

5.1 BYLAWS OF THE CALGARY GIRLS' SCHOOL SOCIETY

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BYLAWS OF THE CALGARY GIRLS' SCHOOL SOCIETY

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ARTICLE ONE – PREAMBLE

SOCIETY

1.01 The name of the Society is the Calgary Girls' School Society incorporated on July 8, 2002, under the Societies Act, RSA 2000, c. S-14. The Corporate Access Number is 509979464.

BYLAWS

1.02 The following Articles set forth the bylaws of the Calgary Girls' School Society.

ARTICLE TWO – DEFINITIONS AND INTERPRETATION

DEFINITIONS

2.01 In this application and in these bylaws:

- (a) "AGM" or "Annual General Meeting" means the annual general meeting of the Society as described in Articles 4.17 to 4.20 of these bylaws,
- (b) "Chairperson" means the individual elected by the Charter Board to be the Chairperson of the Charter Board in accordance with the provisions of the *Education Act* and President of the Society in accordance with the provisions of the *Societies Act*,
- (c) "Charter" means the charter approved by the Minister under section 25 of the *Education Act*, pursuant to which the Society operates the School,
- (d) "Charter Board" means the individuals elected or appointed to the Charter Board pursuant to the Charter and these bylaws and as Directors of the Society in accordance with the provisions of the *Societies Act*,
- (e) "Members" means those individuals designated as Parent or Charter Board Members as described in Article 3.02 of these bylaws,
- (f) "Minister" means the Minister as defined by the *Education Act*,
- (g) "Ordinary Resolution" means a resolution passed by a majority of the votes cast by the Parent Members and Charter Board Members who voted in respect of that resolution.

- (h) "Regulation" means the *Charter Schools Regulation*, AR212/2002, as amended or replaced from time to time.
- (i) "School" means any school operated by the Society,
- (j) "*Education Act*" means the *Education Act*, (2012 Chapter E-03) and includes any regulations made thereunder and any amendments thereto,
- (k) "School Council" means the School Council established pursuant to the provisions of the *Education Act*,
- (l) "School Council Executive" means those individuals elected or appointed to the School Council Executive pursuant to the provisions of School Council bylaws,
- (m) "Secretary-Treasurer" means a Director of the Society appointed by the Society board to be the secretary-treasurer of the Society in accordance with the provisions of the *Societies Act*,
- (n) "*Societies Act*" means the *Societies Act*, RSA 2000, Chapter S-14 and includes any regulations made thereunder and any amendments thereto,
- (o) "Society" means the Calgary Girl's School Society,
- (p) "Special Resolution" means
 - (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 75% of those members who, if entitled to do so, vote in person.,
 - (ii) a resolution proposed and passed as a special resolution at a general meeting of which 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
- (q) "Superintendent" means the individual appointed by the Charter Board to be the Superintendent of the School in accordance with the provisions of the *Education Act*,
- (r) "Vice-Chairperson" means the individual elected by the Charter Board to be the vice-chairperson of the Charter Board in accordance with the provisions of the *Education Act* and the vice-president of the Society in accordance with the provisions of the *Societies Act*.

INTERPRETATION

2.02 Words importing the singular number include the plural and vice versa; the masculine shall include the feminine; and the word “person” shall include an individual, partnership, association, body corporate, corporation, company, syndicate, trustee, executor, administrator, legal representative, and any number or aggregate of persons.

ARTICLE THREE – MEMBERSHIP

GENERAL CONDITIONS

3.01 Subject to these bylaws, membership is open to persons eighteen years of age or older who want to advance the objects for which the Society was formed.

3.02 No persons shall be members of the Society unless they are:

(a) Parents or guardians (as defined by common law) of a child registered in the School to a maximum of two members per family (parents or guardians as defined by common law) of each child registered in the School, herein called a Parent Member, or

(b) Elected or appointed to the Charter Board, herein called a Charter Board Member.

COMMENCEMENT OF MEMBERSHIP

3.03 Membership in the Society commences automatically effective as of:

(a) for Parent Members on the date of registration of their child in the School, and

(b) for Charter Board Members on the date of commencement of their term of office.

