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RIVERSIDE PARENT SOCIETY
(the "Society")

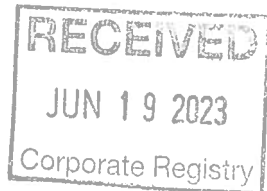
CERTIFIED MEMBERS' SPECIAL RESOLUTIONS

I, Kelsey Meyer, the Secretary of the Society, hereby certify for and on behalf of the Society and not in my personal capacity and without personal liability, that attached as Appendix "A" hereto is a true and correct copy of certain resolutions, unanimously passed by the voting Members of the Society on May 18, 2023.

I certify that, as of the date hereof, the foregoing resolutions are in full force and effect, without amendment, modification or rescission.

DATED the 18th day of May, 2023.

Per: *Kelsey Meyer*
as Authorized Officer of the Society
Name: Kelsey Meyer
Title: Secretary



Appendix "A"

SPECIAL RESOLUTION OF THE MEMBERS OF RIVERSIDE PARENT SOCIETY (the "Society")

The following special resolutions are passed pursuant to the *Societies Act* (Alberta) at the Special Meeting of Members, by the vote of not less than seventy-five percent (75%) of those members who, if entitled to do so, vote in person or by proxy (the "**Members**");

AMENDMENT OF BY-LAWS AND ALTERATION OF OBJECTS

WHEREAS:

- A. The Society desires to repeal and replace the by-laws of the Society (the "**By-laws**") and alter the objects of the Society (the "**Objects**") to reflect the name change of the Society from "Langevin Parent Society" to "Riverside Parent Society" and to reflect recent legislative changes affecting the Society to provide more currency to the By-laws and Objects.
- B. The Society's Board of Directors has reviewed the amended By-laws and the altered Objects and has recommended that the Members approve the amended By-laws to replace the current By-laws and approve the altered Objects to replace the current Objects.
- C. The amendment of the By-laws and the alteration of the Objects requires a Special Resolution of the Members.
- D. The Members unanimously desire:
 - a. to repeal the current By-laws and approve the replacement and registration of the amended By-laws (in the form attached as Schedule "A") with the Alberta Registrar; and
 - b. to repeal the current Objects and approve the registration of the altered Objects (in the form attached as Schedule "B") with the Alberta Registrar.

NOW THEREFORE BE IT RESOLVED THAT:

- 1. Effective as of the date hereof, the current By-laws of the Society are hereby repealed and replaced in their entirety with the amended By-laws;
- 2. The amended By-laws of the Society dated May 18, 2023 (in the form attached as Schedule "A") being By-laws relating generally to the conduct of the business and affairs of the Society, are hereby ratified, confirmed and approved, without amendment and shall be registered with the Alberta Registrar;
- 3. Effective as of the date hereof, the current Objects of the Association are hereby repealed;
- 4. The altered Objects of the Association dated, May 18, 2023 (in the form attached as Schedule "B") are hereby ratified, confirmed and approved, without amendment and shall be registered with the Alberta Registrar; and
- 5. Any one officer or director of the Society is hereby authorized and directed, for and on behalf of the Society, to execute, deliver, sign and file the amended By-laws and all such agreements, certificates, notic-

es, consents, documents and other instruments, and to do all acts and things, as they may consider necessary or desirable for the implementation of this resolution.

Dated the 18th day of May, 2023.

**SCHEDULE "A"
BY-LAWS**

Riverside Parent Society

Bylaws



ARTICLE 1 – PREAMBLE

- 1.1 The Society. The name of the Society is the Riverside Parent Society hereinafter referred to as the Society.
- 1.2 The Object of the Society. The objective of the Society is to create a fundraising body for Riverside School.
- 1.3 On May 18, 2023, the established bylaws were rescinded and replaced by the Membership.
- 1.4 The Bylaws. The following articles set forth the Bylaws of the Riverside Parent Society.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 DEFINITIONS

In these Bylaws, the following words have these meanings.

