

RESTATED BY-LAWS OF
CONNECT CHARTER SCHOOL SOCIETY (February 18, 2014)
Amended June 29, 2009, November 27, 2012 and February 18, 2014

ARTICLE 1
GENERAL

1.01 Activities

The activities of the Society shall not be carried out for the financial gain or benefit of any individual or group of individuals.

1.02 Application of Funds

The income and property of the Society, whensoever derived, shall be applied solely towards the promotion of the objects of the Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, except as due and fair fees for remuneration for services actually rendered to the Society.

ARTICLE 2
INTERPRETATION

2.01 Defined Terms

In these By-laws, unless the context otherwise requires:

- (a) "Act" shall mean the Societies Act, R.S.A. 2000, c. S-14, and the regulations made thereunder, as amended from time to time, and in the case of such amendment any reference in these By-laws shall be read as referring to the amended provision;
- (b) "Board" shall mean the Board of Directors of the Society;
- (c) "By-laws" means the by-laws of the Society from time to time in force and effect;
- (d) "Director" shall mean a member of the Board;
- (e) "General Meeting" shall mean a meeting of members of the Society held pursuant to Articles 5.01 or 5.02;

(f) "Officers" shall mean the following positions, provided that one individual may hold more than one of the offices:

(i) Chair;

(ii) Vice-Chair;

(iii) Chair of the Audit and Finance Committee;
(November 27, 2012) and

(iv) such other officers as the Board may from time to time determine;

(g) "School Act" shall mean the School Act, R.S.A., 2000 c. S.3 and the regulations made thereunder, as amended from time to time;

(h) "School" means the Connect Charter School (February 18, 2014);

(i) "Society" shall mean Connect Charter School Society (February 18, 2014);

(j) "Special Meeting" shall mean a meeting of members of the Society held pursuant to Article 5.03; and

(k) "Special Resolution" means a resolution passed by the vote of not less than 75% of members present and entitled to vote at a General Meeting.

2.02 Gender

Unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa.

2.03 Notices

All written notices hereinafter provided for shall be validly given by:

(a) remitting them in a postage-prepaid envelope to the last address given by the addressee to the Society, deposited in any mailbox or post office in the Province of Alberta, in which case they shall be deemed to have been received by the addressee seven (7) days after deposit;

(b) remitting them by facsimile to the last facsimile number given by the addressee to the Society; or

(c) by e-mail sent to the last address given by the addressee to the Society.

If the Society sends a notice or document to a member and the notice or document is returned on three consecutive occasions because the member cannot be found, the Society is not required to send any further notices or documents to the member until he informs the Society in writing of his new address.

2.04 Act

All terms contained in the By-laws which are defined in the Act shall have the meaning assigned by the Act.

2.05 Headings

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.

ARTICLE 3 REGISTERED OFFICE AND SEAL

3.01 Registered Office

The registered office of the Society shall be located at Calgary, Alberta. (June 29, 2009)

3.02 Seal

The Society shall not have a seal.

ARTICLE 4 MEMBERSHIP

4.01 General

Each member of the Society shall promote the objectives of the Society and the School and shall comply with the By-laws and all rules and regulations of the Society as may be established by the Board from time to time.

4.02 Voting Memberships

Voting memberships shall consist of the following:

- (a) Directors; and
- (b) Parents or guardians of students enrolled in the School with a maximum of two members per family.

Each member has equal voting privileges of one vote per member.

4.03 Non-voting Memberships

The Board may create other types of voting or 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.

4.04 Fees

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the Board, which vote shall become effective only when confirmed by a vote of the members at a General Meeting. The Secretary-Treasurer shall notify the members of the dues or fees at any time payable by them.

4.05 Failure to Pay Dues

In the event that any member fails to pay the annual dues or fees at any time payable by him for a period of one month following their due date or fails to comply with any of the other requirements for membership as prescribed by the Board, such member shall forthwith be removed from the roll of members in the Society but is eligible to be reinstated upon payment of the appropriate dues or fees applicable at the time of reinstatement.

4.06 Withdrawal from Membership

Any member desiring to withdraw from membership may do so by submitting to the Secretary-Treasurer his written resignation and thereupon he shall cease to be a member.

4.07 Expulsion from Membership

Any member may be expelled from membership for any reason which is deemed to be prejudicial to the best interests of the Society by a majority vote of the members of the Board. Prior to the vote being taken, the person proposed for expulsion shall be given fourteen (14) days' notice in writing of the proposed expulsion and shall be afforded an opportunity to explain or justify his position to the members of the Board present at a meeting called for, inter alia, such purpose. At such meeting no persons other than Directors and the person proposed for expulsion and any witnesses approved by the Chair shall be present.

