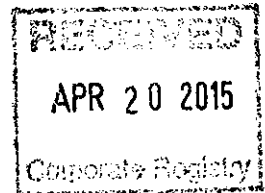


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SENATOR PATRICK BURNS SCHOOL
PARENT ASSOCIATION
2155 CHILCOTIN ROAD N.W., CALGARY, AB T2L 0X2



Special Resolution

I hereby certify that the following special resolution was passed at the Annual General Meeting of the members of

Senator Patrick Burns Parent Association

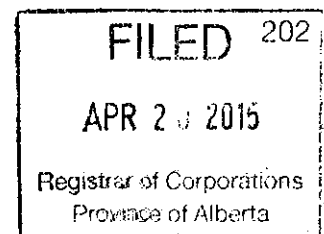
on September 15, 2014.

It was agreed upon, and is stated in the minutes of the mentioned AGM, that any corrections deemed necessary by Alberta Corporate Registries would be accepted without further consideration required.

The by-laws are changed as follows:

The existing bylaws are repealed. They are replaced by the attached by-laws.

Date: April 14/15
Signature: [Signature]
Chairman
Printed Name: MARIE SEMEWICK-EVANS



Date: April 14/15
Signature: [Signature]
Treasurer
Printed Name: Shelley Hayashi

Senator Patrick Burns Parent Association Bylaws
September 2014

1. NAME

The name of the Parent Association shall be Senator Patrick Burns Parent Association.

2. GENERAL MEMBERSHIP

- a) Any parent or guardian of a child attending Senator Patrick Burns School or member of the community who is not a paid employee of Senator Patrick Burns School is eligible to become a member of the Association.
- b) General members have the right to attend general meetings.
- c) All Board members must be General members of the association.
- d) General membership exists for one year and will be renewed for one year when the General member provides the required particulars.
- e) All General memberships must be renewed annually and prior to the AGM.
- f) Any General member has the right to resign from the association providing they give notice to the Association board in writing.
- g) Each General member has the equivalent of one (1) vote. General members have the right to vote in the following areas:
 - i. On the election of the Board at the AGM or at a Special General Meeting (section 3a, 14a))
 - ii. On modifications to Bylaws (section 12)
 - iii. On the annual budget (section 13a)
 - iv. On the audited financial statement (section 10b)
 - v. On the removal of Board members (section 3o)
 - vi. On the appointment of an auditor(s) (10a)

3. THE BOARD

- a) The Board shall be elected at the Annual General Meeting or at a Special General meeting (section 13b, 14a).
- b) The Board shall consist of 7 or 9 Members voted upon by the General membership (section 2g).
- c) The Board is composed of the Executive and Directors of the Association and shall serve until such time that their successors are elected and installed or until they resign.
- d) Resignation of a Board Member must be provided in writing to the Chairperson.
- e) Any vacancy occurring during the year shall be filled at the earliest opportunity and voted upon at the next General meeting.
- f) Any General member in good standing shall be eligible to any position on the Board.
- g) Each Board member has the equivalent of one (1) vote for any or all action items that come to a vote in the Association.
- h) In the event that a tie is recorded, the designated Chairperson for that meeting will become the tie-breaking vote.
- i) The status of the motion will be recorded in the minutes of the meeting.

- j) Meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the Chairperson.
- k) A Special Board Meeting may be called on the instructions of any three Board members provided they request the Chairperson in writing to call such Meeting and state the business to be brought before the Meeting.
- l) The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.
- m) Any five Board members constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
- n) Any Director or Executive, upon a majority vote of the board members, may be removed from office for just cause, which the Board may deem reasonable, and falls under the guidelines of the Societies Act, to serve the best interests of the Association.
- o) Any Director or Executive, upon a majority vote of the general membership, called for at a Special Resolution General meeting (14b), may be removed from office if just cause can be shown that the board member is in violation of the said by-laws without intent to rectify within the guidelines of the Societies Act.

4. ELECTION OF EXECUTIVE

- a) There shall be elected a Chairperson, Vice-Chairperson, Secretary and Treasurer. Two individuals may act as Co-Chairpersons, in which case, there will not be a Vice-Chairperson.
- b) Executive may hold their elected position for up to 2 consecutive years without re-election.