- 2.1.1 Act means the Societies Act R.S.A. 2000 Chapter S-14 Current as of December 11, 2018
- 2.1.2 Active Member means any parents, legal guardians or extended family members of a student in attendance or registered for attendance at Riverside School.
- 2.1.3 Annual General Meeting means the Annual General Meeting of the Members.
- 2.1.4 Board means the Board of Directors elected pursuant to these Bylaws.
- 2.1.5 Bylaws means the Bylaws of this Society.
- 2.1.6 Director means any person elected or appointed to the Board.
- 2.1.7 Member means a Member of the Society.
- 2.1.8 Parent(s) means the parent, legal guardian or extended family member of a student in attendance or registered for attendance at Riverside School.
- 2.1.9 School means the Riverside School, 107 6A St NE, Calgary, T2E 0B7.
- 2.1.10 School Council means the Riverside School Council.
- 2.1.11 School Year means a period commencing with the start of the school year and ending the day before the start of the following school year as set by the Calgary Board of Education.
- 2.1.12 Society means the society known as the Riverside Parent Society.
- 2.1.13 Special Meeting means a special meeting of the Members.
- 2.1.14 Special Resolution means:
- (a) a resolution passed:
 - (i) at a meeting of which not less than twenty-one (21) days' notice specifying the intention to

propose the resolution has been duly given; and

(ii) by the vote of not less than seventy-five percent (75%) of those members who, if entitled to do so, vote in person or by proxy.

(b) a resolution proposed and passed as a Special Resolution at a meeting of which less than twenty-one (21) days' notice has been given, if all the members entitled to attend and vote at the meeting, so agree; or

(c) a resolution consented to in writing by all members who would have been entitled at a meeting to vote on the resolution in person, or where proxies are permitted, by proxy.

2.2 INTERPRETATION

In these Bylaws:

(a) the singular shall include the plural and the plural the singular;

(b) the word "person" shall include corporations and societies; and

(c) masculine shall include the feminine.

ARTICLE 3 – MEMBERSHIP

3.1 CLASSIFICATION OF MEMBERSHIP

There are two categories of Membership which shall convey voting rights

(a) Parent Membership

Any person being a parent (as defined in article 2.1.8) of a student attending Riverside School, being the full age of 18 years, is a voting member of the Society.

(b) Community Membership

Any community member, being the full age of 18 years, interested in furthering the Object of the Society may become a Member upon approval of the board and members.

3.2 MEMBERSHIP FEES

There are no membership fees to belong to the Society.

3.3 MEMBERSHIP YEAR

The membership year coincides with the School Year.

3.4 MEMBERSHIP RESPONSIBILITY

Members are responsible for behaving in accordance with the Bylaws and Object of the Society.

3.5 VOTING PRIVILEGES OF MEMBERS

All Members (including president) with voting privileges are entitled to one vote on all motions and resolutions at meetings of the Society. In the event of a tie, the president shall break the tie.

3.6 TERMINATING MEMBERSHIP

3.6.1 A Parent membership is terminated when the Member's child is no longer a student registered in the School.

3.6.2 A membership may be terminated by a Member submitting a letter of resignation to the Secretary. The

date the letter is received will be the date the membership was terminated.

3.6.3 Any member may be expelled from membership for any demonstrable cause that jeopardizes the ethics or integrity of the society or the ability of the society to meet the society objective through the following procedure;

- (a) Recommendation to terminate a membership will be made to the Board;
- (b) The member whose membership has been recommended for termination must be informed in writing of the elements that jeopardize the Society with the opportunity to respond in writing and/or at a special meeting;
- (c) The Member shall be given written notice at least one (1) week prior to the Special Meeting called to discuss same; and
- (d) Upon a majority vote of all members of the Society in good standing present at a special meeting called for the purpose of discussing said expulsion.

3.7 REINSTATEMENT OF TERMINATED MEMBERSHIP

Any person, whose membership has been terminated by the Society, may apply for reinstatement by demonstrating that the elements that jeopardized the Parent Society have been resolved. The resolutions will be presented to the Parent Society and thoroughly documented in Parent Society minutes. The person will be reinstated if approved by a majority vote of all members of the Society in good standing, present at a Special Meeting called for the purpose of discussing said reinstatement.

3.8 LIMITATION ON THE LIABILITY OF MEMBERS

No Member, in his individual capacity, is liable for any debt or liability of the Society.

3.9 CONFLICT OF INTEREST REGARDING MEMBERS

The activities of the Society are not carried out for the purpose of personal financial gain of its Members.

3.10 ARBITRATION AND/OR MEDIATION

Arbitration and/or mediation may be used by Members to resolve disputes arising out of the affairs of the Society. If the dispute is not resolved by mediation, the decision of the Arbitrator shall be binding on all parties.

ARTICLE 4 – MEETINGS

4.1 ANNUAL GENERAL MEETING

4.1.1 The Annual General Meeting will be held within sixty (60) days of the start of the School Year, at the place, day and time as established by the Board in consultation with the Riverside School Council.

