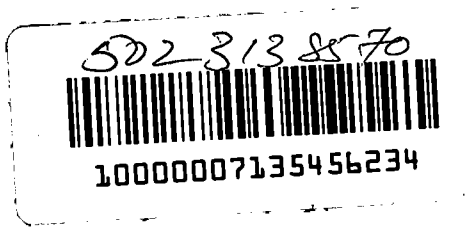

SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of STEM Collegiate Canada Society on June 16, 2025.

The by-laws were changed as follows:

• the existing by-laws are repealed and they are replaced by the attached by-laws.

Date: June 23, 2025

Signature: _____

Printed Name: Tyler Shandro
Title: Solicitor

FILED 206

JUN 24 2025

Registrar of Corporations
Province of Alberta

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STEMCOLLEGIATE
EDMONTON

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Regis. Corporations
Province of Alberta

THE SOCIETIES ACT

BY-LAWS OF
STEM COLLEGIATE CANADA SOCIETY

ARTICLE 1
GENERAL

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

1.02 Application of Funds. The income and property of the Society, whensoever derived, shall be applied solely towards the promotion of the objects of the Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, except as due and fair fees for remuneration for services actually rendered to the Society.

ARTICLE 2
INTERPRETATION

2.01 Defined Terms. In these By-laws, unless the context otherwise requires:

(a) "Act" shall mean the *Societies Act*, R.S.A. 1980, c. S-18, and the regulations made thereunder, as each may be amended from time to time, and in the case of such amendment any reference in these By-laws shall be read as referring to the amended provision;

(b) "Board" shall mean the Board of Directors of the Society;

(c) "By-laws" means the by-laws of the Society from time to time in force and effect;

(d) "Charter Board" shall have the meaning assigned to it in the *Charter Schools Regulation* (Alberta Regulation 85/2019) made under the Education Act;

(e) "Charter School" shall have the meaning assigned to it under the Education Act;

(f) "Director" shall mean a member of the Board;

(g) "Education Act" means the *Education Act*, R.S.A. 2012, c. E-0.3, and the regulations made thereunder, as each may be amended from time to time, and in the case of such amendment any reference in these By-laws shall be read as referring to the amended provision;

(h) "Executive Committee" shall mean the Executive Committee of the Board which shall consist of:

(i) the Chair;

(ii) chairs of standing committees from time to time established by the Board; and

(iii) such additional members of the Board as the Board may appoint;

(i) "General Meeting" shall include the Annual General Meeting and a Special General Meeting;

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(j) "Nominating Committee" shall mean the committee appointed pursuant to the provisions of Article 9 hereof;

(k) "Officers" shall mean the following positions:

(i) Chair;

(ii) Superintendent;

(iii) Secretary-Treasurer; and

(iv) such other officers as the Board may from time to time determine;

(l) "Parent" shall mean a parent or legal guardian of a student enrolled in the School;

(m) "School" means, collectively, the Charter School or Charter Schools to be established by the Society;

(n) "Society" shall mean STEM COLLEGIATE SOCIETY CANADA; and

(o) "Special Resolution" means a resolution passed by a majority of not less than three-quarters of such members entitled to vote as are present at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

2.02 Gender. Unless the context otherwise requires, words importing the singular number of a particular gender shall include the plural number of other genders as the case may be and vice versa.

2.03 Notices. All written notices hereinafter provided for shall be validly given by either:

(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 be deemed to have been received by the addressee seven (7) days after deposit;

(b) remitting them by courier to the last address given by the addressee to the Society, in which case they shall be deemed to have been received by the addressee three (3) days after delivery to the courier company;

(c) remitting them by hand-delivery to the last address given by the addressee to the Society, in which case they shall be deemed to have been received by the addressee on the day of delivery to such address; or

(d) remitting them by transmitting by facsimile or email to the last facsimile number or email address given by the addressee to the Society, in which case they shall be deemed to have been received by the addressee on the date of such transmission unless the sender receives notice of failure of delivery of such transmission.

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 member until he informs the Society in writing of his new address, facsimile number or email address, as the case may be.

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2.04 Act. All terms contained in the By-laws which are defined in the Act shall have the meaning assigned thereto by the Act.

