

Introduction to the Proposed Amended and Restated Bylaws

CONTEXT

- Attached are the full proposed bylaws for EWSPS, a comprehensive update to the bylaws last amended in September 2022.
- The bylaw review was first raised at a Parents' Society meeting in February 2026, with updates provided at each Society meeting since.
- The proposed bylaws are governed by the Societies Act and Regulation, the Education Act and CBE regulation.
- The proposed bylaws will be put to a vote at the AGM on October 22, 2026. Because this is a Special Resolution, they need 75% support from voting Members present to pass.
- Questions or feedback: westgateschoolcouncil@gmail.com.

HIGHLIGHTS

Below is a summary of the proposed bylaws, organized by theme for easier reading.

1. Membership and the membership register

- Sets out, as required under the Societies Act, a clear process for becoming and renewing a Member each year (membership year runs September 1 to August 31).
- Clarifies that the principal and school staff take part as advisors and resources, but removes the term “non-voting members” which creates a second class of membership and additional rules under the Societies Act.

2. Meetings and notice

- Permits Members to count toward quorum by phone or video, not just in person, and sets clearer rules for what happens when quorum isn't reached.
- Sets the regular meeting requirement at a minimum of 6 and up to 10 meetings a year, permitting more flexible scheduling of meetings.
- Broadens how notice can be given (email, website, newsletter, or any other method reasonably likely to reach Members) instead of listing specific channels.

3. Board spending limits

- Raises the threshold for expenditures that require a Member vote from \$500 to \$2,000; the higher amount will now cover the same types of expenditures the original \$500 threshold was meant to cover when it was implemented many years ago.
- Requires a Member vote to let an Officer or Director serve beyond the four-term limit.

4. New governance protections

- Conflict of Interest (new): Directors and Officers must disclose conflicts, step back from voting or discussion, and have it recorded in the minutes.
- Transition of Records (new): a departing Director or Officer must hand back all Society property, including documents, passwords, banking access, and keys.
- Committee Authority (new): Confirms that committees can't bind the Society, spend money, or sign contracts unless the Board or Members have specifically authorized it (as per the bylaws, only the Board as a whole or Members as a whole have this authority; this section is added for clarity specific to committees).

ÉCOLE WESTGATE SCHOOL PARENTS' SOCIETY AMENDED AND RESTATED BYLAWS

ARTICLE 1 PREAMBLE

1.1 Name. The name of the Society shall be École Westgate School Parents' Society (the "Society").

1.2 Purposes. The purposes of the Society are to raise funds to support educational programs and activities of Westgate School, in compliance with Calgary Board of Education policy, the Education Act and Westgate School objectives.

4.21.3 By-Laws. The following articles set forth the By-laws of the Society. The existing By-laws of the Society are rescinded and repealed in their entirety and replaced with these By-laws.

ARTICLE 2 DEFINING AND INTERPRETING THE BY-LAWS

2.1 Definitions. In these By-laws, the following words have these meanings:

- (a) "AGLC" means the Alberta Gaming, Liquor and Cannabis Commission;
- (b) "**Annual General Meeting**," or "**AGM**" means the annual general meeting of the Members of the Society held in accordance with the Societies Act;
- (c) "**Board**" or "**Board of Directors**" means the Directors of the Society acting collectively;
- (d) "**Board Meeting**" means a meeting of the Directors of the Society, held to conduct the business of the Society.
- (e) "**By-laws**" mean the By-laws of this Society as amended or restated from time to time;
- (f) "**Director**" means a Member elected or appointed to the Board;
- (g) "**Education Act**" means the *Education Act* (Alberta), as amended from time to time;
- (h) "**General Meeting**" means a meeting of the Members of the Society and includes the Annual General Meeting or a Special General Meeting, as the context requires;
- (i) "**Member**" means an individual admitted to membership in accordance with Article 4;
- (j) "**Member in Good Standing**" means a Member who satisfies the requirements of Article 4.7;
- (k) "**Officer**" means any person holding an office that is listed in Article 7.1;
- (l) "**Special General Meeting**" means a special general meeting of the Members of the Society;
- (m) "**School**" means Westgate School;
- (n) "**Special Resolution**" means: a resolution passed in accordance with the requirements of the Societies Act, including:

- (i) a resolution passed:
 - (A) at a General Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than seventy-five (75%) percent of those Members who, if entitled to do so, vote in person or by proxy where permitted,
- (ii) a resolution proposed and passed as a special resolution at a General Meeting of which not less than 21 days' notice has been given, if all the Members entitled to attend and vote at the General Meeting so agree, or
- (iii) a resolution consented to in writing by all the Members who would have been entitled at a General Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

2.2 Interpretation. These By-laws shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained in the By-laws which are defined in the Societies Act and not separately defined herein shall have the meanings given to such terms in the Societies Act;
- (b) words importing the singular number only shall include the plural and vice versa; and words importing gender include all genders; and
- (c) 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.
- (d) If there is a conflict between these By-laws and the Societies Act or Education Act, the legislation governs.

ARTICLE 3 ACTIVITIES

Activities. In addition to, and not in substitution of the rights, privileges and powers of the Society under and pursuant to the Societies Act (which rights, privileges and powers are hereby adopted), but subject to any restrictions or limitations under and pursuant to the Education Act, the requirements of the AGLC and the By-laws, the Society may, and is hereby empowered to, do and carry out all and everything necessarily and prudent in furtherance of the purposes of the Society, including anything ancillary or auxiliary thereto. The activities of the Society shall not be carried out for the financial gain or benefit of any individual or group of individuals.

3.1 Fundraising and Donations. The Society will raise funds, make donations, and provide supplies, services and materials in accordance with *Calgary Board of Education Administration Regulation No. 5001 School Councils and School-Parent Societies*, as from time to time amended or replaced.

ARTICLE 4 MEMBERSHIP

4.1 General. Each member of the Society shall promote the purposes of the Society and shall comply with the By-laws, the Societies Act, the Education Act and all rules and regulations and operating procedures as may be established by the Board from time to time.

4.2 Membership.

(a) Any person having a vested interest in the educational well-being of students enrolled in Westgate School, residing in Alberta, ~~and being of the full age of at least 18 years of age, who has completed the membership requirements and is in good standing with the Association,~~ is eligible to become a Member ~~of the Society with voting privileges at any General Meeting of the Society Membership (and such persons are referred to herein collectively as the "Members" and individually as a "Member").~~

(b) A majority of the Members shall be parents or guardians of students currently enrolled in Westgate School.

~~(c)~~ Membership must be renewed annually in accordance with this Article 4 and shall run from September 1 in each year to August 31 in the following year.

~~(d)~~ A person becomes a Member, and an existing Member renews their membership for a new membership year, upon: (i) confirming that they meet the eligibility requirements set out in these By-laws; (ii) confirming their desire to be or remain a Member for the applicable membership year, (iii) providing the information reasonably required for the Society's membership register; and (iv) being entered in the Society's membership register for that membership year.

~~(e)~~(e) The Board may establish reasonable administrative procedures for confirming eligibility, recording admissions and renewals, and maintaining the membership register, provided such procedures are consistent with these By-laws and do not unreasonably restrict access to membership.

~~4.3~~ Any Member wishing to withdraw from membership may do so upon giving notice in writing or verbally to the Board through its Secretary.

~~4.4~~3 **Membership Fees.** There shall be no dues or fees payable by Members of the Society.

4.4 Membership Non-Transferable / Cessation. Membership in the Society is non-transferable and ~~shall lapse or cease to exist~~ceases:

(a) upon resignation or withdrawal;

(b) upon suspension or termination in accordance with these By-laws;

(c) at the end of the membership year unless renewed in accordance with these By-laws; or

~~(a)~~(d) upon a when the Member no longer being the parent or guardian of, a student enrolled in the School meets the eligibility requirements set out in these By-laws.

A Member ~~desiring to may resign or~~ withdraw from membership ~~may do so by submitting to a giving~~ notice in writing or verbally to ~~any member of the Board~~ through its Secretary.

