

**Bylaws of**  
**Leduc Society for Christian Education**

**PART I - INTERPRETATION**

- 1.1 In these bylaws of the Society, unless the context otherwise requires:
- (a) “address of the Society” means the address of the Society as filed from time to time with the Corporate Registry in the Notice of Address for Societies;
  - (b) “bylaws” means the bylaws of the Society as filed with the Corporate Registry;
  - (c) “Chair” means a person elected to the office of Chair in accordance with these bylaws;
  - (d) “Objects” means the Objects of the Society as filed with the Corporate Registry;
  - (e) “Corporate Registry” means the Corporate Registry of the Province of Alberta;
  - (f) “Executive” means the directors acting as authorized by these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
  - (g) “Executive resolution” means:
    - (i) a resolution passed at a meeting of the Executive by a simple majority of the votes cast by those directors entitled to vote at such a meeting; or
    - (ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Executive;
  - (h) “directors” means those persons who have become directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
  - (i) “members” means those persons who have become members of the Society in accordance with these bylaws and have not ceased to be members, and a “member” means any one of them;
  - (j) “ordinary resolution” means:

- (i) a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote at such meeting; or
- (ii) a resolution that has been submitted to all of the members and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting of the Society;
- (k) “registered address” of a member or director means the address of that person as recorded in the register of members or the register of directors;
- (l) “Secretary” means a person elected to the office of Secretary in accordance with these bylaws;
- (m) “Society” means **LEDUC SOCIETY FOR CHRISTIAN EDUCATION**, the Alberta Society;
- (n) “Societies Act” means the *Societies Act*, R.S.A. 2000, c. S-14, as amended from time to time;
- (o) “special resolution” means:
  - (i) a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those members entitled to vote at such meeting; or
  - (ii) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society; and
- (p) “Treasurer” means a person elected to the office of Treasurer in accordance with these bylaws.

1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.

## **PART II - MEMBERSHIP**

- 2.1 The members of the Society shall be the individuals who are members of the Society as at the date of these bylaws and those individuals who are subsequently accepted as members in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 Membership in the Society shall be limited to individuals over the age of 18 who are committed to furthering the purposes of the Society set out in its objects and who wholeheartedly accept, adopt and subscribe to the Society’s Education Vision.

## EDUCATION VISION

As followers of Jesus Christ, we declare with joy and trust, “Our world belongs to God!” Because our world includes the realm of learning, we affirm the following principles related to our Christian faith and the role of education.

Creation: We affirm that in the beginning God–Father, Son and Spirit–called this world into being out of nothing and gave it shape and order. God continues to direct all that happens in the world.

Fall: We affirm that our disobedience to God has broken the relationship between God and us. Looking for life without God, we find only death, leaving us blind to our place in the world and to the meaning of life.

Redemption: We affirm that Jesus Christ, the eternal Word made flesh, conquered sin and death. Being both God and man, Jesus is the only mediator between God and us. He alone paid the debt of sin; there is no other Saviour. It is through Christ that all areas of life, including education, are redeemed and restored. Therefore, it is only in Christ that we are able to discover the meaning and purpose of life.

Restoration: We affirm that, in Christ, one day God will make all things new. In fact, God is already involved in restorative work. In the beginning, God invited people to care for creation; now we are called through the Holy Spirit to share in God’s ministry of reconciliation and redemption, in all parts of the world actively declaring, “This too belongs to God!”

Scripture: We affirm that the Bible is the Word of God, leading us to know God and have life in Jesus Christ. It infallibly tells of God’s mighty acts, reveals God’s will and proclaims God’s plan of salvation.

School: We affirm that a primary task of the Christian school is guiding students into a deeper understanding of who God is, God’s work in creation and history and their role in God’s Kingdom. Christian schools help nurture children in the Biblical faith so they can take up their calling as faithful stewards of their God-given tasks.

Students: We affirm that students, of whatever ability, are people who bear God’s image and have a place in His plan. Christian schools strive to guide students into a deeper understanding of God’s story so that they can live joyfully, playing their part in God’s Kingdom both now and in the future.