MEMBERSHIP FEES

3.04 There shall be no membership fees or membership dues payable by the Members.

TERMINATION OF MEMBERSHIP

3.05 Membership in the Society ceases automatically when:

(a) a Parent Member no longer has a child registered in the School,

(b) a Charter Board Member no longer holds office, or

(c) any Member has resigned their membership by written notice to the Secretary-Treasurer of the Society.

3.06 A Member who has failed to comply with the objects or bylaws of the Society may be expelled from membership by a 75% majority vote of the Charter Board. Prior to the vote being taken, the Member shall be given fourteen (14) days' notice in writing of the proposed expulsion and shall be afforded a reasonable opportunity to explain his/her position to the Charter Board at a meeting called for such purpose. The quorum for any such special meeting shall be a simple majority.

MEMBERSHIP YEAR

3.07 The membership year of the Society shall be established by the Charter Board and may be amended from time to time.

DUTIES OF SOCIETY MEMBERS

3.08 Each Member of the Society shall promote the objects of the Society and shall conform to all rules and regulations of the Society whether expressed in these bylaws, the *Education Act*, the Charter or which otherwise may have been, or may be, from time to time adopted by the Society.

RIGHTS AND PRIVILEGES OF MEMBERS

3.09 Any Member in good standing is entitled to:

- (a) receive notice of general or special meetings,
- (b) attend any general or special meeting; and
- (c) exercise any other rights and privileges given to Members under these bylaws.

AUTHORITY AND RESPONSIBILITY OF SOCIETY MEMBERS

3.10 As more particularly described in these bylaws, the Society Membership exercises its authority and responsibility for the School as follows:

- (a) the election of Charter Board members by the Society's membership;
- (b) the sanction by the Society's membership required for the Charter Board to borrow money;
- (c) the Society's receipt of all Charter Board meeting minutes;
- (d) the Society's right to receive and review the audited financial information at the AGM; and

(e) the amendment of these bylaws by special resolution of the Society's general membership.

LIMITATION OF LIABILITY OF MEMBERS

3.11 No Member shall be personally liable for any debt or liability of the Society.

ARTICLE FOUR – MEETINGS OF THE SOCIETY

GENERAL OR SPECIAL MEETINGS

4.01 The Charter Board may call a General meeting of the Society at any time with appropriate notice to Members.

(a) General meetings of the Society will ordinarily be held as in-person meetings.

(b) General meetings of the Society may be hosted as virtual meetings in the event of an emergency, extenuating circumstances or as a part of the annual meeting schedule.

4.02 The Charter Board shall call a special meeting of the Society within twenty-one (21) days of receiving a written request signed by at least one-quarter (1/4) of the Members in order to consider the subject matter of the request. The request must state the nature of the request and the motion(s), if any, to be submitted at the special meeting.

4.03 Members shall be given seven (7) days' notice of the date, time and place of any general or special meeting and a description of the nature of the business to be conducted. Whenever practicable, the Charter Board will attempt to hold a General or Special meeting of the Society in conjunction with a regular meeting of School Council.

QUORUM

4.04 A quorum for the transaction of any business at a Society meeting exists when there are at least nine (9) Members in attendance and the Charter Board Members are in the minority.

4.05 If a quorum is present at the start of a meeting, business may continue to be conducted even if a quorum is not maintained for the duration of the meeting.

4.06 If there is no quorum within 30 minutes of the set time, the meeting is adjourned to one week later at the same place and time. Notice of such adjournment is not required and those Members present at such subsequent meeting shall constitute a quorum.

NOTICE

4.07 Whenever notice is required to be given to Members of the Society, it shall be given by as many of the following means as are practicable:

- (a) posting written notice in a prominent location at the School;
- (b) delivering notice by means of electronic mail or computer network.

4.08 No action taken at a meeting of the Society is invalidated by:

- (a) accidental omission to give notice to any Member;
- (b) failure of any Member to receive notice; or
- (c) any error in any notice which does not substantially affect the meaning or intent of the notice.

PROCEEDINGS

4.09 Robert's Rules of Order shall govern all proceedings at meetings of the Society unless otherwise provided in these bylaws.

VOTING

4.10 Parent Members are entitled to only one (1) vote per family (parents or guardians as defined by common law) unless otherwise provided in these bylaws. As an example, parents and/or stepparents and/or guardians with any number of their children registered at the School shall have one vote.