Any ~~person whose membership ceases~~ Member who resigns, withdraws or is expelled from the Society, shall forthwith forfeit all right, claim and interest arising from or associated with their membership in the Society.

- 4.5** Non-voting Members School Administration and Staff Participation. The principal and staff members of the School ~~shall be non-voting members of the Society and shall serve as~~ may attend meetings of the Society as resource ~~people~~ persons and in an advisory capacity ~~to the Society.~~ As non-voting members, the principal and such staff members will ~~They shall not be Members of the Society by virtue only of their role with the School, shall~~ not have voting rights at any meeting of the Society unless they otherwise qualify and have been admitted as Members in accordance with these By-laws, and ~~will~~ shall not have signing authority for the Society solely by virtue of their role with the School. The principal of the School ~~, by virtue of the School Act,~~ shall have such rights and authority as may be provided by the Education Act and applicable policies in relation to matters ~~the power of veto relating to actions of the Society~~ directly affecting the School's building, lands, staff or students, but not relating to financial expenditures, revenues or investments of the Society. The Board may, ~~by resolution passed at a meeting of the Board, create other types of 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~~ invite other individuals to participate in an advisory or resource capacity on such terms as the Board may determine.
- 4.6** Rights and Privileges of Members. Any Member in Good Standing ~~(as provided in Article 4.7)~~ is entitled to attend meetings of the Society and, subject to Article 6.5, vote at meetings of the Society.
- 4.7** Member in Good Standing. A Member is in good standing when:
- (a) the Member is recorded in the current membership register; and
 - (b) the Member is not suspended or terminated as a Member as provided under Article 4.8 ~~these By-laws.~~
- 4.8** Suspension/Termination of Membership. The Board may, by resolution passed by the vote of not less than two thirds (2/3) of the votes of the Board members present at a meeting of the Board called for that purpose, terminate, or suspend for a period of time determined by the Board, a Member's membership for one of the following reasons:
- (a) if the Member has failed to abide by the By-laws;
 - (b) if the Member has been disloyal to the Society;
 - (c) if the Member has disrupted meetings or functions of the Society; or
 - (d) if the Board deems that the Member has acted in such a manner as to be prejudicial to the Society.
- 4.9** Notice to the Member. Prior to the Board passing a resolution to terminate or suspend a Member, the Member proposed for termination or suspension shall be given not less than fourteen (14) days' notice in writing of the proposed ~~expulsion-termination or suspension~~ and shall be afforded an opportunity to explain or justify such Member's position to the members of the Board present at a meeting called for such purpose. At such meeting no persons other than Directors, the person proposed for termination or suspension and any witnesses approved by the Board shall be present.
- 4.10** Limitation on the Liability of Members. No Member is, in their individual capacity, liable for any debt or liability of the Society.

ARTICLE 5 MEETINGS OF THE SOCIETY

- 5.1 The Annual General Meeting. The Society shall hold its AGM in Calgary, Alberta on or before October 31st each year. The Board shall provide at least 14 days' notice in writing of the AGM ~~in the School blog, website, by telephone or email~~, provided that if a Special Resolution is being proposed at the AGM, at least 21 days' notice shall be provided. At the AGM the following matters shall be dealt with: (a) adopting the agenda; (b) approval of the budget and audited, signed financial statements of the Society and appointing the auditors; (c) election of the Officers and, optionally, not more than four (4) additional Directors in accordance with Article 7.1; and (d) considering such other matters specified in the meeting notice.
- 5.2 Special General Meeting of the Society. A Special General Meeting shall be called by the Board if a Special Resolution is proposed at a time other than the AGM. The Board shall provide at least 21 days' notice in writing of a Special General Meeting ~~in the School newsletter, website, by telephone or email~~, specifying the place, day, hour and purpose of the Special General Meeting. Only the matter(s) set out in the notice for the Special General Meeting shall be considered at the Special General Meeting.
- 5.3 Regular General Meetings of the Society. Regular ~~meetings~~ General Meetings of the Society shall be held ~~monthly from September to November and January to June at least six (6) and no more than ten (10) times from September to June, at dates and times determined by and may otherwise be called at the discretion of~~ the Board. The Board shall provide at least five (5) days' notice in writing of a Regular General Meeting ~~in the School newsletter, website, by telephone or email~~, specifying the place, day, hour and purpose of the ~~regular meeting~~ meeting (an agenda that includes this information shall constitute written notice of the meeting). Any proposed approval of an unbudgeted single expenditure or financial commitment in excess of two thousand dollars (\$5002,000), whether rising from a single transaction or a series of related transactions or commitments, or any proposed revocation of a previously approved expenditure or financial commitment in excess of \$500that amount, and any proposed election to fill a vacancy on the Board, must be specified in ~~such a meeting~~ the notice of the applicable General Meeting in order ~~for such expenditure~~ to be considered at that meeting.