4.1.2 Written notice shall be given to all Members at least twenty-one (21) days prior to the meeting.

4.1.3 The Agenda for the Annual General Meeting shall include:

- (a) the President's report of the previous year's activities;
- (b) the Treasurer's report and the Audited Financial Statements;

- (c) the Board be given the authority to appoint two (2) Members of the Society to audit the Financial Statements prior to the next Annual General Meeting; and
- (d) any other business of the Society, except that no vote shall be taken upon any matter for which notice of a Special Resolution is required, unless such notice has been given.

4.1.4 *Quorum*

Attendance by at least four (4) Members present and entitled to vote, as outlined in Article 3.1, is a quorum.

4.1.5 *Voting*

Voting shall be made by Members, as qualified in Article 3.1, by a show of hands unless a ballot is requested by any four (4) Members in attendance and entitled to vote. Any resolution or motion presented for a vote at a Meeting shall be deemed approved when supported by a simple majority.

4.2 REGULAR MEMBERSHIP MEETINGS

4.2.1 *Calling Meetings*

There shall be a minimum of six (6) meetings held between Annual General Meetings at the time and place determined by the President, upon consultation with the School Council. Additional meetings may also be held when requested by Members of the Board. Written notice of Regular Membership Meetings will be given a minimum of seven (7) days in advance.

4.2.2 *Quorum*

Attendance by at least four (4) Members present and entitled to vote is a quorum.

4.2.3 *Voting*

Voting shall be made by Members, as qualified in Article 3.1, by a show of hands, unless a ballot is requested by any four (4) Members in attendance and entitled to vote. There will be no proxy votes. Any resolution or motion presented for a vote at a Meeting shall be deemed approved when supported by a simple majority. In the event that a vote could not be held due to insufficient information, an email vote will be accepted from members who were in attendance at the specific meeting in which the information was presented; once the additional information has been provided.

4.3 SPECIAL MEETINGS

4.3.1 *Calling of a Special Meeting*

A Special Meeting shall be called by the President or Secretary upon the receipt of:

- (a) a resolution of the Board to that effect; or
- (b) a resolution of the School Council; or
- (c) a written request of at least one-third (1/3) of the Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

4.3.2 *Written notice* shall be given to all Members at least twenty-one (21) days prior to the meeting.

4.3.3 The Agenda for the Special Meeting will consist of only those matters set out in the notice for the Special Meeting.

4.3.4 *Quorum*

Attendance by at least four (4) Members present and entitled to vote is a quorum.

4.3.5 Voting

Voting shall be made by Members, as qualified in Article 3.1, by a show of hands or by proxy, unless a ballot is requested by any four (4) Members in attendance and entitled to vote. Any resolution or motion presented for a vote at a Meeting shall be deemed approved when supported by a simple majority.

4.4 ADJOURNMENTS OF MEETINGS

The President, Vice President or acting chair of a meeting can table a topic and adjourn a meeting at any time as needed.

4.5 ROBERT'S RULES OF ORDER

Robert's Rules of Order shall have final jurisdiction in the governing procedures at the meetings of the Society so long as they are not inconsistent with the provision of the Act or these Bylaws

ARTICLE 5 – BOARD OF DIRECTORS

5.1 POWERS OF THE BOARD

5.1.1 The Board is responsible for:

- (a) carrying out the Object of the Society in consultation with the Principal and/or School Council;
- (b) carrying out the day-to-day administration of the Society's activities;
- (c) carrying out the requirements of these Bylaws;
- (d) carrying out directions given it from the Members by a motion passed;
- (e) the development and review of policies and procedures to guide and assist the Society in carrying out its Object;
- (f) appointing short term (Ad Hoc) committees.

5.1.2 No Director or Member shall take it upon themselves to commit the time, resources, or finances of the Society or its Board without prior approval of such a commitment by the Board.

5.2 COMPOSITION AND DUTIES OF THE BOARD

5.2.1 *President:*

- (a) oversees all Society activities;
- (b) when present, chairs all meetings of the Society and the Board;
- (c) assists on committees as required;
- (d) acts as the Spokesperson for the Society; and
- (e) carries out other duties as supported by the Membership and/or Board.

5.2.2 *Vice-President:*

- (a) assumes all responsibilities of the President in his absence;
- (b) assists on committees as required;
- (c) assists the Treasurer in filing the Annual Return with Corporate Registry; and

(d) carries out other duties as supported by the Membership and/or Board.