2.05 Headings. The headings used in the By-laws are inserted 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

3.01 Registered Office. The registered office of the Society shall be located in the Province of Alberta.

3.02 Seal. The seal of the Society shall be such as the Board may from time to time adopt.

ARTICLE 4
MEMBERSHIP

4.01 General. Each member of the Society shall promote the objectives of the Society and the School and shall comply with the By-laws and all rules and regulations of the Society as may be established by the Board from time to time.

4.02 Classes. Membership in the Society shall be divided into two classes; that is to say, voting members and non-voting members.

(a) Voting members shall consist of the initial subscribers to the application for incorporation of the Society, the Directors and such other persons as may be designated with the unanimous vote of the Board from time to time, in each case, under such conditions or restrictions as the Board may designate. Each voting member has one vote per member.

(b) Non-voting members shall consist of such persons as may be designated by the Board from time to time and under such conditions or restrictions as the Board may designate.

4.03 Other Memberships. The Board may create other types of voting or non-voting memberships but in the creation thereof the Board shall establish and specify all necessary terms and conditions as it may deem proper and applicable to such memberships.

4.04 Fees. There shall be no dues or fees payable by members for membership in the Society except such, if any, as shall from time to time be fixed by unanimous vote of the Board, which vote shall become effective only when confirmed by a vote of the members at an Annual or Special General Meeting. The Secretary-Treasurer shall notify the members of the dues or fees at any time payable by them.

4.05 Failure to Pay Dues. In the event that any member fails to pay the annual dues or fees at any time payable by him for a period of one month following their due date or fails to comply with any of the other requirements for membership as prescribed by the Board, such member shall forthwith be removed from the roll of members in the Society but is eligible to be reinstated upon payment of the appropriate dues or fees applicable at the time of reinstatement.

4.06 Withdrawal from Membership. Any member desiring to withdraw from membership may do so by submitting to the Secretary-Treasurer his written resignation and thereupon he shall cease to be a member.

4.07 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 members of the Board.

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Prior to the vote being taken, the person proposed for expulsion shall be given fourteen (14) days' 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.

ARTICLE 5
MEETINGS OF MEMBERS

5.01 General Meetings and Annual General Meetings. The Annual General Meeting of the Society shall be held within three (3) months following the fiscal year end of the Society at such time and place in the Province of Alberta as the Board may decide to consider reports of the previous year's activities, to elect the Directors, and to transact such other items of business as may properly come before it. Without limiting the foregoing, at each Annual General Meeting, a financial statement setting out the income, disbursements, assets and liabilities of the Society for the previous fiscal year, audited and signed by the Society's auditor, shall be presented to the members of the Society. General Meetings of members of the Society may be held at such time and place in the Province of Alberta as the Chair or the Board may decide to consider and vote on any business before it.

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

5.03 Meetings on Requisition of Members. Members of the Society representing not less than twenty-five (25%) percent of the voting members of the Society may requisition the Board to call a meeting of members of the Society for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the Society. Upon receipt of the requisition, the Board shall call a meeting of the Society to transact the business stated in the requisition. If the Directors do not, within twenty-one (21) days after receiving the requisition, call a meeting, any member who signed the requisition may call the meeting.

5.04 Notice. Notice of the Annual General Meeting, notice of a Special General Meeting and notice of any other General Meeting called by the Chair or the Board shall be made by notice in writing and delivered not later than twenty-one (21) days prior to the proposed date of the meeting. Such notice shall be so delivered to each voting member, each Director, the auditor of the Society, and such other persons as the Board may designate, and shall state the day, hour and place of 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.

5.05 Waiver of Notice. Notice of any meeting of members of the Society or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any member, any Director, the auditor of the Society or any other person in writing via email or by facsimile addressed to the Society, or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a member or any other person entitled to attend at a meeting of members of the Society is a waiver of notice of the meeting, except when he attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.06 Omission of Notice. The accidental omission to give notice of any meeting of members of the Society to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at any such meeting.

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5.07 Chair. At all General Meetings, the Chair shall be chair of the meeting. In the absence of the Chair, the members shall elect one of their number to be chair of the meeting.

