

SCHEDULE A
EGPA REVISED BY-LAWS

**BY LAWS
OF
EARL GREY PARENTS' ASSOCIATION**

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1. INTERPRETATION

1.1 Definitions

In these Bylaws of the Association, unless the context otherwise requires:

- (a) “**Annual General Meeting**” means the Annual General Meeting of the Members as referred to in Section 5.3(b).
- (b) “**Association**” means “Earl Grey Parents’ Association”.
- (c) “**Auditors**” means the Auditors of the association as defined in Section 15(a).
- (d) “**Board**” means the board of directors of the Association.
- (e) “**Board Members**” means the Directors and Officers who are members of the Board.
- (f) “**Board Resolution**” means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter,
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a Regular Meeting of the Board,
 and a Board Resolution approved by any of these methods is effective as though passed at a Regular Meeting of the Board.
- (g) “**Bylaws**” means the bylaws of the Association as filed in the office of the Registrar.
- (h) “**Chairperson**” means the Person elected and currently serving in the office of chair of the Board of the Association in accordance with these Bylaws.
- (i) “**Directors**” means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors.
- (j) “**Electronic Means**”, in respect of attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms.
- (k) “**General Meeting of the Members**” means an Annual General Meeting or a Regular General Meeting of the Members.
- (l) “**Member**” means a person admitted to membership of the Association under Section 2.2.
- (m) “**Officers**” means those persons appointed to the officer positions listed under Section 3.1(b).

- (n) **“Ordinary Resolution”** means:
- (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted general meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a general meeting and the votes cast by Electronic Means, or
 - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the Members,
- and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Members.
- (o) **“Registrar”** means the Registrar as defined in the *Societies Act*.
- (p) **“Registered Office”** means the registered office of the Association as defined in Section 8(a).
- (q) **“Regular General Meeting of the Members”** means the meetings of the Members referred to in Section 5.3(a).
- (r) **“Regular Meeting of the Board”** means a meeting of the Board as referred to in Section 5.4(a).
- (s) **“School”** means Earl Grey School.
- (t) **“Societies Act”** means the *Societies Act*, RSA 2000, c S-14.
- (u) **“Special Resolution”** means a Special Resolution as defined by the Societies Act.
- (v) **“Special General Meeting”** means a Special General Meeting of the Members as referred to in Section 5.3(c).
- (w) **“Special Meeting of the Board”** means a meeting of the Board referred to in Section 5.4(b).

2. MEMBERSHIP

2.1 Eligibility for Membership

A person may be eligible to be accepted as a Member if he or she:

- (a) has a vested interest in the educational well-being of students enrolled in the School, for example, including but not limited to parents and guardians of children attending the School,
- (b) is interested in furthering the objectives of the Association,

- (c) is a resident of Alberta,
- (d) is eighteen (18) years of age or older, and
- (e) is in good standing with the Association.

2.2 Admission to Membership

Persons are admitted to membership upon:

- (a) the submission of a written application to the Board, and
- (b) the ratification of the membership by the Board.

2.3 Membership

- (a) The majority of Members shall be parents or guardians of students currently enrolled in the School.
- (b) Membership must be renewed annually.
- (c) Members shall have voting privileges at any meeting of the Members.
- (d) Membership is not transferable by a Member.

2.4 Membership of the School Principal or Staff Members

- (a) The Principal of the School, or a designated representative approved by the Board, will be a Member.
- (b) The Principal and staff members of the School can choose to have an Associate Membership only.
 - (1) As Associate Members, the Principal and all other staff members shall serve as resource people and in an advisory capacity; however, they will not have voting rights at any General Meeting of the Members or Regular Meeting of the Board.
- (c) Neither the Principal nor any staff member shall have signing authority for the Association.
- (d) The Principal, by virtue of the *Education Act*, SA 2012, c E-0.3, shall have the power of veto relating to actions directly affecting the School building, staff or students, but not relating to financial expenditures, revenues or investments of the Association.

2.5 Ratification of Membership

- (a) The Board will ratify the Members by a Board Resolution at the first Regular Meeting of the Board following November 1st.
- (b) The Board will cause the Association to update the membership register in case of a change of membership, though failure to update the membership

register does not invalidate the Board's ratification of a change in membership.