ARTICLE 5 MEETINGS OF MEMBERS

5.01 Annual General Meetings

The Annual General Meeting of the Society shall be held within three (3) months following the fiscal year end of the Society at such time and place in the Province of Alberta as the Board may decide to consider and vote on the reports of the previous year's activities, to elect the Directors and to transact such other items of business as may properly come before it.

5.02 General Meetings

General Meetings of members may be held at such time and place in the Province of Alberta as the Chair or the Board may decide to consider and vote on the business before it.

5.03 Meetings on Requisition of Members

Members of the Society representing not less than twenty-five (25%) percent of the voting members of the Society may requisition the Board to call a Special Meeting of members of the Society for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the Society. Upon receipt of the requisition, the Board shall call a meeting of the Society to transact the business stated in the requisition. If the Directors do not, within twenty-one (21) days after receiving the requisition, call a meeting, any member who signed the requisition may call the meeting.

5.04 Notice

Notice of a General Meeting or any Special Meeting shall be made by notice in writing delivered not later than thirty (30) days prior to the proposed date of the meeting. Such notice shall be so delivered to each voting member, each Director, the auditor of the Society, and such other persons as the Board may designate, and shall state the day, hour and place of meeting and, if special business is to be transacted thereat, the notice shall set forth:

- (a) the nature of that business in sufficient detail to permit a voting member of the Society to form a reasoned judgment on that business; and
- (b) the text of any Special Resolution to be submitted to the meeting.

5.05 Waiver of Notice

Notice of any meeting of members of Society or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any member, any Director, or the auditor of the Society in writing addressed to the Society and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a member or any other person entitled to attend at a meeting of members of the Society is a waiver of notice of the meeting, except when he attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.06 Omission of Notice

The accidental omission to give notice of any General Meeting or Special Meeting to, or the non-receipt of any notice by, any person entitled to receive such notice shall not invalidate any resolution passed or any proceeding taken at any such meeting.

5.07 Chair

At all General Meetings and Special Meetings the Chair shall be chair of the meeting. In the absence of the Chair, the Vice-Chair shall be chair, and in the absence of both the Chair and the Vice-Chair, the members shall elect one of their number to be chair of the meeting.

5.08 Quorum

At least eight of the voting members in good standing shall constitute a quorum at any General Meeting or Special Meeting. In the event that no quorum is present within thirty minutes from the time appointed for the meeting, the meeting, if convened upon the requisition of members shall be dissolved; in any other case, upon expiration of thirty (30) minutes the voting members present shall constitute a quorum, but shall not deal with any special resolutions.

5.09 Right to Vote

Every voting member of the Society in good standing shall be entitled to one vote at any meeting of the members.

5.10 Deleted (November 27, 2012)

5.11 Proxies

No proxies shall be accepted at any General Meeting or Special Meeting.

5.12 Voting

At any General Meeting or Special Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by at least one-half of the members present at the meeting and entitled to vote. Unless a poll is so demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or lost and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof as to the number or proportion of the votes recorded in favour of or against that resolution.

5.13 Poll

If a poll is duly demanded, it shall be taken in such manner as the chair directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

5.14 Casting Vote

In the event of a tie vote, the chair shall have a second or casting vote.

5.15 Deleted (June 29, 2009)

ARTICLE 6 BOARD OF DIRECTORS

6.01 General

The business and affairs of the Society shall be managed by the Directors of the Society who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not, by the Act, the By-laws, any special resolution of the Society or by statute, expressly directed or required to be done in some other manner. Without limiting the generality of the foregoing, the Directors shall:

- (a) set general policy affecting the operation of the Society and in compliance with the School Act;
- (b) appoint the Officers and Secretary-Treasurer;
- (c) in addition to the Audit and Finance Committee, establish committees of the Board, approve their terms of reference and, with the recommendation from the Chair, appoint the members and Chairs of the Committees to serve from their appointment until the first meeting of the Board following the next Annual General Meeting; (November 2012)
- (d) establish a process to present nominations for Directors at the Annual General Meeting;

- (e) approve the hiring and termination of all employees of the Society and set the salaries and other benefits and remuneration to be paid to the employees;
- (f) exercise general supervision over the Officers and all employees of the Society;
- (g) manage or cause to be managed, all resources and assets of the Society in a manner consistent with the objects of the Society;
- (h) establish honorary positions or titles as considered desirable, and make such appointments thereto and prescribe terms and conditions in connection therewith;
- (i) make such rules and regulations as it deems proper provided that such rules and regulations are not inconsistent with the objects and the By-laws or the School Act;
- (j) designate from time to time those persons authorized to execute documentation on behalf of the Society and to apply the seal of the Society thereto; and
- (k) perform such other duties as may generally be within the province of a board of this nature.