5.08 Quorum. At least twenty-five percent (25%) of the voting members in good standing shall constitute a quorum at any meeting. In the event that no quorum is present within thirty minutes from the time appointed for the meeting, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, upon the expiration of thirty (30) minutes the voting members present shall constitute a quorum, but shall not deal with any special resolutions.

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

5.10 Telephone Participation. A voting member or any other person entitled to attend a meeting of members of the Society may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other and a person participating in such a meeting by those means is deemed for the purposes of the Act to be present at the meeting.

5.11 Proxies. No proxies shall be accepted at any General Meeting.

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

5.13 Poll. If a poll is duly demanded, it shall be taken in such 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.

5.14 Casting Vote. In the event of a tie vote, the chair shall have a second or casting vote.

5.15 Written Resolution. A resolution in writing signed by all the members entitled to vote on that resolution shall be as effective as a resolution passed at a meeting of the members of the Society duly convened and held.

ARTICLE 6
BOARD OF DIRECTORS

6.01 General. The business and affairs of the Society shall be managed by the Board, which 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 Act, the By-laws, any special resolution 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 Board shall have the power to:

(a) set general policy affecting the future operation of the Society;

(b) appoint the Officers;

(c) establish committees of the Board, approve their terms of reference and, with the recommendations from the Chair, appoint members and chairs of the committees to serve from their appointment until the first meeting of the Board following the next Annual General Meeting;

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(d) establish a process for the Nominating Committee to present nominations for Directors at the Annual General Meeting;

(e) approve the hiring and termination of, set the salaries and other remuneration and the benefits for, and establish the terms of employment, responsibilities and job descriptions for, all employees of the Society (including any Officers who are employees);

(f) exercise general supervision over the Superintendent, the Secretary-Treasurer and other Officers appointed by the Board from time to time;

(g) manage all resources and assets of the Society in a manner consistent with the objects of the Society;

(h) perform such other duties as may generally be within the province of a board of directors of this nature;

(i) establish honorary positions or titles as considered desirable, and make such appointments thereto and prescribe terms and conditions in connection therewith;

(j) make such rules and regulations as it deems proper provided that such rules and regulations are not inconsistent with the objects and the By-laws;

(k) designate from time to time those persons authorized to execute documentation on behalf of the Society and to apply the seal of the Society thereto; and

(l) carry out the duties and responsibilities of a Charter Board as set forth in the Education Act.

The Board may delegate to the Superintendent or any other Officer, or otherwise authorize the Superintendent or any other Officer to exercise, the powers referred to above.

6.02 Duties. Every Director and Officer 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.

6.03 Number. The minimum number of Directors shall be one (1) and the maximum number shall be nine (9). A maximum of one-third of the Directors on the Board shall be Parents. A majority of the Board members will be from fields of expertise such as science and technology, accounting, business, law, education, government relations and public relations, but who have no other affiliations with the School.

6.04 Vacancies. Where a vacancy exists on the Board, a quorum of the remaining Directors may appoint a member of the Society to fill such vacancy until the expiration of the term of the Director being replaced.

6.05 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 Directors.

6.06 Appointment. The initial Directors of the Society shall be appointed by the initial members of the Society by a majority vote. Thereafter, the Directors shall be elected at an Annual General Meeting or

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appointed as hereinafter set forth. Administrators of the School and employees of the Society may not be Directors and may not be elected or appointed to the Board.

6.07 Term of Office. The initial Directors shall hold office until the first Annual General Meeting of members. At the first Annual General Meeting of the Society the voting members shall elect one-third of the persons nominated by the Nominating Committee to hold office as Directors for a three-year term, one-third of the nominees shall be elected for a two-year term, and the remaining one-third (which shall include any Directors who are Parents) shall be elected for a one-year term.

The Nominating Committee shall specify which nominees are to be elected for each of the three different initial terms. Thereafter, the term of office of a Director shall be three years more or less (or one year more or less, in the case of any Director who is a Parent) and shall commence at the Annual General Meeting at which such Director is elected and cease at the third following Annual General Meeting (or the next following Annual General Meeting in the case of Directors who are Parents); provided, however, that such Director may be re-elected in accordance with the provisions of section 6.09 hereof.