ARTICLE 6 PROCEEDINGS AT GENERAL MEETINGS

- 6.1 Quorum. Seven (7) Members present in person or by electronic or telephonic means at a General Meeting shall constitute ~~a~~ quorum.
- 6.2 Presiding Officer. The President shall preside over every General Meeting of the Society as chair of the meeting and the Vice-President shall preside in the absence of the President. If neither the President nor Vice-President is present within 15 minutes after the set time for the General Meeting, the Members present shall choose one of the Members present to act as the chair of the General Meeting.
- 6.3 Failure to Reach Quorum. ~~The chair shall cancel a General Meeting if~~ a quorum is not present within 15-thirty (30) minutes after the set time set for a General Meeting, the chair shall declare that no formal business may be transacted. Those present may receive reports and discuss agenda items informally, but no motion may be passed and no binding decision may be made.

Once quorum has been established and the meeting called to order, the meeting may continue notwithstanding the subsequent departure of Members unless a Member in Good Standing present raises a point of order that quorum is no longer present. The Secretary shall then count the Members present and advise the chair. If the chair determines that quorum has been lost, no further motions shall be proposed or voted on, but those present may continue discussion of the remaining agenda items informally.

Any unfinished business requiring a vote shall be deferred to a subsequent General Meeting called with notice given in accordance with these By-laws, except that where the meeting is an AGM, the chair shall adjourn the meeting in accordance with Article 6.4 and any unfinished AGM business shall be completed at the adjourned meeting. If quorum cannot be attained at a General Meeting, whoever attends the next regularly scheduled meeting of the Society will constitute quorum for the purposes of conducting the business to be conducted at the General Meeting.

- 6.4** Adjournment. ~~The chair may adjourn any~~A General Meeting ~~with the consent~~may be adjourned by resolution of the Members at the meeting. ~~The An adjourned General Meeting meeting shall be a continuation of the original meeting, and no additional or new business shall be conducted unless notice has been given in accordance with these By-laws. conduct only the unfinished business from the initial General Meeting. Notice of an adjourned meeting is not required if the time and place are announced at the original meeting.~~
- 6.5** Voting. Each Member in Good Standing whose name has been entered in the membership register at least 14 days before the date of the applicable General Meeting shall be entitled to one (1) vote at that General Meeting. Matters arising at any General Meeting shall be decided by a majority of the votes cast on that matter. In the case of a tie vote, the chair shall not have a casting or second vote in addition to the vote to which they are otherwise entitled as a Member, and the proposed motion shall be defeated. Voting by Proxy is not permitted.
- 6.6** Failure to Give Notice of Meeting. No action taken at a General Meeting is invalid due to:
- (a) accidental omission to give any notice to any Member;
 - (b) any Member not receiving any notice; or
 - (c) any error in any notice that does not affect the meaning.
- 6.7** Conduct of Meetings. General Meetings shall be conducted in an orderly and fair manner. The meeting chair shall determine procedural matters not otherwise addressed in these By-laws, subject to any ruling being overturned by a majority vote of the Members present. ~~Proceedings. The most recent sample school council rules of order published by the Alberta School Councils' Association shall govern all proceedings at meetings of the Society unless otherwise agreed by a majority vote at such meeting.~~