Teachers: We affirm that parents and guardians entrust Christian teachers with the responsibility of instructing students. Teachers, in co-operation with families, are responsible for integrating a Christian perspective in all aspects of schooling, including the curriculum, and also for living a God-pleasing life.

Parents and Guardians: We affirm that the responsibility for the education of children rests primarily with parents and guardians, to whom children are entrusted by God.

The Christian Community: We affirm that since Christian education plays an important role in the growth of the Kingdom of God, the wider Christian community has a responsibility to come alongside families, nurturing children and playing an active role in their education.

- 2.3 The Executive shall possess the sole power to admit members to the Society. An applicant for membership shall be admitted to membership in the Society by the affirmative vote of a majority of those directors who are present at a meeting of directors at which a quorum is present and acting throughout.
- 2.4 Every member shall cooperate fully with the purposes of the Society and uphold the objects and comply with these bylaws and all other applicable rules and regulations of the Society.
- 2.5 The amount of the membership dues for each fiscal year or part thereof or other fees payable by the members shall be determined by the directors from time to time and ratified by the Society at the next annual general meeting.
- 2.6 A person shall cease to be a member of the Society:
  - (a) on the first day of the next school year following the date on which he or she no longer has children attending the school operated by the Society, provided that he or she may provide notice to the Society of his or her intention to remain a member of the Society and if he or she provides such notice, he or she shall continue to be a member of the Society in accordance with these bylaws;
  - (b) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
  - (c) on his or her death;
  - (d) on being expelled pursuant to section 2.7; or
  - (e) on having been a member not in good standing for six consecutive months.
- 2.7 The Executive may expel, suspend or otherwise discipline any member for non-payment of dues or other fees payable pursuant to section 2.5 or for conduct, which in the discretion of the Executive, is in violation of the basis and principles set out in the objects, bylaws or Education Vision, or is likely to endanger the interests, purposes or reputation of the Society but the Executive may not expel, suspend or otherwise discipline any member until the member has received a notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons therefore and until the member has been given an opportunity to be heard by the directors before the proposed expulsion, suspension or other disciplinary measures are put to a vote.
- 2.8 A member who is expelled, suspended or otherwise disciplined by the directors may appeal such a decision to a general meeting of the members within 30 days of the decision and the decision of the majority of the members shall be final and binding and there shall be no further appeals or reviews of the decision by the members to any court, or other judicial body. The rules of

procedure on an appeal to the members shall be determined by a majority of the members at such general meeting and shall ensure that the member has a fair hearing.

- 2.9 All members are in good standing except a member who is under suspension or discipline pursuant to section 2.7 or a member who has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by him or her to the Society and he or she is not in good standing so long as the debt remains unpaid.
- 2.10 Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.
- 2.11 The membership of a person in the Society is not transferable.

### **PART III - MEETINGS OF MEMBERS**

- 3.1 The general meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the Executive shall decide.
- 3.2 Every general meeting other than an annual general meeting is a special meeting.
- 3.3 The Executive may, whenever it thinks fit, or shall, if so requested in writing by 10% of the members of the Society, convene a special meeting. The written request shall state the reason for which the meeting is to be called.
- 3.4 The Society shall give not less than 14 days' written notice of a general or special meeting to its members entitled to receive notice. Notwithstanding the foregoing, the Society shall give not less than 21 days' written notice of a general or special meeting at which the Society intends to propose a special resolution.
- 3.5 Notice of a general or special meeting shall specify the place, the day and the hour of the meeting.
- 3.6 The accidental omission to give notice of a general or special meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.

### **PART IV - PROCEEDINGS AT MEETINGS OF MEMBERS**

- 4.1 Special business is:
  - (a) all business at a special meeting except the adoption of rules of order; and
  - (b) all business that is transacted at an annual general meeting, except;
    - (i) the adoption of rules of order;
    - (ii) consideration of the financial statements;
    - (iii) consideration of the report of the directors;

- (iv) consideration of the report of the auditor;
- (v) the selection of the directors;
- (vi) the appointment of the auditor; and
- (vii) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.

