

Agnes Davidson School Parent Fundraising Association

SPECIAL RESOLUTION

May 8, 2018

I hereby certify that the following special resolution was passed at a meeting of the members of Agnes Davidson School Parent Fundraising Association on May 8, 2018.

The by-laws were changed as follows:

Agnes Davidson School Parent Fundraising Association is repealing the existing bylaws and replacing with a new set of bylaws (see following pages for new set of bylaws).

Date: May 8, 2018

Signature: *Lisa Weiss*

Printed Name: LISA WEISS

Title: PRESIDENT

RECEIVED
MAY 18 2018
Corporate Registry

FILED 211
MAY 18 2018
Registrar of Corporations
Province of Alberta



Agnes Davidson School Parent Fundraising Association

Membership

1. Membership in the Association is automatically extended to parents, guardians and anyone interested in furthering the objectives of the Society.
2. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.

Board of Directors

3. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.
4. 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 society, and 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 President. A special meeting may be called on the instructions of any 2 members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each member or by 3 days notice by fax or telephone. Any 2 members shall 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.
5. Any director or officer, upon a majority vote of all members in good standing, may be removed from office or any cause which the society may deem reasonable.

President

6. The President shall be ex-officio a member of all Committees. The President shall, when present, preside at all meetings of the society and of the board. In the President's absence the Vice-President shall preside at any such meetings, and in the absence of both a chairman may be elected by the meeting to preside thereat.

Secretary

7. It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the society which 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. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
8. The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

Treasurer

9. The Treasurer shall receive all monies paid to the society 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 society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

Auditing

- 10. 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 members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year end of the society in each year shall be July 1 – June 30.
- 11. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime 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.

Meetings

- 12. This society shall hold an annual meeting on or before October 31 in each year, of which notice in writing to the last known address of each member shall be delivered in the mail 15 days prior to the date of the meeting. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary/Treasurer), and three directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.
- 13. General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail eight days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered in the mail eight days prior to the meeting.
- 14. Two (2) members in good standing shall constitute a quorum at any meeting.

Voting

- 15. Any member who has not withdrawn from membership nor has been suspended nor shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

Remuneration

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

Borrowing Powers

- 17. For the purpose of carrying out its objects, the society 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 society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

Dissolution of the Association

- 18. Should this association dissolve, any gaming proceeds remaining after paying debts and liabilities are to be:
 - i) disbursed to eligible charitable groups or purposes; or
 - ii) transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable group or purpose.

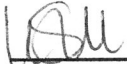
Bylaws

- 19. The Bylaws may be rescinded, altered or added to by a "Special Resolution".

Dated this 8 day of MAY, 2018.

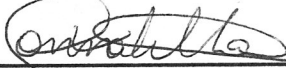
Name (Signature) Please Print Name Below Signature

Complete Address



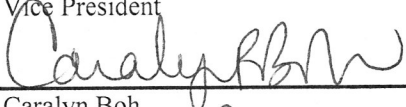
130 Mt. Rundle Rd. W. LETHBRIDGE AB T1K7G1

Lisa Weiss
President



905 11th South LETHBRIDGE AB T1J 2P7

Donna Whitton
Vice President



1929 21 Ave S. Lethbridge, AB T1K1H5

Caralyn Boh
Treasurer



512, 15th St. South T1J 2Z7

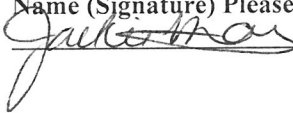
Giancarlo Diano
Secretary

LETHBRIDGE

Witness:

Name (Signature) Please Print Name Below Signature

Complete Address



Box 238, Coaldale, AB T1M 1M3