- (c) The Board may refuse or postpone a request for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Association.

2.6 **Withdrawal of Membership**

- (a) Any Member wishing to withdraw from membership may do so upon giving notice in writing or verbally to the Board through its Secretary.
- (b) Any Member, upon a majority vote of all Members of the Association in good standing and present at a Special General Meeting of the Members called for that purpose, may be suspended or expelled from membership for any cause that the Association may deem reasonable.

2.7 **Membership Fees**

- (a) Membership fees, if any, in the Association shall be determined from time to time by the Members at an Annual General Meeting.
- (b) If any Member is in arrears for membership fees, such Member shall be automatically suspended at the expiration of sixty (60) days from the date on which such membership fee is due and payable, and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.

3. **BOARD OF DIRECTORS**

3.1 **Composition of the Board**

- (a) The Board may be comprised of no more than ten (10) Directors which shall include the following Officers and Directors:
 - (1) Officers:
 - (A) President,
 - (B) Vice President,
 - (C) Secretary, and
 - (D) Treasurer,
 - (E) and officer positions created at the Board's discretion.
 - (2) There must be a minimum of one (1) Director and at most ten (10) Directors.

- (b) The Officers and Directors so elected shall form a Board, and shall serve until their successors are elected and installed.
- (c) Any vacancy occurring during the year shall be filled at the earliest possible date at a Members or Board meeting, provided it is so stated in the notice calling such meeting.
- (d) Any Member in good standing shall be eligible to any office in the Association.

3.2 Election of Directors

- (a) Directors will be elected by the Members in good standing at a General Meeting of the Members and will take office commencing at the close of such meeting or as otherwise agreed upon by the Members.
- (b) A Director may be re-elected as Director for a maximum of four (4) consecutive terms.

3.3 Election of Officers

- (a) Officers will be elected by the Board and shall hold office until the earlier of the following:
 - (1) a successor is appointed and installed,
 - (2) the Officer is removed by the Board, and
 - (3) the Officer resigns.
- (b) Officers will serve for a term of one (1) year, unless sooner ceasing.
- (c) An Officer may be re-elected for the same position for a maximum of four (4) consecutive terms.

3.4 Resignation or Removal of Directors or Officers

- (a) Any Director or Officer may resign his/her position by providing written notice to the Board.
- (b) Any Director or Officer may be removed from office at any time, with or without cause, by majority vote of the Board whenever, in its judgement, the best interests of the Association will be served thereby.

3.5 Powers of the Board

- (a) The Board, by Board Resolution, may create officer positions and remove said officer positions at its discretion.
- (b) 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.

3.6 **Board Committees**

- (a) Standing and ad hoc committees will be formed as necessary by the Board and will operate on an ongoing basis with specified lengths of terms for Members.
- (b) The Board may establish such standing committees and appoint Members thereto as may required from time to time, to fulfill and carry out the objectives and duties of the Board.
- (c) Any such standing committees shall exist at the pleasure of the Board and shall consist of at least one (1) Director who shall be the chairperson thereof.
- (d) Committees will meet outside of Meetings of the Board or General Meetings of the Members to complete their assigned tasks as per the direction of the Board and present a report of their activities at meetings as requested.

4. **DIRECTOR AND OFFICER DUTIES**

4.1 **Duties of President**

The President shall have general knowledge of all activities of the Association and will carry out duties assigned by the Association.

- (a) The President will be the Chairperson at all General Meetings of the Members and Meetings of the Board, unless otherwise delegated. In his/her absence, the Vice President shall preside at any such meetings, and in the absence of both, a Chairperson may be elected by the meeting to preside thereat.
- (b) The President shall be copied on all Association communications and will review any communications to the membership, parent body, School community or public prior to distribution and shall include the Vice-President in same.
- (c) The President shall have a vote at any meeting.
- (d) The President will be an ex-officio member of all Committees.

4.2 **Duties of Vice-President**

- (a) The Vice-President shall assist the President in all Association activities and will carry out other duties assigned by the President.
- (b) In the event of absence, resignation, incapacity or extended leave of absence of the President, the Vice-President shall fulfill the responsibilities of the President until the next elections at the Annual General Meeting. The President's position remains vacant until the new President is elected.
- (c) In the absence of both the President and the Vice-President from meetings, a Chairperson may be elected or appointed at the meeting to preside.