5.2.3 Secretary:

- (a) attends meetings and keeps accurate minutes of the Society and Board;
- (b) maintains a record of attendance (names and contact information) for all meetings;
- (c) has charge of the Board's correspondence;
- (d) keeps the Seal of the Society; and
- (e) carries out other duties as supported by the Membership and/or Board.

5.2.4 Treasurer:

- (a) receives and deposits all monies paid to the Society;
- (b) properly accounts for the funds of the Society and keeps accurate records;
- (c) presents a full detailed account of revenues and expenditures at the Regular Membership Meetings;
- (d) makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting; and
- (e) carries out other duties as supported by the Membership and/or Board.

5.2.5 Fundraising and Casino Coordinator:

- (a) this may be a shared position;
- (b) coordinates Casino activities;
- (c) assist the President and Treasurer in filing all necessary documents relating to Casino matters;
- (d) coordinates fund raising activities of the society;
- (e) assists on committees as required; and
- (f) carries out other duties as supported by the Membership and/or Board.

5.3 ELECTION OF DIRECTORS

Directors are elected at a Special Meeting called in May or June of each year. During the election of the Directors, a secret ballot is needed when two or more people are nominated for the same position. If there is only one person nominated, the position may be filled by acclamation.

5.3.1 *Nominations for Directors* may only include those candidates who have consented to their candidacy and;

- (a) candidate names submitted by a nominations committee; or
- (b) candidate names nominated from the floor at the Special Meeting called for this purpose.

5.3.2 Voting will be done as in Article 4.1.5.

5.4 TERMS OF OFFICE

- (a) It is desirable that the individuals nominated for the positions of President or Secretary be Active Members during the previous School Year;
- (b) each Director will hold office a minimum of one year;
- (c) an individual may hold the same position for a maximum of two (2) consecutive years unless no new

candidate is nominated for that position.

5.5 REMOVAL OF DIRECTORS

5.5.1 The Board may remove from office any Director:

- (a) by a vote of four-fifths (4/5) of the Board;
- (b) after first notifying the Director in question of the charge or complaint against him;
- (c) after the Director has been given an opportunity to be heard or to submit a statement in writing;
- (d) for conduct deemed to be improper, unbecoming, or likely to endanger the interest or reputation of the Society;
- (e) for wilfully committing a breach of the Bylaws;
- (f) is convicted of an indictable offence for which he is liable to imprisonment; or
- (g) who ceases to qualify as a Member of the Society.

5.5.2 The Members may remove from office any Director:

- (a) by presenting their case at a Board Meeting;
- (b) after the Director has been given an opportunity to be heard or to submit a statement in writing;
- (c) if the issue is not resolved through mediation, the Board may then request that the Director resign;
or
- (d) if the Director wishes to present his case to the Members, a Special Meeting may be called.

5.6 VACANCIES

The Board of Directors shall declare a Director's office vacated if he:

- (a) ceases to be a Member of the Society;
- (b) is removed from office by the Board or Members; or
- (c) resigns his office

5.7 FILLING VACANCIES

- (a) The Board may appoint a successor to hold office until the next Annual General Meeting, or call a Special Meeting to elect an individual to that position.
- (b) The Board is only permitted to appoint up to 20% of the elected Board membership in any membership year.

5.8 MEETINGS OF THE BOARD

5.8.1 The Quorum

Quorum shall be a simple majority of the Board; and one of those in attendance must be the President or Vice President.

5.8.2 Calling Meetings

Meetings of the Board shall be held as often as may be required and shall be called by the President. A Board Meeting may be called on request of any two (2) members of the Board. Board Members must be given a minimum of three (3) days' notice for such meeting.

5.8.3 *Notice of Meetings will:*

- (a) not be required for a meeting held immediately following the Annual General Meeting at which the Directors were elected and held solely for organizational purposes; and
- (b) be given to each Director at least three (3) days prior to the meeting.

5.8.4 Voting will be:

By show of hands or e-mail unless a ballot is requested by any Director, and decided by a simple majority.

5.8.5 Ratifying Decisions of the Board:

Decisions of the Board shall be ratified at the next regularly called Membership Meeting; otherwise such business shall be null and void.