4.11 Charter Board Members who are not parent Members are entitled to one (1) vote each.

4.12 Members must be in attendance to vote in person when the meeting is held in-person.

4.13 Every ordinary resolution or motion shall be decided by a majority of the votes of those Members present and voting and in the case of a tie vote, the motion is defeated.

4.14 The passage of a Special Resolution of the Society requires a vote of not less than 75% of those Members who, if entitled to do so, vote in person.

Replace with

The passage of a Special Resolution of the Society requires a 'yes' vote of not less than 75% of those voting Members present.

4.15 Voting shall be by a show of hands unless at least five (5) Members request that a vote be taken by secret ballot.

- 4.16 A decision by the Chairperson that a motion or resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour or against such motion or resolution.

OPEN MEETINGS

- 4.17 All General and Special meetings of the Society are open to the public; however, only Members are entitled to speak. The Chairperson may require any person to leave the meeting for improper conduct. A majority of the Members may require any person who is not a Member to leave the meeting.

ANNUAL GENERAL MEETING (AGM)

- 4.18 AGMs shall be held within 100 days of the fiscal year-end at such place and time as the Charter Board may determine.
- 4.19 The Charter Board shall provide Members with fourteen (14) days' notice of the date, time and place of the AGM as well as the business to be conducted at the AGM.

The agenda for the AGM shall provide for:

- (a) adopting minutes of the previous AGM;
- (b) reviewing the Society's audited financial statements;
- (c) reporting on any significant activities during the year; and
- (d) conducting any other business.

ARTICLE FIVE - THE CHARTER BOARD

MANDATE OF THE CHARTER BOARD

- 5.01 The Society is the sponsoring body for the Charter. The Charter Board is given the mandate to act on behalf of the Society in the operation and management of the School in accordance with the *Education Act*, the Charter and these bylaws.
- 5.02 The Charter Board shall act as a public representative on behalf of the Society on matters pertaining to the School and charter school matters.
- 5.03 The Charter Board is committed to providing the opportunity for better education of girls in the Calgary area and to supporting the charter school movement.

AUTHORITY OF THE CHARTER BOARD

5.04 Unless otherwise provided in these bylaws, the Charter Board shall have the power to manage the affairs of the Society including exercising the powers granted to it under the *Education Act*. The Charter Board is charged with the authority to ensure the philosophy of the School, as stated in the Charter, is adhered to and the goals of the School are met on behalf of the Society. The Charter Board is vested with full control of all revenues and expenditures for the Society with the exception of funds solely raised by School Council, which funds shall be expended according to the direction of the School Council.

NUMBER OF MEMBERS

- 5.05 The Charter Board consists of six to nine (6-9) elected members, none of whom may be employees of the School, and the majority of members shall constitute a quorum.
- 5.06 A minimum of two (2) Charter Board Members will be Parent Members. A minimum of four (4) Charter Board Members will be community members who may be from fields of expertise such as, but not limited to, accounting, business, law, education, government relations, public relations, and are not a parent of a child attending the school.
- 5.07 It is intended that Parent Members shall be in the minority. At no time shall the number of parent members of the Charter Board equal or exceed the number of non-parent members of the Charter Board. If Parent Members are in the majority, the Nominating Committee shall use its best efforts to propose a qualified candidate to serve as a Non-Parent Charter Board Member. The appointment of the proposed candidate shall be voted on by the Charter Board at its next meeting. If the Nominating Committee is unsuccessful in providing a qualified candidate to serve as a Non-Parent Charter Board Member, then the number of Parent Charter Board Members shall be reduced first by calling for voluntary resignations in the number required and if no one voluntarily resigns, then by a draw of names. The number of names drawn shall equal the number of required resignations in order to maintain the intended majority of Non-Parent Charter Board Members. The Parent Members of the Charter Board whose names are drawn shall be removed from the Charter Board.

QUALIFICATIONS

- 5.08 All members of the Charter Board are required to meet the requirements of the *Education Act* and, in addition, must be committed to the provisions of the Charter.
- 5.09 The Charter Board Members should consist of individuals representing a variety of backgrounds which may include professional experience or training in education of girls, and/or expertise in finance, public or

government affairs, human resources, legal matters, school administration or parenting of and/or advocating for girls.