- (d) The Vice-President will be copied on all Association communications and will review any communications to the membership, parent body, School community or public prior to distribution.

4.3 Duties of Secretary

- (a) It shall be the duty of the Secretary to attend all General Meetings of the Members and Meetings of the Board to keep accurate minutes of the same and to prepare these for distribution.
- (b) He/she shall have charge of the seal, if any, of the Association, which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.
- (c) In case of the absence of the Secretary, the Secretary's duties shall be discharged by such Officer or Director as may be appointed by the Board.
- (d) The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.
- (e) The Secretary shall also keep a record of all the Members and their addresses, send all Association correspondence/notices as required, and shall collect and receive membership dues, if any, as levied by the Association, such monies to be promptly turned over to the Treasurer for deposit in a bank, trust company, credit union or Treasury Branch as hereinafter required.

4.4 Duties of Treasurer

The Treasurer shall:

- (a) 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,
- (b) properly account for the funds of the Association, keep such books as may be directed and disburse funds as required, and
- (c) 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 as hereinafter set forth of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association,
- (d) prepare and file the Society Annual Return with the Registrar, including the audited financial statements of the Association, and
- (e) prepare and file the annual Alberta Gaming, Liquor and Cannabis financial reporting package to the Alberta Gaming, Liquor and Cannabis Commission.

4.5 Duties of Officers and Directors at Large

All Board Members will:

- (a) attend Annual, Regular and Special General Meetings of the Members,
- (b) be prepared for, attend, and actively participate in, all meetings of the Board,
- (c) actively support the initiatives and actions of the Association,
- (d) approve, where appropriate, policy and other recommendations received from the Board and its standing committees,
- (e) review the Bylaws and recommend Board-approved Bylaw changes to the membership,
- (f) review the Board's structure, approve changes, and prepare necessary Bylaw amendments,
- (g) participate in the development of the Association's plan and annual review,
- (h) review the annual budget for the Association and submit to the membership for approval,
- (i) assist in developing and maintaining positive working relations among the Board, committees, School and School council to support and enhance education in the School community,
- (j) allow for opinions and positions of all Members to be voiced and heard in a safe, respectful environment,
- (k) act as a leader and an ambassador of the Association,
- (l) strive to reach consensus in all areas. If a consensus cannot be reached, Board Members will accept, and adhere to, the majority decision of the Board,
- (m) address operational concerns openly and with input from Board Members, and
- (n) address personal concerns relating to Board Members' roles privately, constructively, respectfully, and in a timely manner.

5. MEETINGS

5.1 Quorum

- (a) Five (5) Members in good standing shall constitute a quorum at any meeting of the Members.
- (b) Any three (3) Board Members, shall constitute a quorum of the Board. Meetings of the Board may 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 Regular Meeting of the Board; otherwise they shall be null and void.

5.2 Irregularities or Errors

Irregularities or errors done in good faith do not invalidate acts done by any Special general Meeting, Regular General Meeting of the Members or Regular Meeting of the Board. No action taken at a meeting is invalid due to accidental omission to give notice to any Member, any Member not receiving any notice, or any error in any notice that does not affect the meeting.

5.3 Meetings of the Members

(a) Regular General Meeting of the Members

General Meetings of the Members may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing delivered to the students at least seven (7) days prior to the date of such meeting.

(b) Annual General Meetings

- (1) This Association will hold an annual meeting on or before May 30th in each year, by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required.
- (2) Only the matters set out in the notice for the Annual General Meeting may be considered at the Annual General Meeting.
- (3) At this meeting there shall be elected a President, Vice President, Secretary, Treasurer and at least one (1) but not more than six (6) other Directors.

(c) Special General Meetings

- (1) A Special General Meeting shall be called by the President or Secretary upon receipt by him/her of a petition signed by one third of the Members in good standing.
- (2) No less than seven (7) days' notice in writing will be required using a newsletter, website, email, text and/or social media.
- (3) If a Special Resolution will be proposed, no less than twenty-one (21) days' notice will be required, specifying the intention of the Special Resolution.
- (4) Only matters set out in the notice for the Special General Meeting may be considered at the Special General Meeting.