5. CHAIRPERSON AND/OR VICE-CHAIRPERSON

- a) The Chairperson, when present, will preside at all meetings of the Association.
- b) If both Co-Chairpersons are present at a meeting, one Co-Chairperson will be declared as the Chairperson of the meeting.
- c) In the absence of the Chairperson, the Vice-Chairperson will chair the Meeting.
- d) The Chairperson shall be ex-officio a member of all Committees.

6. SECRETARY

- a) It shall be the duty of the Secretary to attend all meetings of the Association and of the Board and to take minutes of the same and a copy of the minutes will be kept with school.
- b) In case of the absence of the Secretary, his/her duties, shall be discharged by such Member, as may be appointed by the Board.
- c) The Secretary shall have charge of all the correspondence of the Association and be under the direction of the Chairperson and the Board.

7. TREASURER

- a) The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the Association and keep such books as may be directed.
- b) The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.
- c) The books and records of the Association may be inspected by any General member of the Association at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Treasurer having charge of same. Each Member of the Board shall at all times have access to such books and records.
- d) The Treasurer shall prepare an annual budget reflecting the annual plan for the Association. The budget shall be presented to the members at the Annual General Meeting for approval.

8. DIRECTORS

There may be three or five Directors on the board who oversee the activities of the Association.

- a) Directors may choose to hold their elected position for up to 2 consecutive years without re-election.

9. FINANCE

- a) Disbursement of funds must be approved by a majority vote of the Board.
- b) Reasonable expenses incurred by members while carrying out duties of the Association will be reimbursed, provided that the expenditure was approved by the Board and with the submission of receipts or invoices.
- c) Two signatures of the Executive are required on all cheques being issued.
- d) All contracts of the Association must be signed by persons who have been authorized to do so by resolution of the Executive.
- e) The Association shall not make any loans to any Members or outside parties.
- f) The Association shall not borrow funds for any reason.

10. AUDITING

- a) The books, accounts, and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two General members of the Association elected for that purpose at the Annual General Meeting.
- b) A complete and proper statement, of the standing of the books, for the previous year, shall be submitted by such auditor at the Annual General Meeting of the Association.
- c) The fiscal year of the Association shall be September 1 to August 31.

11. REMUNERATION OF MEMBERS

Unless authorized at any meeting and after notice for same shall have been given, no officer or director of the Association shall receive any remuneration for his/her services.

12. BYLAWS

The Bylaws may be rescinded, altered, or added to by Special Resolution, as specified to in Societies Act, at an Annual General Meeting or Special General Meeting. A minimum of 75% of the attending General members must vote in favour of the special resolution.

13. GENERAL MEETINGS

Annual General Meetings

- a) This Association shall hold an Annual General Meeting within 120 days following the fiscal year end date of August 31. At the Annual General Meeting, the Board will present the following:
 - i. annual report for the past fiscal year for information
 - ii. the audited financial statement for the past fiscal year for approval
 - iii. the annual budget for approval
- b) At the Annual General Meeting elections will be held for any vacant executive or directors positions to form the Board of Directors.
- c) General members will be notified of Annual General Meetings by school website posting and the proposed business of the Meeting shall be posted 21 days in advance of such a meeting.
- d) Any five General members constitute a quorum for Annual General Meetings.

14. Other General Meetings

- a) A Special General Meeting may be called by the Chairperson, if a vote of General Members is required on any matter.
- b) A Special General Meeting may be called on the instructions of any three General Members provided they request the Chairperson in writing to call such Meeting, and state the business to be brought before the Meeting.
- c) General members will be notified of Special General Meetings by school website posting and/or email and the proposed business of the meeting shall be posted 21 days in advance of such meeting.
- d) Any five General members constitute quorum for Special General Meetings.

15. DISSOLUTION OF THE ASSOCIATION

In the event of the dissolution (closing) of the Association, which shall require a Special Resolution of the membership, the assets of the Association will be disposed of through donations to one or more charitable organizations with similar objectives related to supporting teaching and learning, which are agreed upon by the Board.