ARTICLE 7 OFFICERS AND DIRECTORS

- 7.1 Officers and Directors. ~~The Society shall have a Board of Directors consisting of the Officers and any additional Directors elected by the Members from time to time in accordance with these By-laws.~~ The Officers of the Society shall be a President, Vice-President, Secretary and Treasurer and not more than two (2) other Officers as the Members may from time to time determine. All Officers are Directors. Two or more offices may be held by the same person. The Members may elect not more than ~~four (4)~~3 additional Directors. Officers and Directors must be Members in Good Standing. A Director or Officer who ceases to be a Member in Good Standing is deemed to have resigned from the Board and, if applicable, from any office held. The term of each Officer and Director shall be from the time of election to the next AGM unless otherwise vacated in accordance with Article 7.4. The maximum number of consecutive terms, in the same Director or Officer position on the Board, shall be four (4) consecutive terms, provided that a person may serve beyond four (4) consecutive terms in the same position if ~~the Board determines that a suitable replacement for such Officer or Director position cannot be found~~approved by Members at a General Meeting. Any vacancy occurring during the year may be filled by the Board on an interim basis until the next General Meeting, at which time the Members may elect a replacement to serve the balance of the term, provided that the filling of such vacancy is specified in the notice calling the General Meeting at the next meeting, provided it is so stated in the notice calling such meeting.
- 7.2 The Board of Directors. The Officers and Directors so elected shall form the Board, and shall serve until their successors are elected and installed. The Board shall govern and manage the affairs of the Society.
- 7.3 Powers and Duties of the Board. The Board shall have the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board shall include:
- (a) promoting the purposes of the Society;
 - (b) maintaining and protecting the Society's assets and property;
 - (c) investing any surplus funds of the Society in accordance with the investment strategy approved from time to time by the Board;
 - (d) maintaining all accounts and financial records of the Society and ensuring the keeping of proper books of account thereof;
 - (e) making policies, rules and regulations for managing and operating the Society and using its facilities and assets;
 - (f) making expenditures and entering into financial commitments on behalf of the Society in accordance with the annual operating budget approved by the Members from time to time, provided that: (i) expenditures and financial commitments expressly contemplated within an annual operating budget approved by the Members do not require further Member approval unless otherwise specified in the approving motion or resolution; (ii) any single unbudgeted expenditure or financial commitment in excess of two thousand dollars (\$2,000), (or such higher amount as may be approved by a majority of the Members at a meeting of the Members of the Society from time to time) whether arising from a single transaction or a series of related transactions or commitments, must be approved by a majority of the Members present at a meeting of the Members of the Society General Meeting; and (iii) no expenditure or financial commitment shall be divided or structured for the purpose of avoiding the approval requirements of these By-laws;

- (g) selling and disposing of any or all of the property of the Society; and
- (h) developing an annual operating budget and fundraising plan for the upcoming School year in collaboration with Westgate School Council and the principal of the School.

7.4 Resignation, Death or Removal of a Director or Officer. The office of a Director or Officer shall be automatically vacated:

- (a) if at a Special General Meeting of Members, a resolution is passed by at least 75% of the Members present at the meeting that the Director or Officer be removed from office;
- (b) upon the Director or Officer giving notice in writing to the Society of their resignation;
- (c) if the Director or Officer is found by a court to be of unsound mind;
- (d) on the death of the Director or Officer.

Any vacancy resulting from the foregoing shall be filled in accordance with Article 7.1.

7.5 Board Meetings. The Board may meet together at such time and place as they deem fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, subject to the quorum, notice and voting requirements of these By-laws, and may hold meetings, in whole or in part, by telephone, telephone conference call or other means of electronic communication whereby all participants can hear one another. Meetings of Directors shall be governed by the following procedures.

- (a) At least five (5) days' (or such shorter period of time as the President or two-thirds of the Board members determine is reasonable in the circumstances) notice of Board Meetings shall be given ~~by telephone or email.~~
- (b) The President shall act as the chair of all meetings of the Board and the Vice-President shall act as chair in the absence of the President. If neither the President nor the Vice-President is present within 15 minutes after the set time for such meeting, the Board members present shall choose one of the Officers or Directors to act as the chair of the meeting.
- (c) A majority of Board members present at any Board Meeting shall constitute quorum for the transacting of business.
- (d) If there is no quorum is not present within thirty (30) minutes after the set time for a Board Meeting, the chair shall adjourn the meeting declare that no formal business may be transacted. Those present may receive reports, discuss agenda items, and provide direction informally, but no motion may be passed and no binding decision may be made.