TERM OF OFFICE

- 5.10 A Charter Board member serves for a maximum three (3) year term. During the third year of a Charter Board member's term, the Charter Board member's term ends at a general or special meeting called for the purpose of electing new Charter Board members. Charter Board members may be re-elected for an indefinite number of terms.

NOMINATION OF CHARTER BOARD CANDIDATES

- 5.11 The Charter Board shall establish a Nominating Committee responsible for generating candidates for new Charter Board Members by serving notice to all Members and by any other means it may find necessary.
- 5.12 All candidates for the Charter Board shall submit an application outlining their particular skills and experience and a statement describing the nature of their commitment to the education of girls.
- 5.13 The Nominating Committee will review candidates' applications and backgrounds and provide the Charter Board with a list of qualified candidates by April 15.
- 5.14 The Nominating Committee will prepare and distribute a summary of each candidate's qualifications to all Members of the Society by May 1.

ELECTION OF CHARTER BOARD MEMBERS

- 5.15 When a vacancy exists on the Charter Board or when a Charter Board member is serving the third and final year of the Charter Board member's term, the Charter Board shall call a meeting before May 31 for the purpose of electing person(s) to the Charter Board.
- 5.16 At a Society meeting to elect new Charter Board members, if the number of candidates is equal to or less than the maximum number of available Charter Board positions, no vote is required and the candidates are elected by acclamation.
- 5.17 If there are more candidates than available Charter Board positions, the Nominating Committee shall be responsible to design and implement an election process to meet the following requirements:
- (a) the process shall be conducted by secret ballot of Members in advance of May 31;

- (b) two (2) Returning Officers shall be appointed by the Nominating Committee to count the ballots in the presence of one another;
- (c) one (1) of the Returning Officers shall be a Charter Board Member who is not a candidate in the current election and the second shall be a parent Member in good standing;
- (d) should no Charter Board Member be eligible to serve as a Returning Officer, both Returning Officers shall be parent Members in good standing;
- (e) the Returning Officers shall declare elected the candidate for each vacancy whose names appear on the greatest number of ballots; and
- (f) in the event of a tie for the last vacancy, a new vote will be taken by secret ballot only for those candidates who have received an equal number of votes.

5.18 The elected candidates shall be announced on or before May 31 on the School's website and by any other means at the discretion of the Charter Board.

DISQUALIFICATION OF CHARTER BOARD MEMBERS

5.19 A Charter Board Member may be disqualified from remaining as a Charter Board Member for the reasons outlined in Section 87 of the *Education Act*, or by a vote supported by not less than 75% of the members present in person at a special meeting of the Society.

5.20 The Charter Board may call a special meeting of the Society to vote on a motion to remove a Charter Board Member from the board if that member has:

- (a) failed to carry out the duties of their position as outlined in the *Education Act*, the *Societies Act*, the Charter, Charter Board Policies, or these bylaws;
- (b) interfered with the function of other Charter Board Members or an employee of the School in the performance of their duties;
- (c) willfully acted to contravene the Charter, the Objects of the Society or these bylaws.

RESIGNATION OF CHARTER BOARD MEMBERS

5.21 A Charter Board Member may resign from the Charter Board by giving one (1) months' notice in writing to the Chairperson (or to the Vice-Chairperson in the case of resignation of the Chairperson). Such

resignation shall take effect at the end of the months' notice, or on the date the Charter Board accepts the resignation, whichever is the earlier.

VACANCY ON CHARTER BOARD

5.22 A vacancy on the Charter Board occurs:

- (a) when the number of Charter Board Members is fewer than six (6); or
- (b) if the Parent Members are not in the minority.

5.23 When a vacancy exists on the Charter Board, the Nominating Committee will use its best efforts to propose a qualified candidate to serve on the Charter Board. This appointment shall be approved by majority vote of the Charter Board at its next meeting. If less than five months remain before the next May 31, the Charter Board may choose not to fill such vacancy.