In addition, the members of the Society may, from time to time, by ordinary resolution at a special meeting called for that purpose, elect any person to hold office as a Director until the next Annual General Meeting at which time such Director shall, notwithstanding the provisions of section 6.09 hereof, be eligible to be re-elected for a term of three years more or less commencing at the Annual General Meeting; provided, however, that he may be re-elected in accordance with section 6.09 hereof.

6.08 Consent to Election. A person who is elected or appointed as a Director is not a Director unless he was present at the meeting when he was elected or appointed and did not refuse to act as a Director or, if he was not present at the meeting when he was elected or appointed, he consented to act as a Director in writing before his election or appointment or within ten (10) days after it or he has acted as a Director pursuant to the election or appointment.

6.09 Re-election. No Director shall serve for more than three consecutive terms, other than the past Chair who shall be eligible to serve for one additional year immediately following the expiration of his term as Chair provided, however, that if a Director in his third consecutive term is an Officer and is provisionally elected by the Board prior to the Annual General Meeting to be an Officer following the expiration of his third term, then he shall be eligible for re-election to the Board and may remain thereon until he ceases to be an Officer, following which he shall be ineligible for re-election at the expiration of his current term. A person being a former Director and disqualified from so serving shall be eligible for re-election or appointment to the Board at the expiration of ten (10) months from the date on which he was last a Director and may be nominated for election prior to the expiration of the said ten (10) month period.

6.10 Vacation of Office. The position as Director shall forthwith be vacated upon the holder thereof:

(a) being absent for three consecutive meetings of the Board; provided, however, that upon application and upon the Board concluding that there was adequate reason for such consecutive absences, the Board may waive the application of this disqualification on such terms as it may deem proper;

(b) if in the opinion of the Board the individual is acting in a manner detrimental to the purposes of the Society; or

(c) if the individual is disqualified from remaining as a Director for any of the reasons set out in Section 87(1) of the Education Act to the extent that the same apply to a Charter Board.

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6.11 Removal. The members of the Society may, by ordinary resolution at a special meeting called for that purpose, remove any Director from office before the expiration of his 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.

ARTICLE 7
MEETINGS OF THE BOARD OF DIRECTORS

7.01 General. The Board shall convene at the call of the Chair, or such person or persons as may be designated by him from time to time, to consider all matters referred to it by the Chair for decision.

7.02 Notice. Notice in writing of a meeting of the Directors shall be given to each Director at least three days prior to such meeting of the Directors; provided, however, that immediately following the Annual General Meeting of the Society, a Board meeting shall be held without notice at which meeting the Board shall elect the Officers of the Society by resolution.

7.03 Waiver of Notice. Notice of any meeting of Directors or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any Director in writing via email or facsimile addressed to the Society or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a Director at any meeting of Directors is a waiver of notice of the meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

7.04 Omission of Notice. The accidental omission to give notice of any meeting of Directors to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

7.05 Chair. At all Board meetings, the Chair shall be chair of the meeting. In the absence of the Chair, the Board shall elect a member of the Board to be chair of the meeting.

7.06 Quorum. At any meeting of the Board, one-third of the Directors shall form a quorum for the transaction of business. If there is no quorum within thirty (30) minutes after the time for which the meeting has been called, the meeting shall stand adjourned to the same time and place one hour later and thereat the Directors present shall constitute a quorum, the meeting shall be conducted, and its conclusions and resolutions shall be binding.

7.07 Place of Meeting. All meetings of the Board shall be held within the Province of Alberta.

7.08 Conduct of Meeting. All meetings of the Board shall be held in compliance with any applicable provisions of the Education Act relating to meetings of the governing body of a Charter Board, including, without limitation, as to the holding of such meetings in public and the circumstances in which such meetings or any part thereof may be held in private.

7.09 Telephone Participation. A Director may participate in a meeting of Directors by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Director participating in a meeting by those means is deemed for the purposes of the Act to be present at that meeting.

7.10 Voting. At all meetings of the Board, every question shall be determined by a majority of votes by show of hands. In the event of a tie vote, the chair shall have a second or casting vote.

7.11 Written Resolution. A resolution in writing signed by all of the Directors entitled to vote on that resolution shall be as effective as a resolution passed at a Directors' meeting duly convened and held.