Once quorum has been established and the meeting called to order, the meeting may continue notwithstanding the subsequent departure of Directors unless a Director present raises a point of order that quorum is no longer present. The Secretary shall then count the Directors present and advise the chair. If the chair determines that quorum has been lost, no further motions shall be proposed or voted on, but discussion may continue informally. Any unfinished business requiring a vote shall be deferred to a subsequent Board Meeting called in accordance with these By-laws to the same time, place, and day of the following week and, if at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Board members present shall constitute a quorum.

- (e) Only Directors may vote at Board Meetings. Except as otherwise expressly set out herein, matters arising at any meeting of the Board shall be decided by a majority of votes of the Board members present at such meeting. The chair shall not have a casting or second vote in case of a tie.
- (f) All Board members may agree to and sign a resolution in writing, and such a resolution shall be as valid as if passed at a Board Meeting. It shall not be necessary to give notice or to call a Board Meeting and the date on the resolution shall be the date it is passed. Resolutions in writing may be signed in counterparts.
- (g) No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and the Board members may, by vote taken before, during or after the meeting, waive notice of any such meeting and may approve of any or all proceedings taken or had thereat.

7.6 Conflicts of Interest. A Director or Officer who has a material personal, financial, or other interest in a matter before the Board shall disclose the nature of that interest as soon as reasonably possible. Unless otherwise permitted by law or determined by resolution of the Board, the affected Director or Officer shall not vote on the matter and shall withdraw from any part of the meeting during which the matter is discussed or decided if requested by the Board. The disclosure shall be recorded in the minutes.

7.67.7 Duties of the President. The President shall:

- (a) when present, chair all General Meetings and meetings of the Board;
- (b) act as signing officer;
- (c) act as spokesperson for the Society and promote the Society's purpose;
- (d) prepare a report for the AGM summarizing the Society's activities and highlights for the year and as appropriate, a report for each Regular General Meetings; and
- (e) carry out other duties assigned by the Board.

7.77.8 Duties of the Vice-President. The Vice-President shall:

- (a) preside at General Meetings and meeting of the Board in the President's absence;
- (b) act as a signing officer; and
- (c) carry out other duties assigned by the Board.

7.87.9 Duties of the Secretary. The Secretary shall:

- (a) keep copies of the By-laws;
- (b) keep a record of Officers, Directors, Committees members and Members;
- (c) attend all meetings of Members and the Board of Directors;
- (d) ensure-determine and record whether~~there is~~ a quorum is present at Board and Member meetings;
- (e) keep accurate minutes of meetings;

- (f) provide notice of General Meetings to Members in accordance with the requirements of the By-laws;
- (g) keep the seal of the Society, if any;
- (h) file and keep a record of the annual return, changes in the Directors, amendments in the By-laws, and other incorporating documents with Alberta Corporate Registry; and
- (i) carry out other duties assigned by the Board.

7.97.10 The Treasurer. The Treasurer shall:

- (a) ensure that a detailed account of revenues and expenditures is presented to the Board as requested;
- (b) act as signing officer;
- (c) ensure that all monies paid to the Society are deposited in a financial institution chosen by the Board;
- (d) ensure that an operating budget, a fundraising plan and ~~an audited statement of the~~ annual financial position statements of the Society are prepared and presented to the Members at the AGM, together with any audited or reviewed financial information required by these By-laws or applicable law; and
- (e) carry out other duties as assigned by the Board.

7.107.11 Transition of Records and Property. Upon ceasing to hold office, a Director or Officer shall promptly deliver to the Society all records, books, minutes, passwords, access credentials, banking information, keys, and any other Society property in their possession or control.