- 4.2 No business, other than the selection of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general or special meeting at a time when a quorum is not present.
- 4.3 If at any time during a general or special meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4 A quorum at a general meeting is 25 members in good standing. The quorum at a special meeting is also 25 members in good standing.
- 4.5 If within 30 minutes from the time appointed for a general or special meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 4.6 The Chair of the Society shall, subject to an Executive resolution appointing another person, chair all meetings; but if at any general or special meeting the Chair, or such alternate person appointed by an Executive resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the members present may choose one of their number to chair that meeting.
- 4.7 If a person presiding as chair of a general or special meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of the majority of the members present at such meeting, he or she may preside as chair.
- 4.8 A general or special meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 All resolutions proposed at a general or special meeting must be seconded. The person chairing such a meeting may move or propose a resolution.

- 4.11 Any issue at a general or special meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.12 A member in good standing is entitled to one vote, provided the member has been in good standing for at least 30 days immediately prior to the general or special meeting at which the vote takes place.
- 4.13 The person chairing a general or special meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.14 Unless otherwise agreed upon by the members at a general or special meeting, voting shall be by a secret vote by written ballot for those matters pertaining to persons. All other votes shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.
- 4.15 Members who are not present at a general or special meeting may vote by means of an absentee ballot, provided that the member's absentee ballot is submitted to the secretary of the meeting in a sealed envelope prior to the opening of the meeting.
- 4.16 Voting by proxy is not permitted.
- 4.17 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 75% of the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 4.18 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it in person at a general or special meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

## **PART V - DIRECTORS**

- 5.1 The Executive may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Society;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.
- 5.2 No rule made by the Society in a general meeting invalidates a prior act of the Executive that would have been valid if that rule had not been made.
- 5.3 The number of directors shall be such number, not being less than seven, as may be determined from time to time by ordinary resolution. A majority of the directors must be at arm's length with each other and the society administrator.
- 5.4 Any member in good standing is eligible for selection as a director, except any member who is:
- (a) an employee of the Society;
  - (b) the spouse of an employee of the Society;
  - (c) an employee of Black Gold School Division who has been hired to work at Covenant Christian School;
  - (d) the spouse of an employee of Black Gold School Division who has been hired to work at Covenant Christian School; or
  - (e) not at arm's length with a majority of the other directors or the society administrator.
- 5.5 Directors shall normally be selected at the annual general meeting. Directors shall take office commencing at the beginning of the next following school year.
- 5.6 The term of office of directors shall normally be three years and the selection of directors shall be arranged so that as nearly as possible one-third of the directors shall be selected each year.
- 5.7 Directors may be re-selected to a maximum of two consecutive three-year terms. After having not served as a director at least one year, a director may be re-selected.
- 5.8 Subject to section 5.7, a director shall retire from office at the beginning of the next school year following the expiration of his or her three-year term and after his or her successor has been selected.
- 5.9 If no successor is selected the person previously selected or appointed continues to hold office.
- 5.10 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-selection at the meeting.



- 5.11 At least 45 days before an annual general meeting, the Secretary shall send out a call for nominations in writing to every member in good standing. Nominations must be signed by the nominee and two nominators, who must be at arm's length from the nominee, must not be living at the same residence as the nominee and must not be an employee of the Society. Members shall return completed nomination papers to the Secretary no later than 30 days prior to the annual general meeting. The Executive shall provide the members with a list of qualified candidates for selection as directors. Only those persons so nominated may stand for selection; nominations from the floor shall not be permitted for the office of director.
- 5.12 When directors are selected by secret ballot, the name of each duly nominated candidate shall appear individually on the ballot. Candidates shall be deemed to be selected in order of those candidates receiving the most votes. No member shall vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.13 The members may by special resolution remove a director before the expiration of such director's term of office and may elect a successor to complete the term of office, but no director shall be removed until he or she has been given notice of the proposed action and an opportunity to be heard by the members at a general meeting.
- 5.14 The Executive may remove a director before the expiration of such director's term of office by resolution of no less than 75% of the votes cast by those directors entitled to vote at the meeting at which such vote takes place. No director shall be removed until he or she has been given notice of the proposed action and an opportunity to be heard by the Executive at a meeting of the Executive. A director who is removed by the Executive may appeal such a decision to a general meeting of the members pursuant to section 2.8.
- 5.15 A person shall immediately cease to be a director of the Society:
- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein;
  - (b) upon his or her death;
  - (c) upon ceasing to be a member of the Society; or
  - (d) upon being removed pursuant to section 5.13 or 5.14.
- 5.16 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such from any business or affairs with the Society, provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the Society as an officer or in any other capacity without compensation.
- 5.17 The Executive shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Executive shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the

purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Executive may prescribe.

- 5.18 The Executive shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purposes of furthering the purposes of the Society. The Executive in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.
- 5.19 In investing the funds of the Society, the Executive shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its opinion are prudent. Subject to the provisions of the *Societies Act*, a director shall not be liable for any loss which may result from any such investment.

## **PART VI - PROCEEDINGS OF THE EXECUTIVE**

- 6.1 A meeting of the Executive may be held at any time and place determined by the Executive, provided that seven days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.
- 6.2 The Executive may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors in office at the time when the meeting convenes.
- 6.3 The Chair of the Society shall, subject to an Executive resolution appointing another person, chair all meetings of the Executive, but if at any Executive meeting the Chair or such alternate person appointed by an Executive resolution is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.
- 6.4 If the person presiding as chair of a meeting of the Executive wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.
- 6.5 Any two directors may at any time, and the Secretary on the request of any two directors shall, convene a meeting of the Executive.
- 6.6 For the purposes of the first meeting of the Executive held immediately following the selection of a director or directors at an annual or other general meeting, it is not necessary to give notice of the meeting to the newly selected director or directors for the meeting to be properly constituted.
- 6.7 All resolutions proposed at a meeting of the Executive must be seconded. The person chairing a meeting may move or propose a resolution.

- 6.8 Any issue at a meeting of the Executive which is not required by these bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by an Executive resolution.
- 6.9 The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.10 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.11 An Executive resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted. Such Executive resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Executive and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.12 A member may request in writing to the Secretary of the Society to be permitted to attend a meeting of the Executive and the Executive may invite to its meetings any person as it deems appropriate.

## **PART VII - COMMITTEES**

- 7.1 The Executive may delegate any, but not all, of its powers to committees which may be in whole or in part composed of members and directors as it thinks fit, provided that every committee shall have at least one director who will serve as a liaison with the Executive.
- 7.2 A committee, in the exercise of the powers delegated to it, shall conform to any rule that may from time to time be imposed by the Executive, and shall report every act or thing done in exercise of those powers at the next meeting of the Executive held after it has been done, or at such other time or times as the Executive directs.
- 7.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed *mutatis mutandis* by the rules set out in these bylaws governing proceedings of the Executive.
- 7.4 A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.
- 7.5 The Executive may create such task force or standing and special committees as may from time to time be required. Any such task force or committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred

by an Executive resolution. Unless specifically designated as a standing committee, any task force or special committee so created must be created for a specified time period only. Upon completion of the earlier of the specific time period or the task for which it was appointed, a task force or special committee shall automatically be dissolved.

## PART VIII - DUTIES OF OFFICERS

- 8.1 At the first Executive meeting of the school year following an annual general meeting, the Executive shall elect from among the directors a Chair, Vice-Chair, Secretary and Treasurer and such other officers as the directors may deem appropriate who shall hold office for a term of one year and until their successors are chosen.
- 8.2 A director may be removed as an officer by an Executive resolution.
- 8.3 Should any officer for any reason not be able to complete his or her term, the Executive shall elect a replacement without delay.
- 8.4 The Chair shall preside as chair at all meetings of the Society and the Executive. The Chair shall be a member *ex officio* of all committees.
- 8.5 The Vice-Chair shall, in the absence of the Chair, possess all of the powers and perform all of the duties of the Chair.
- 8.6 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Society and the Executive;
  - (b) the keeping of minutes of all meetings of the Society and the Executive;
  - (c) the filing of all reports and returns as are necessary to comply with the *Societies Act* and the *Income Tax Act*;
  - (d) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
  - (e) the custody of the common seal of the Society;
  - (f) the maintenance of the register of members; and
  - (g) the conduct of the correspondence of the Society.
- 8.7 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, reports and returns including books of account as are necessary to comply with the *Societies Act* and the *Income Tax Act*;