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ARTICLE 8
ESTABLISHMENT OF OFFICERS

8.01 General. The Directors shall appoint a Chair, a Superintendent and a SecretaryTreasurer. The Board may also from time to time appoint such other Officers, employees and agents as they shall deem necessary and who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the Directors. The Directors may from time to time, and subject to the provisions of the Act and the Education Act, vary, add to or limit the duties and powers of any Officer. Any Officer appointed by the Directors must hold during the term of his appointment any qualifications prescribed by the Education Act for such position.

8.02 Removal of Officers. All Officers, employees and agents, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Directors at any time, with or without cause.

8.03 Vacancies. In the event of a vacancy in the slate of Officers, the Chair shall be empowered to appoint a replacement Officer but it shall be necessary for the Board to ratify such appointment at the next Board meeting, failing which the appointment shall be forthwith vacated and the Board shall thereupon appoint a replacement Officer.

8.04 Term of Office. Except as otherwise stated herein, the Board shall appoint Officers annually or as more often as may be required, and all Officers shall assume their duties immediately after their election or appointment and they shall continue in such office until they die, resign or become disqualified to hold office or until the Board, at the first meeting thereof after the Annual General Meeting, appoints new Officers. The term of office for all Officers who are administrators of the School or employees of the Society (including the Superintendent and the Secretary-Treasurer) shall be subject to and determined in accordance with any applicable requirements of the Education Act and any employment agreement in effect from time to time for such Officer.

8.05 Chair. The Chair shall be and remain during his term of office a Director in good standing. The position of Chair shall not be an administrative position for the School or an employment position with the Society. The Chair shall:

(a) be *ex officio* a member of every committee;

(b) act at all times in accordance with the lawful directives of the Board;

(c) without limiting the power of the Board pursuant to Section 6.01(k), be an authorized signatory to execute all contracts and other documents binding upon the Society;

(d) endeavour to preside at all meetings of the Society, of its Board, and of its Executive Committee;

(e) cause to be brought to the attention of the Executive Committee and, where he deems proper, the Board, all matters affecting the business of the Society and its operations of which he is aware;

(f) be the official spokesman for the Board, provided that he may delegate such power in regard to public pronouncements to such member of the Board as he may decide.

8.06 Superintendent. The Superintendent shall be the "superintendent" (as defined in the Education Act) for the Charter Board to be established by the Society, and shall perform all of the applicable duties and obligations of a superintendent with respect thereto. The Board shall appoint the Superintendent at or prior

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to such time as required pursuant to the Education Act. The appointment of the Superintendent shall be subject to all applicable requirements of the Education Act, including, without limitation, the prior approval of the Minister of Education of the individual appointed as the Superintendent and any limitation on the term of service of the Superintendent, in each case, as set forth in the Education Act. The Board shall entrust the day-to-day management of the School to the staff of the School to and through the Superintendent. Without limiting the scope of duties and responsibilities of the Superintendent, the Superintendent shall, subject to and in accordance with the Education Act:

(a) be the chief executive officer of the Charter Board to be established by the Society and the chief education officer of the School;

(b) carry out the duties assigned to him by the Board, including any duties of the Board delegated to him in accordance with the Education Act;

(c) supervise the operation of the School and the provision of education programs at the School; and

(d) report to the Minister of Education with respect to such matters and at such times as are prescribed by the Education Act.

8.07 Secretary-Treasurer. The Secretary-Treasurer shall be the "secretary-treasurer" (as defined in the Education Act) with respect to the Charter Board to be established by the Society, and shall perform all of the applicable duties and obligations of a secretary-treasurer with respect thereto. The Board shall appoint the Secretary-Treasurer at or prior to such time as required pursuant to the Education Act. The appointment of the Secretary-Treasurer shall be subject to all applicable requirements of the Education Act, including, without limitation, immediate notification to the Minister of Education of the appointment of the Secretary-Treasurer and the bonding of the SecretaryTreasurer, in each case, as set forth in the Education Act. Without limiting the scope of duties and responsibilities of the Secretary-Treasurer, the Secretary-Treasurer shall, subject to and in accordance with the Education Act:

(a) be directly responsible for the filing of all documents prescribed by the Act and such other documents which may be required by the Canada Revenue Agency with respect to the Society;