ARTICLE 8 COMMITTEES

- 8.1** Board Committees. The Board may ~~appoint~~ establish committees or working groups from time to time and whose members will hold their offices at the will of the Board of Directors. ~~The Board of Directors shall determine the duties and their composition, mandate and duties of such committees. Committee members serve at the pleasure of the Board.~~
- 8.2** Committee Meetings. Committees and working groups may meet as required to carry out their assigned functions and shall ~~outside of Regular or General Meetings and present a report on their activities at Meeting to the Board or the Members as requested by the Board. At least two days' notice through e-mail or electronic posting, specifying the place, the day and hour of the committee meeting, is to be provided to each member of the committee, provided that committee members may waive notice of committee meetings.~~
- 8.3** Committee Authority. Committees and working groups act in an advisory and administrative capacity only and shall not have authority to bind the Society, make expenditures, enter into contracts, engage in fundraising activities, or otherwise make financial commitments on behalf of the Society unless expressly authorized by resolution of the Board or the Members, as applicable.

~~8.3 Quorum and Voting. A majority of the committee members present, by telephone conference call or other communication means, is a quorum and each member of the committee, including its chair of the committee, has 1 vote at the committee meeting. The chair of the committee shall have a casting or second vote in case of a tie.~~

ARTICLE 9 FINANCE AND OTHER MANAGEMENT MATTERS

9.1 Registered Office. The registered office of the Society is located within the School. The mailing address for all communication or correspondence shall be the registered office of the Society.

~~9.2 Notices and Electronic Communications. Any notice or other communication required under these By-laws may be given personally, by mail, by email, by electronic posting, by website posting, by newsletter, or by any other means reasonably likely to come to the attention of the intended recipient. Notice sent by electronic means shall be deemed to have been given on the date sent or posted, unless otherwise provided in these By-laws.~~

~~9.29.3 Insurance.~~ The Society shall secure and continue to provide all necessary insurance, which insurance may include liability insurance for all Officers and Directors.

~~9.39.4 Fiscal Year.~~ The fiscal year of the Society shall be August 1 to July 31 each year.

~~9.49.5 Auditors.~~ There shall be an audit of the books, accounts, and records of the Society at least once each year. A qualified accountant appointed at each AGM, or two Members elected at an AGM, shall perform this audit. At each AGM of the Society, such auditor shall submit a complete statement of the books for the previous year. The Board shall fix the remuneration, if any, of the auditor.

~~9.59.6 Seal of the Society.~~ The Board may adopt a seal as the seal of the Society and the Secretary shall have control and custody of the seal, unless the Board decides otherwise. The seal of the Society shall only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

~~9.69.7 Signing Authority.~~ Unless otherwise authorized by the Directors by way of resolution:

- (a) any contracts, documents, grant applications, and instruments in writing requiring the signature of the Society may be signed by the President together with the Vice-President; and
- (b) any cheques and other documents required in the financial policies of the Society may be signed by the President together with the Treasurer, Vice-President or any other Director or Officer.

~~9.8 Restricted Funds. The Society shall ensure that such funds are used only for their intended purposes and in accordance with any applicable requirements. The Society shall maintain appropriate accounting records to distinguish restricted funds from unrestricted funds.~~

~~9.79.9 The Keeping of the Books and Records of the Society.~~

- (a) The Secretary shall keep a copy of the minute book(s) and records of minutes of all meetings of the Members and of the Board ~~and of the Executive Committee and other committees of the Board.~~
- (b) The Secretary shall keep the original minute book(s) at the registered office of the Society.

(c) The Board shall keep and file all necessary books and records of the Society required by the By-laws, the Societies Act, or any other applicable laws.

(d) Without limiting subsection (c), the Society shall maintain a register of Members in accordance with the Societies Act. The register shall include each Member's full name, street address or postal address, date of admission to membership, date membership ceases, and, if applicable, membership class. The Society may also record an email address for notice purposes.

~~(e)~~(e) The membership register shall be kept at the registered office of the Society.