6.02 Duties

Every Director and Officer of the Society in exercising his powers and discharging his duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Society; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.03 Membership.

- (a) The minimum number of Directors shall be nine (9) and the maximum number shall be twenty-one (21).
- (b) The membership on the Board should include the following:
 - (i) A minimum of three parents of children attending the School, with the maximum number of parents on the Board not to exceed one third of the number of total voting members. If

mid-term resignations from the Board resulted in the parent members exceeding one third of the number of total voting members, the Board will not remove any parent members, but will attempt to fill vacancies on the Board as soon as possible;

(ii) A majority of Board members will be from fields of expertise such as science and technology, accounting, business, law, education, government relations and public relations, but who have no other affiliation with the School;

(iii) Such other ex officio non-voting members as shall be appointed by the Board from time to time.

Employees and staff of the Society are disqualified from being a Director.

6.04 Vacancies

Where a vacancy exists on the Board, a quorum of the remaining Directors may appoint a person to fill such vacancy until the next Annual General Meeting.

6.05 Validity of Acts

No act, decision or resolution of the Board shall be ineffective because of any vacancy or defect in the appointment of one or more Directors.

6.06 Appointment of Auditor

The Board, at the meeting immediately following the Annual General Meeting, shall appoint an auditor.

6.07 Election and Term of Office

Directors shall be elected at the Annual General Meeting. (November 27, 2012) The term of office of a Director shall be three years and shall commence at the Annual General Meeting at which such Director is elected and cease at the third following Annual General Meeting except for parent Directors whose term shall be one year; provided, however, that such Director may be re-elected in accordance with the provisions of article 6.09 hereof.

6.08 Consent to Election

A person who is elected or appointed a Director is not a Director unless he was present at the meeting when he was elected or appointed and did not refuse to act as a Director or, if he was not present at the meeting when he was elected or appointed, he consented to act as a Director in writing before his election or appointment or within ten (10) days after it or he has acted as a Director pursuant to the election or appointment.

6.09 Re-election

No Director shall serve for more than three consecutive terms; other than the past Chair who shall be eligible to serve for one additional year immediately following the expiration of his/her term as Chair. A person being a former Director and disqualified from so serving shall be eligible for re-election or appointment to the Board at the expiration of ten (10) months from the date on which he was last a Director.

6.10 Vacation of Office

The position as Director shall forthwith be vacated upon the holder thereof:

- (a) being absent from 3 consecutive meetings of the Board, without being authorized by a resolution of the board to do so, unless the person's absence is due to illness and the person provides evidence of that illness in the form of a medical certificate respecting the period of the person's absence;
- (b) if in the opinion of the Board the individual is acting in a manner detrimental to the purposes of the Society or
- (c) if the individual is disqualified from remaining as a Director for any of the other reasons set out in Section 82(1) of the School Act.

6.11 Removal

The members of the Society may, by ordinary resolution at a General Meeting called for that purpose, remove any Director from office before the expiration of his term of office and may, by a majority of votes cast at the meeting, elect any person in his stead for the remainder of his term.

ARTICLE 7 MEETINGS OF THE BOARD OF DIRECTORS

7.01 General

The Board shall convene meetings at the call of the Chair, or such person or persons as may be designated by him from time to time, to consider all matters referred to it by the Chair for decision. Meetings shall be open to the public, but the Chair may cause to be excluded from a meeting any person who, in the opinion of the Chair, is guilty of improper conduct at that meeting. If the Board is of the opinion that it is in the public interest to hold a part of a meeting in private to consider a matter, it may by resolution exclude the public.

7.02 Notice

Notice in writing shall be given to each Director at least three days prior to such meeting of the Directors; provided, however, that immediately following the Annual General Meeting of the Society, a Board meeting shall be held without notice at which meeting

the Board shall elect the Officers of the Society and appoint the members and chairs of the committees.