5.8.6 Resolutions that require action between Meetings can be dealt with by:

- (a) Resolution in writing signed by all the Directors and a minimum of two (2) Active Members as defined in Article 2.1.2; personally shall be as valid and effectual as if it had been passed at a meeting duly called and convened; or
- (b) If there is a time deadline, voting may be held through a telephone and/or e-mail poll to each Director and a minimum two (2) Active Members.

ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 THE REGISTERED OFFICE

The Registered Office of the Society is located at Riverside School, 107 6A St NE, Calgary, T2E 0B7.

6.2 FINANCE AND AUDITING

6.2.1 The Fiscal Year of the Society shall begin September 1st and end August 31st.

6.2.2 *Audit*

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 (2) Members of the Society. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting of the Society.

6.3 PAYMENTS

6.3.1 No Member or Director of the Society receives any payment for his services as a Member or Director.

6.3.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.4 PROTECTION AND INDEMNITY OF DIRECTORS

6.4.1 Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director for acts of fraud, dishonesty or bad faith.

6.4.2 No Director is liable for the acts of any other Director. No 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 Society. No Di-

rector is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society unless the act is fraud, dishonesty or bad faith.

6.4.3 Directors can rely on the accuracy of any statement or report prepared by the Society's Auditor or other Advisors. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

6.4.4 The Society at all times shall maintain liability insurance and directors' liability insurance.

ARTICLE 7 – AMENDING THE BYLAWS

7.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting, pursuant to Article 4.

7.2 The twenty-one (21) days' notice of the Annual General Meeting or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

7.3 The Amended Bylaws take effect after approval by the Corporate Registry in Alberta.

ARTICLE 8 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

8.1 The Society does not pay any dividends or distribute its property among its Members.

8.2 If the Society is dissolved, any funds or assets remaining after paying all debts are:

(a) disbursed to eligible charitable or religious groups or purposes; or

(b) transferred in trust to a Municipality until such time as the assets can be transferred from the Municipality to a charitable or religious group or purpose approved by the Board; and

(c) in no event do any Members receive any assets of the Society.

8.3 Approval of Expenditures:

(a) Expenditures over \$150.00 must be pre-approved by the Society.

8.4 *Signing Authority*

8.4.1 Cheques – The Board shall assign four (4) of the Board's members to have signing authority on all cheques drawn on the funds of the Society. Two (2) signatures are required on all cheques; one of these must be the treasurer. If the treasurer is unavailable the President will be the alternate. Any cheque payable to a signing Director shall not be signed by himself.

8.4.2 Contracts – The Directors of the Society are not allowed to enter into a contract without the written approval of the Principal as a representative of the Calgary Board of Education.

ARTICLE 9 – SEAL OF THE SOCIETY

9.1 The Secretary has control and custody of the Seal (if any), unless the Board decides otherwise. 9.2 The use of the Seal from time to time shall be determined by the Board.

ARTICLE 10 - THE KEEPING AND INSPECTION OF THE BOOKS AND RECORDS

10.1 Books and records of the Society shall be maintained at the School, or at such other place that the Board may

from time to time determine due to the Freedom of Information and Privacy Act requirements instituted by the Calgary Board of Education, Government of Alberta and the Government of Canada.

- 10.2 The Secretary will keep a copy of the Minutes and is responsible for recording minutes of all meetings of the Members and the Board.
- 10.3 The Board is ultimately responsible for keeping all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other provincial laws including, but not limited to, the following:
- (a) Certificate of Incorporation;
 - (b) The Society's Object and any Special Resolution amending the Object;
 - (c) The Bylaws and any Special Resolution amending the Bylaws;
 - (d) Audited financial statements; and
 - (e) Agendas, attendance logs and minutes for all Membership and Board meetings.
- 10.4 Inspections The Books and Records of the Society:
- (a) shall at all times be accessible to Members of the Board;
 - (b) may be inspected by any Members of the Society at the Annual General Meeting;
 - (c) may be inspected at any time at the registered office of the Society upon giving reasonable notice and arranging a time satisfactory to the Director or Directors having charge of same; or
 - (d) may be inspected by a person who is not a Member of the Society if conferred by law or authorized by the Board.

ARTICLE 11 - BORROWING POWERS

11.1 The Society may not borrow money under any circumstances.

ARTICLE 12 – THE SOCIETIES ACT

The Society and its Members shall at all times comply with the provisions of the Act.

SCHEDULE "B"
OBJECTS

RIVERSIDE PARENT SOCIETY
(the "Society")

OBJECTS

The objective of the Society is to create a fundraising body for Riverside School.