(d) Ordinary Resolution Sufficient

- (1) Any issue at a Meeting of the Members which is not required by these Bylaws or the Societies Act to be decided by a Special Resolution will be decided by an Ordinary Resolution.

5.4 Board Meetings

(a) Regular Meeting of the Board

- (1) Regular Meetings of the Board shall be held as often as may be required, and shall be called by the President.
- (2) All Members of the Association are allowed to attend and observe Meetings of the Board. At the discretion of the President, Members may participate in discussions and ask questions, but shall not be permitted to make, second or vote on a motion.
- (3) Regular Meetings of the Board may be held without notice if a quorum of the Board is present, provided that any business transactions shall be ratified at the next Regular Meeting of the Board; otherwise they shall be null and void.
- (4) A topic to be discussed at a Regular Meeting of the Board may be deemed to be "in camera" or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the topic is of a personal, sensitive or confidential nature.

(b) Special Meeting of the Board

- (1) A Special Meeting of the Board may be called on the instruction of any two (2) Board Members thereof provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.
- (2) All or any portion of a Special Meeting of the Board may be deemed to be "in camera" or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the content of the meeting or agenda item is of a personal, sensitive or confidential nature.

(c) Notice

Meetings of the Board will be announced by providing no less than seven (7) days' notice in writing, using a newsletter, website, email, text and/or social media or three (3) days' notice verbally by telephone or in person.

6. VOTING

6.1 Members Voting

Any Member who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any Meeting of the Members. Such votes must be made in person and not by proxy or otherwise. Members will vote by show of hands or by secret ballot where 50% + 1 will be considered the majority, except in the case of a Special Resolution.

6.2 Board Voting

- (a) Each Board Member will have one (1) vote. Such votes must be made in person and not by proxy or otherwise. Board Members will vote by show of hands where fifty percent (50%) plus one (+1) will be considered the majority.
- (b) The President may authorize an electronic vote by email if a situation needs to be acted upon by the Board between physical meetings. In the case of an electronic vote, a quorum shall be constituted when at least sixty percent (60%) of the Board Members cast a vote by email. Any motion taken electronically will be formally recorded into the minutes of the next Board meeting.

6.3 Voting Ties

- (a) In the case of a tie, the motion is defeated.

6.4 Conflicts of Interest

- (a) Any Member or Board member having a personal pecuniary gain or conflict of interest in any matter being discussed by the Members or the Board is required to declare such and absent himself/herself from any discussion or vote on such matter.

7. ELECTRONIC MEETING AND VOTING

7.1 Electronic Meetings

- (a) A person is entitled to attend a Meeting of the Members or a Board Meeting by Electronic Means.
- (b) A Meeting of the Members or a Board Meeting may be held entirely by Electronic Means.
- (c) A person attending a meeting by electronic means under clause 7.1 (a) or (b) is deemed to be present in person at the meeting.

7.2 **Electronic Voting**

- (a) A person attending a meeting by Electronic Means under clause 7.1 (a) or (b) who is entitled to vote at the meeting may vote by any electronic, telephonic or other method that the Association has made available for that purpose.

8. **GENERAL MANAGEMENT**

- (a) The registered office of the Association is located within the School ("**Registered Office**").
- (b) The mailing address for all communication or correspondence shall be the Registered Office.
- (c) To maintain integrity, minute books and financial records will be securely stored and may be inspected by any Member in good standing of the Association upon reasonable request, including the reason for inspection.
- (d) Such inspection may only take place at the Registered Office, in the presence of a Board Member, and dual control (two (2) people present, one (1) of whom is a Board Member) will be maintained at all times.

9. **REMUNERATION**

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

10. **BORROWING POWERS**

For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

11. **ASSOCIATION SEAL**

If the Association has adopted a seal, the Secretary shall have custody of the seal, and use it accordingly as directed by the Board.

12. **INSURANCE AND INDEMNITY**

12.1 **Insurance**

For the purpose of carrying out its objectives, the Association will annually review and carry liability insurance as deemed necessary by the Board, or if required by the policies of the School or School board.