DUTIES OF CHARTER BOARD MEMBERS

5.24 The duties of all Charter Board Members shall be as the terms of their appointments call for or the Charter Board requires of them. Notwithstanding, the Charter Board is responsible for the following:

- (a) promoting and advancing the objects of the Society;
- (b) promoting the membership of the Society;
- (c) assuring the appointment of a Superintendent, in accordance with the *Education Act* and Charter Board policy;
- (d) ensuring the mission and goals of the School are met and that the philosophy of the School is considered in all matters.
- (e) ensuring the Charter Board operates in accordance with the *Education Act*, its Regulations, the Charter, and Board Policies, including the preparation and monitoring of an annual budget and the preparation of annual financial statements.

5.25 It is expected that Charter Board Members will not serve in an executive capacity with the School Council but are not restricted from serving on any committee of the School Council including holding the position of committee chair.

DUAL CAPACITY OF SOCIETY DIRECTORS

5.26 The individuals elected or appointed to the Charter Board pursuant to Article 5.15, 5.16 or 5.22 herein shall also serve in the capacity of Directors of the Society.

DUAL CAPACITY OF SOCIETY OFFICERS

5.27 The individuals elected by the Charter Board as Chairperson and Vice-Chairperson of the Charter Board pursuant to Article 5.23 herein shall also serve in the capacity of President and Vice-President, respectively, of the Society. The Charter Board shall appoint such other Officers of the Society as it may determine.

DUTIES OF OFFICERS

5.28 The Chairperson/President shall:

- (a) when present, chair all meetings of the Charter Board and Society;
- (b) be an ex-officio member of all committees of the Charter Board and Society;
- (c) be the official spokesperson of the Charter Board and Society, unless otherwise delegated by Charter Board resolution or policy; and
- (d) carry out other duties assigned by the Charter Board or as may be required pursuant to the *Education Act* or the *Societies Act*, as the case may be.

5.29 The Vice-Chairperson/Vice-President shall:

- (a) in the absence of the Chairperson/President, perform all of the duties and exercise all of the powers of the Chairperson/President; and
- (b) carry out other duties assigned by the Charter Board or as may be required pursuant to the *Education Act* or the *Societies Act*, as the case may be.

5.30 The Secretary-Treasurer shall be responsible to:

- (a) attend all meetings of the Charter Board and Society,
- (b) keep a record of proceedings at a Society meeting,
- (c) distribute notices of Society meetings in accordance with these bylaws or as otherwise directed by the Chairperson/President,
- (d) maintain an up-to-date list of the names and addresses of all Members,
- (e) file the annual return, changes in the Officers of the Society, amendments to these bylaws and other incorporating documents with the Corporate Registry,
- (f) supervise the Society's business and financial operations,

- (g) present the Charter Board with an accurate accounting of the Society's finances, whenever required; and
- (h) carry out other duties assigned by the Charter Board or as may be required pursuant to the *Education Act* or the *Societies Act*, as the case may be.

LIMITATION OF LIABILITY

5.31 Charter Board and Society board members are not liable for any loss or damage caused by anything said or done or admitted to be done in good faith in the performance or intended performance of their function, duties or powers as Charter Board or Society board members.

INDEMNITY

5.32 The Society shall indemnify a Charter Board Member or Society Director, a former Charter Board Member or Director, or a person who acts or acted at the Society's request as a Charter Board Member or officer of a body corporate of which the Society is or was a shareholder or creditor, and his or her heirs, executors, administrators and other legal representatives, from and against:

- (a) Any liability and all costs, charges and expenses whatsoever that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced or prosecuted against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Society.

5.33 This indemnity does not apply where there is a failure to act honestly and in good faith with a view to the best interests of the Society. Nothing in this Article shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Article.

ARTICLE SIX – FISCAL RESPONSIBILITY

NO PROFIT FOR CHARTER BOARD MEMBERS

6.01 Charter Board Members shall be volunteers and will not be eligible for any honoraria, payments or benefits for their services, but may be paid for expenses incurred through the exercise of their duties in accordance with Charter Board policy.

INSURANCE

- 6.02 The Charter Board shall secure and continue to provide all necessary insurance including liability insurance for all Charter Board Members.

SOCIETY FUNDS

- 6.03 All Charter Board funds shall be held in a manner consistent with the provisions of the School Board Investment Regulation or as otherwise permitted by the Minister. A separate account shall be maintained for any Society funds that are not directly related to the operation of the School.