- (b) the making of all disbursements on behalf of the Society; and
  - (c) the rendering of financial statements and reports to the directors, members and others when required.
- 8.8 If the Secretary is absent from any meeting of the Society or the Executive, the directors present shall appoint another person to act as secretary at that meeting.
- 8.9 Notwithstanding the foregoing bylaws, the Executive may appoint a secretary of the Executive to be responsible for preparation and custody of minutes of meetings of the Executive and the correspondence of the Executive.
- 8.10 The Executive may delegate some but not all of the responsibilities of an officer to the society administrator or another employee of the Society.

#### **PART IX - SEAL**

- 9.1 The Executive may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 9.2 The common seal shall be affixed only when authorized by a resolution of the Executive, and then only in the presence of the Chair or such other persons prescribed in the resolution.

#### **PART X - EXECUTION OF DOCUMENTS**

- 10.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two of its officers or directors. In addition, the Executive may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

#### **PART XI - BORROWING**

- 11.1 In order to carry out the purposes of the Society the Executive may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures, provided that the Executive may not borrow greater than 5% of the Society's annual budget without the approval of the members.
- 11.2 Notwithstanding section 11.1, no debenture shall be issued without the authorization of a special resolution.
- 11.3 The members may by ordinary resolution restrict the borrowing powers of the Executive.

## **PART XII - FINANCIAL REVIEW**

- 12.1 At each annual general meeting, the Society shall appoint one or more auditors and/or financial reviewers to ensure the Society meets its obligations set out in the *Societies Act* and any other applicable statutes and laws.
- 12.2 The auditors and/or financial reviewers may be removed by ordinary resolution.
- 12.3 The auditors and/or financial reviewers shall be promptly informed in writing of their appointment or removal.
- 12.4 The auditors and/or financial reviewers may attend general meetings.

## **PART XIII - NOTICES**

- 13.1 A notice may be given to a member, either personally or by mail or by electronic mail or by facsimile to the member at the member's registered address or the member's e-mail address as recorded in the Society's minute book or by an announcement in the school newsletter, school website or other social media operated by the Society.
- 13.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. In the case of notice by either electronic mail or facsimile, an acknowledgment of receipt by return facsimile or electronic mail shall be obtained from the member.
- 13.3 Notice of a general or special meeting shall be given to:
  - (a) every member shown on the register of members on the day notice is given;
  - (b) the auditor; and
  - (c) such other persons as the Executive sees fit.

## **PART XIV - BOOKS AND RECORDS**

- 14.1 The Executive shall see that all necessary books and records of the Society required by the bylaws of the Society or by any applicable statute or law are regularly and properly kept.
- 14.2 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of the meetings of the Executive shall be open to inspection of members of the Society not being directors. In the absence of such determination, the documents, except the confidential minutes of the Executive, which confidentiality may be deemed by the Executive, shall be open to inspection by any member of the Society upon application to the Executive.

## **PART XV - DISPUTE RESOLUTION**

- 15.1 The Society accepts the Holy Bible as the inspired Word of God and believes that God desires that the Society and the members and directors of the Society resolve all disputes and that they be reconciled in their relationships in accordance with the principles stated in 1 Corinthians 6:1-8, Matthew 5:23-24, Matthew 18:15-20 and other pertinent portions of the Holy Bible.
- 15.2 Should the Society and the member or director of the Society not be able to resolve a claim or controversy arising out of these bylaws, or in respect of any legal relationship associated with it or from it, through consultation and negotiation in the spirit of mutual friendship and cooperation, any party may initiate mediated negotiation in accordance with the National Mediation Rules of the ADR Institute of Canada, Inc. All disputes remaining unsettled after mediation shall be referred to and finally resolved by arbitration in accordance with the National Arbitration Rules of the ADR Institute of Canada, Inc.
- 15.3 The place of mediation and arbitration shall be mutually agreed by the Society and the member or director. In the absence of agreement regarding the place of mediation, the place of mediation and arbitration shall be Leduc, Alberta. Both parties shall share the fee of the mediator and arbitrator equally.
- 15.4 The Society and the members and directors of the Society shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, either party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