12.2 Indemnity

- (a) Every Director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Association and his/her heirs, executors, and administrators and estate, shall be indemnified and saved harmless out of the funds of the Association from and against all costs, charges, and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced, or prosecuted against him/her for, or in respect of any act, deed, matter, or thing, whatsoever made, done, or permitted by him/her, or any other Director or Directors, in or about the execution of the duties of their office, and also from and against all other costs, charges, and expenses which he/she sustains or incurs, in or about, or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his/her own willful neglect or fraudulent misconduct.
- (b) No Officer or Director is liable for the acts of any other Officer, Director or Member.
- (c) No Officer or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association.
- (d) No Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

13. BANKING

- (a) The banking of the Association including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be determined by the Board and shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time prescribe or authorize.
- (b) All securities owned by the Association shall be lodged in the name of the Association with a chartered bank or trust company or be placed in a safety deposit box or in such other depositories as may from time to time be determined by the Board.

14. CONTRACTS

Deeds, transfers, conveyances, assignments, contracts, charges, mortgages, bonds, debentures, securities, obligations, certificates and other instruments may be signed by any two (2) Directors as the Board may from time to time determine, with or without affixing the Association seal thereto, if any. All cheques, drafts or orders for the payment of money and all

notes and acceptances and bills of exchange shall be signed by any two (2) Directors as the Board may from time to time determine.

15. 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 any two (2) Members who are not the Treasurer (the “**Auditors**”).
- (b) The financial statements for the previous year shall be audited and signed by the Auditors and presented by the Auditors at the Annual General Meeting.
- (c) Unless otherwise determined by the Board, the fiscal year of the Association in each year shall terminate on August 31.

16. PRIVACY

- (a) The Association shall not collect, use, share or store personal information for purposes other than those of Association business, and shall destroy it appropriately once it is no longer needed.
- (b) The Association will adhere to the *Personal Information Protection Act, SA 2003, c P-6.5* guidelines as required by Alberta legislation, and voluntarily where appropriate.

17. CONFLICT RESOLUTION

- (a) If at any time ten (10) Members, or five (5) Members and greater than fifty percent (50%) of the Board Members, of the Association are of the opinion that the Association is in a state of conflict such that its operation is significantly impaired, they may deliver a written “Special General Meeting of the Members” request signed by them to all Board Members.
- (b) Upon receipt of such, the President will call a Special General Meeting of the Members, providing due notice as stated, and Members in attendance will have an opportunity to hear and discuss the issues causing conflict.
- (c) On motion, a vote shall be held respecting a proposed resolution to the conflict, and if a majority of voting Members present vote in favour of the resolution proposed, the Association will immediately act upon the resolution, as directed by the assembly.

18. BYLAWS

- (a) All Members are responsible for behaving in accordance with the Bylaws and objectives of the Association.
- (b) The Association Bylaws and operations will be in accordance with the laws of Alberta, the Societies Act and any other governmental legislation relating to the Association’s operation and objectives.

- (c) The Bylaws may be rescinded, altered or added to by a "Special Resolution." Changes to the Bylaws do not come into effect until the Special Resolution(s) is registered at Corporate Registry. Special Resolution(s) sent to the Corporate Registry shall be dated and verified by a person authorized by the Association.
- (d) Any question regarding the proper application and interpretation of these Bylaws shall be determined by the chairperson of any Association meeting. The chairperson's decision may be appealed by a voting Member and can be overturned by a simple majority vote at a Special General Meeting of the Members called in accordance with the Conflict Resolution clause in these Bylaws.

19. POLICIES AND PROCEDURES

A Policy and Procedure Manual may be created, maintained and reviewed annually by the Board. Members in good standing may put forward policies to the Board for consideration and/or implementation.

20. DISSOLUTION OF THE ASSOCIATION

- (a) In the event of the dissolution (closing) of the Association, which shall require a Special Resolution of the Members, the assets remaining after payment of all debts and liabilities shall be transferred to the School with the exception of gaming proceeds.
- (b) All remaining gaming proceeds, after payment of all debts and liabilities, shall be disbursed to eligible charitable groups or purposes as per Alberta Gaming, Liquor & Cannabis Commission regulations.

Date: _____

President (clearly print name)

President's Signature

Vice-President (clearly print name)

Vice-President's Signature

Secretary (clearly print name)

Secretary's Signature

Treasurer (clearly print name)

Treasurer's Signature