(b) attend and act as secretary of all meetings of the Board and of the members of the Society and shall record minutes of all such meetings and shall enter into records kept for that purpose, minutes of all proceedings at such meetings;

(c) be responsible for the maintenance of all required books of account and financial records of the Society;

(d) be responsible for the co-ordination of the preparation of the annual audit in accordance with Article 11 hereof;

(e) establish and maintain adequate systems for the control of all expenditures;

(f) establish and maintain adequate systems to ensure that the funds of the Society are properly received, adequately protected and property deposited and accounted for in accordance with normal accounting procedures;

(g) ensure that all necessary appointments of signing officers for banking and borrowing documentation are made from time to time by the Board;

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(h) endeavour to assist the Board in such other areas of financial control as the Board may require; and

(i) perform such other duties as the Board may from time to time direct.

8.08 Other Officers. The other Officers of the Society shall do all things reasonably required of them by the Board for the better functioning of the Society.

8.09 Duties of Officers may be Delegated. In case of the absence or inability or refusal to act of any Officer of the Society or for any other reason that the Directors may deem sufficient, subject to any applicable provisions of the Education Act, the Directors may delegate all or any of the duties and powers of such Officer to any other Officer or to any Director for the time being.

ARTICLE 9
NOMINATING COMMITTEE

9.01 Nominating Committee. Not less than sixty (60) days prior to each Annual General Meeting, the Executive Committee shall appoint from among the Directors a Nominating Committee consisting of a chair and two members to present nominations for Directors of the Society at the Annual General Meeting. The appointment of a member to the Nominating Committee shall not disqualify that member from nomination as a Director or a member of the Executive Committee, the Audit Committee or any other committee.

9.02 Representatives of Parents on Board of Directors. The Nominating Committee, in making its recommendations for nominees to the Board, shall endeavour to have a maximum of onethird of the Board filled by Parents.

9.03 Reporting. The Nominating Committee shall communicate its recommendations to the Chair not less than fourteen (14) days prior to the Annual General Meeting. The Chair shall cause the report of the Nominating Committee to be posted at the registered office of the Society not less than seven (7) days prior to the Annual General Meeting.

9.04 Ballot Preparation. All nominations shall be alphabetically arranged by surname on ballots to be prepared for the Annual General Meeting.

ARTICLE 10
EXECUTIVE COMMITTEE

10.01 Election. The members of the Executive Committee shall be elected at the first meeting of the Board following each Annual General Meeting.

10.02 Vacancies. Any vacancy occurring in the Executive Committee for any reason may be filled by a person designated by the Chair and the person so chosen shall continue to hold office for the remainder of the term of the vacating member.

10.03 Powers. The Executive Committee shall have all of the powers of the Board between meetings of the Board. It shall report to the Board all decisions made by it affecting the policy or operations of the Society and any such decisions shall be subject to cancellation or revision by the Board but no rights accruing to third parties by virtue of the decisions of the Executive Committee shall be affected by such cancellation or revision; provided, however, that the omission to make such reports shall not subject the Executive Committee to censure in the event that the same shall occur by inadvertence or shall be prejudicial to the confidentiality of any negotiations or other sensitive matters. The Executive Committee may delegate to the Superintendent or

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any other Officer, or otherwise authorize the Superintendent or any other Officer to exercise, the powers referred to in this Article 10.

10.04 Meetings. Meetings of the Executive Committee shall occur on the call of the Chair or of any two members of Executive Committee and may be held by telephone conference call if so convened by the Chair.

10.05 Notice. Notice of Executive Committee meetings shall be given at least two days prior to the proposed date of the meeting by the Secretary or other person appointed by the Secretary to do so; provided, however, that in the event that the Executive Committee establishes a regular date or dates or day or days in each calendar month and a regular place and time, no notices shall thereafter be required. Notice of cancellation of any such regular meeting may validly be given by telephone or email to each member.

10.06 Chair. The Chair shall be the chair of the Executive Committee meetings but in his absence he may designate a member of the Executive Committee who thereupon shall be chair.

10.07 Quorum. The quorum at an Executive Committee meeting shall be one-half of the members thereof. If there is no quorum within thirty (30) minutes following the time for which the meeting has been called, the meeting shall stand adjourned to the same time and place one hour later and thereat the members of the Executive Committee present shall constitute a quorum and the meeting may proceed.