Inspection of Books and Records. All financial and other records of the Society are open to inspection by the Members, except for records that the Board designates as confidential to the Society, subject always to the requirements of the Societies Act. A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of their intention to do so. Inspection shall take place during regular business days and, unless otherwise permitted by the Board, ~~such inspection will take place only~~ at the registered office of the Society. Notwithstanding the foregoing, the membership register shall be available for inspection, copying, and use in accordance with the Societies Act.

9.89.10 Borrowing Powers. The Society shall have the right to pledge its credit or borrow money only for such purpose and on such terms and conditions as may be approved the Board. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

9.99.11 Remuneration. No Member, Director or Officer of the Society shall be paid any remuneration for their services as a Member, Director or Officer, provided however that nothing herein contained shall prohibit the payment by the Society to any Member, Director or Officer of any reasonable account incurred by such Member, Director or Officer with respect to any out-of-pocket expense.

9.109.12 Protection and Indemnity of Directors and Officers.

- (a) Each Director or Officer holds office with protection from the Society. The Society shall indemnify each Director or Officer against all costs or charges that result from any act done in their role for the Society. The Society shall not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- (b) No Director or Officer shall be liable for the acts of any other Director, Officer or employee of the Society. No Director or Officer shall be responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer shall be liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraudulent, dishonest or done in bad faith.
- (c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers shall not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 10 AMENDING THE BY-LAWS

10.1 Amendment of By-laws.

- (a) These By-laws may be cancelled, altered, rescinded or added to by Special Resolution at any AGM or Special General Meeting of the Society.
- (b) The notice of the AGM or Special General Meeting of the Society must include details of the proposed resolution to change the By-laws.
- (c) The amended By-laws take effect after approval of the Special Resolution at the AGM or Special General Meeting and acceptance by the Corporate Registry of Alberta.

10.2 Rules and Regulations. The Board may prescribe such rules and regulations not inconsistent with these By-laws, provided that such rules and regulations will only have force and effect until the next meeting of the Members of the Society when they must be ratified.

**ARTICLE 11
DISPUTE RESOLUTION**

11.1 Dispute Resolution. Subject to section 22 of the Societies Act, all disputes arising out of the affairs of the Society and between any Members of the Society or between:

- (a) a Member or a person who is aggrieved and who has for not more than six (6) months ceased to be a Member, or
- (b) a person claiming through the Member or aggrieved person or claiming under the By-laws of the Society,

and the Society or a Director or Officer of the Society, shall be decided by arbitration pursuant to the provisions of the *Arbitration Act* (Alberta).

**ARTICLE 12
DISSOLVING THE SOCIETY**

12.1 Dissolution. Any decision to wind up the Society shall be governed by the following procedure:

- (a) notice of the proposed winding up shall be given to all Members of the Society in accordance with the By-laws governing the calling of a Special General Meeting, and such a meeting shall be held;
- (b) at any such meeting, the Members of the Society may, by ordinary resolution, resolve to wind up the Society and appoint certain Members, persons or firms to carry out such winding up;
- (c) the assets of the Society at the date of winding up shall be sold, and the proceeds applied to the liquidation of the Society's liabilities;
- (d) any funds or assets remaining after the payment of all debts shall be distributed to Westgate School Council, with the exception of gaming proceeds;
- (e) any remaining gaming proceeds after the payment of all debts shall be distributed to eligible charitable groups or purposes appointed by the Members carrying out the winding up, in accordance with applicable Alberta Gaming and Liquor Commission requirements.

APPENDIX A AMENDMENTS LOG

This appendix is reserved for recording amendments to the Bylaws as approved by Special Resolution. Each entry should include the date of the resolution, the nature of the amendment, and any cross-references to affected Articles or Sections.

Date of Resolution	Affected Articles/ Sections	Summary of Amendment
September 29, 2022	Article 4.2	To replace the entire section 4.2 with amended text regarding membership.
<u>[October 22, 2026]</u>	<u>Articles 1-13</u>	<u>Comprehensive amendment and restatement of the By-laws by Special Resolution at the AGM. Comprehensive governance update including revisions to membership provisions, meeting procedures, quorum rules, notice provisions, Board governance, committee authority, records management, and related housekeeping amendments for clarity and consistency.</u>