## **PART XVI - INDEMNIFICATION**

- 16.1 Subject to the provisions of the *Societies Act*, the Society shall indemnify each director or officer or former director or officer of the Society, and his or her heirs and personal representatives, from and against any and all loss, cost, charge, damage, expense or liability incurred by him or her including any amount paid in connection with any investigation or defense or any amount paid to settle an action or satisfy a judgement in a civil, criminal or administrative investigation, action or proceeding to which he or she is a party, witness or is required to provide evidence or testimony in by reason of him or her being or having been a director or officer of the Society, including any action brought by the Society unless such loss, cost, change, expense or liability arose by or through the wilful act, gross misconduct or fraud of the director or officer or former director or officer and each director or officer on being selected or appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
- 16.2 Subject to the provisions of the *Societies Act*, the directors of the Society may cause the Society to indemnify any director, officer, employee or agent of the Society or of a subsidiary of the Society or of a corporation, partnership, joint venture, trust or other entity for which he or she is serving at the request of the Society, against all loss, cost, charge, damage, expense and liability incurred by him or her by reason of his or her acting as a director, officer, employee or agent of

the Society or such subsidiary, corporation or other entity, subject to such terms and conditions as the directors may determine.

- 16.3 Except as otherwise provided above, the failure of a director or officer of the Society to comply with the provisions of the *Societies Act* or of the objects or bylaws of the Society shall not invalidate any indemnity to which he or she is entitled under this section.
- 16.4 Notwithstanding any other provisions set forth in this section, the indemnification authorized by this section shall be applicable only to the extent that any such indemnification does not duplicate any indemnity or reimbursement which that person has received or may receive otherwise than under this section, at law or otherwise.
- 16.5 Subject to the *Societies Act*, no director or officer of the Society shall be liable for any act, receipt, neglect or default of any other director or officer or for any loss, cost, change, damage or expense incurred by the Society through the insufficiency or deficiency of any security in or upon which any of the moneys of or belongings to the Society may be invested or arising from the bankruptcy, insolvency, tortious act of any person, firm or corporation with whom or which any money, security or effects of the Society may be lodged or deposited or occasioned by any error of judgment or oversight on his or her part or for any other loss, cost, change, damage or expense of his or her duties as such unless the same arose through his or her wilful act, gross misconduct or fraud.
- 16.6 The directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was a director, officer, employee or agent of the Society or is or was serving at the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity against any liability which may be imposed on or incurred by the Society or such person in the execution of their duties as such.

## **PART XVII - DISSOLUTION**

- 17.1 In the event of the winding-up or dissolution of the Society, any funds or assets of the Society that remain after satisfaction of the debts and liabilities of the Society shall be given or transferred to such Christian educational organizations that are registered charities pursuant to the provisions of the *Income Tax Act* from time to time in effect as shall be determined by the members of the Society, and if effect cannot be given to the aforesaid provisions, such funds shall be given or transferred to such organizations that are registered charities pursuant to the provisions of the *Income Tax Act* that have purposes similar to those of the Society.



## **PART XVIII - BYLAWS**

- 18.1 On being admitted to membership, each member is entitled to and upon request the Society shall provide him or her with a copy of the foundational documents of the Society (including the objects of the Society, the Education Vision Document, and these bylaws).
- 18.2 These bylaws shall not be altered or added to except by special resolution, provided that the proposed amendments have been submitted to the members of the Society at least 28 days prior to the meeting of the Society at which the Society intends to propose the special resolution.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2016.

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Leduc Society for Christian Education  
Chair-Emily Meetsma