10.08 Voting. All votes taken at an Executive Committee meeting shall be by show of hands and no proxies shall be permitted. In the event of a tie vote, the chair shall have a second or casting vote.

10.09 Written Resolution. A resolution in writing signed by all of the members of the Executive Committee shall be as effective as a resolution passed at an Executive Committee meeting duly convened and held.

ARTICLE 11
AUDITING

11.01 Audit Committee. The Board shall appoint an Audit Committee from among their number, and the Audit Committee shall be ultimately responsible for the review of all financial reporting of the Society. The Audit Committee shall consist of at least three members of the Board.

11.02 Books. Accounts and Records. The books, accounts and records of the Society shall be reviewed by the Audit Committee and thereafter audited at least once each year by a duly qualified accountant or by two members of the Society elected for the purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be approved on behalf of the Board by the Audit Committee. The fiscal year of the Society in each year shall be determined by resolution of the Board.

11.03 Inspection of Books and Records. The books and records of the Society may be inspected by any voting member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such books and records.

ARTICLE 12
COMPLIANCE WITH THE EDUCATION ACT

12.01 Compliance with the Education Act. The Society shall be in compliance with those provisions of the Education Act which apply to a Charter Board or a Charter School, including, without limitation, any School to be established by the Society and the operation thereof, and any charter approved by the Minister of Education pursuant to the Education Act for the operation of any such School. In the event of any conflict or inconsistency between such provisions of the Education Act and any such charter on the one hand and the provisions of

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these By-laws on the other hand which cannot be resolved by both being complied with, the applicable provisions of the Education Act and the charter approved by the Minister of Education shall govern and prevail.

ARTICLE 13
BORROWING POWERS

13.01 Borrowing Powers. For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in any manner it thinks fit, including, without limitation, by the issue of debentures. This power may be exercised by and under the authority of the Board, provided that in no case shall debentures be issued without the sanction of a special resolution of the members of the Society.

ARTICLE 14
REMUNERATION OF DIRECTORS AND EXPENSES

14.01 Remuneration. No person shall be entitled to any remuneration by reason of being a Director of the Society except with the approval of the Board by resolution and subject to any applicable provisions of the Education Act. Subject to any applicable provisions of the Education Act, the Directors may, by resolution, award special remuneration to any Director in undertaking any special services on the Society's behalf other than the routine work ordinarily required of a Director of the Society. The confirmation of any such resolutions referred to above by the voting members shall not be required. Subject to any applicable policies of the Society as adopted by the Board from time to time, the Directors and (subject also to the terms of any applicable employment agreement) Officers and employees of the Society shall also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Society.

ARTICLE 15
FOR THE PROTECTION OF DIRECTORS AND OFFICERS

15.01 General. No Director or Officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office of trust or in relation thereto, unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his 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; provided that nothing herein contained shall relieve a Director or Officer from the duty to act in accordance with the Act or relieve him from liability under the Act.

The Directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction, whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Directors. If any Director or Officer of the Society shall be employed by or shall perform services for the Society otherwise than as a Director or Officer or shall be a member of a firm or a member, director or officer of a body corporate which is employed by or performs services for the Society, the fact of his being a member, director or officer of the Society or body corporate or member of the firm shall not disentitle such Director or Officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

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15.02 Indemnification. Except in respect of an action by or on behalf of the Society or body corporate to procure a judgment in its favour, the Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society, or a person who acts or acted at the Society's request as a director 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 Director 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.

ARTICLE 16
BY-LAWS

16.01 Amendment. These By-laws may be rescinded, altered or added to by a Special Resolution of the voting members of the Society at a meeting of the members of the Society called for that purpose.

ARTICLE 17
WINDING-UP OR DISSOLUTION

17.01 Return of Capital. Upon the winding-up or dissolution of the Society, no capital whatsoever shall be returned to the members.

17.02 Surplus. Upon the winding-up or dissolution of the Society, the accumulated remaining funds held by the Society shall be paid to such charitable organizations registered pursuant to the *Income Tax Act* (Canada) as may be designated by the voting members.