BORROWING POWERS

- 6.04 By special resolution of the Society, the Charter Board may borrow to meet current expenditures if the aggregate of the amount to be borrowed and the total amount owing under previous borrowings under sections 6.04 and 6.05 are less than the amount of the board's accounts receivable, as shown in the most recent audited financial statements for the board.
- 6.05 With the prior written approval of the Minister and authorization by special resolution of the Society, the Charter Board may borrow to meet current expenditures if the aggregate of the amount to be borrowed and the total amount owing under previous borrowings under sections 6.04 and 6.05 would exceed the amount of the board's accounts receivable, as shown in the most recent audited financial statements for the board.
- 6.06 The Charter Board, with the prior approval of the Minister and the authorization by special resolution of the Society, may borrow to meet capital expenditures.

CHEQUES AND CONTRACTS OF THE SOCIETY

- 6.07 Unless otherwise prohibited by legislation or under these bylaws, the Charter Board has the authority to enter into any form of contract or agreement necessary to carry out the objects of the Society. The Charter Board shall establish its own rules regarding the negotiation for and execution of contracts.
- 6.08 The Charter Board shall establish its own rules regarding the signing authorities for cheques drawn on the monies of the Society. Two signatures will be required on all cheques.

FISCAL YEAR

- 6.09 The fiscal year of the Society shall be from September 1 to August 31 of each year unless otherwise specified by the *Education Act*.

AUDIT

- 6.10 A qualified financial auditor appointed by the Charter Board must review and audit the financial statements of the Society at least once a year, in such manner as may from time to time be required by provincial or federal law.

ARTICLE SEVEN – OTHER MATTERS

BOOKS AND RECORDS

- 7.01 The Charter Board shall keep and file all necessary books and records of the Society as required by these bylaws or by provincial or federal statute.
- 7.02 The Charter Board will post copies of the minutes of all Society and Charter Board meetings to the website, or at the school, within fourteen (14) days of a board resolution to approve the minutes of such meetings. Minute books may be inspected at the Society's registered office upon request.
- 7.03 The Charter Board will make the following items available for inspection at the Society's registered office to any Member of the Society at any reasonable time: a) the agenda of any Charter Board Meeting or Annual Meeting of the Society; b) the minutes of any Charter Board Meeting or Annual Meeting of the Society; c) a budget adopted by the Charter Board; d) a By-law of the Calgary Girls' School Society; e) an agreement entered into by the Charter Board; f) an account of the Charter Board; g) a financial statement prepared pursuant to a requirement of the *Education Act*.
- 7.04 Notwithstanding the above, any information protected by privacy legislation such as confidential student records or information respecting a particular employee, unless that information is included in the financial statements of the board, will not be disclosed.
- 7.05 The Charter Board will promptly advise the Members of any significant changes in fiscal position or any information which may result in a material change to the operations of the Society.

REGISTERED OFFICE

- 7.06 The Registered Office of the Society is located at Unit C 7239 Flint Road SE, Calgary, Alberta T2H 1G2. From time to time, the Charter Board may designate a different location for the office.

SEAL

7.07 The Society may, upon resolution of the Charter Board, adopt a seal in the form prescribed by the Charter Board for discretionary use by the Charter Board. The Society's seal shall be kept in the custody of the Society Secretary-Treasurer.

DISTRIBUTION OF ASSETS UPON DISSOLUTION

7.08 The Society does not pay any dividends nor distribute its property among its Members.

7.09 The Society may be dissolved only after completing the charter dissolution process described in the Charter. Any remaining funds or assets shall be disposed of to a charity or charities with similar objects registered under the *Income Tax Act*, as chosen by the Charter Board. No part of the assets of the Society shall be paid or distributed to any Member, Director or Officer of the Society.

AMENDMENT TO BYLAWS

7.10 These bylaws shall not be rescinded, altered or added to except by Special Resolution of the Society. The amended bylaws take effect only after approval of the Special Resolution, acceptance by Corporate Registry and approval by the Minister.

CONFLICTS

7.11 In the case of any conflicts between the Charter, these bylaws and the *Societies Act* or the *Education Act*, the provisions of the *Societies Act* or the *Education Act*, as the case may be, shall take precedence.