7.03 Waiver of Notice

Notice of any meeting of Directors or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any Director in writing addressed to the Society or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a Director at any meeting of Directors is a waiver of notice of the meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

7.04 Omission of Notice

The accidental omission to give notice of any meeting of Directors to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

7.05 Chair

At all Board meetings, the Chair shall be chair of the meeting. In the absence of the Chair, the Vice-Chair shall be chair of the meeting, and in the absence of both the Chair and the Vice-Chair, the Board shall elect a member of the Board to be chair of the meeting.

7.06 Quorum

At least one half of the Directors shall constitute a quorum at any meeting of the Board. In the event that no quorum is present within thirty minutes from the time appointed for the meeting, upon the expiration of thirty (30) minutes the Directors present shall constitute a quorum.

7.07 Telephone Participation

A Director may participate in a meeting of Directors by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Director participating in a meeting by those means is deemed for the purposes of the Act to be present at that meeting.

7.08 Voting

At all meetings of the Board, every question shall be determined by a majority of votes by show of hands. In the event of a tie vote, the chair shall have a second or casting vote.

7.09 Deleted (June 29, 2009)

ARTICLE 8
APPOINTMENT OF OFFICERS AND THE SECRETARY-TREASURER

8.01 General

The Directors, at the meeting immediately following the Annual General Meeting shall appoint a Chair, Vice-Chair, Chair of the Audit and Finance Committee and Secretary-Treasurer. The Directors may from time to time appoint such other Officers, employees and agents as they shall deem necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the Directors. The Directors may from time to time, and subject to the provisions of the Act, vary, add to or limit the duties and powers of any Officer. Each Officer, other than the Secretary-Treasurer, shall be and remain during his term of office a Director in good standing with the Society. (November 27, 2012)

8.02 Removal of Officers

All Officers, employees and agents, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Directors at any time, with or without cause.

8.03 Vacancies

In the event of a vacancy in the slate of Officers, the Chair shall be empowered to appoint a replacement Officer but it shall be necessary for the Board to ratify such appointment at the next Board meeting, failing which the appointment shall be forthwith vacated and the Board shall thereupon appoint a replacement Officer.

8.04 Term of Office

All Officers and the Secretary-Treasurer shall assume their duties immediately after their appointment and they shall continue in such office until they resign or become disqualified to hold office or until the Board, at the first meeting after the Annual General Meeting, reappoints or appoints new Officers and the Secretary-Treasurer. (November 27, 2012)

8.05 Chair

The Chair shall:

- (a) be ex officio a member of every committee;
- (b) act at all times in accordance with the lawful directives of the Board;

- (c) execute contracts and other documents binding upon the Society; provided, however, that he may designate others to execute the same in his absence or under such terms and conditions as he may prescribe;
- (d) endeavour to preside at all meetings of the Society, of its Board, and of its Executive Committee;
- (e) cause to be brought to the attention of the Executive Committee and, where he deems proper, the Board all matters affecting the business of the Society and its operations;
- (f) be the official spokesman for the Society, provided that he may assign responsibility in regard to public pronouncements to such member of the Society as he may decide.

8.06 Vice-Chair

The Vice-Chair shall:

- (a) act in the stead of and in place of the Chair, fulfilling all of the appropriate duties and obligations of the Chair, at the direction of the Chair; and
- (b) do and complete all activities and actions as may reasonably be required of him from time to time by the Chair.

8.07 Secretary-Treasurer

The Secretary-Treasurer shall:

- (a) be directly responsible for the filing of all documents prescribed by the Act and by the Department of National Revenue;
- (b) attend and act as Secretary of all meetings of the Directors of the Society and of the members of the Society and shall record minutes of all such meetings and shall enter into records kept for that purpose, minutes of all proceedings at such meetings;
- (c) be responsible for the maintenance of all required books of account and financial records;
- (d) be responsible for the co-ordination of the preparation of the annual audit in accordance with Article 10 hereof;
- (e) establish and maintain adequate systems for the control of all expenditures;

- (f) establish and maintain adequate systems to ensure that the funds of the Society are properly received, adequately protected and properly deposited and accounted for in accordance with normal accounting procedures;
- (g) ensure that all necessary appointments of signing officers for banking and borrowing documentation are made from time to time by the Board;
- (h) endeavour to assist the Board in such other areas of financial control as the Board may require; and
- (i) perform such other duties as the Board may from time to time direct.

8.08 Chair of the Audit and Finance Committee

The Chair of the Audit and Finance Committee shall lead the Audit and Finance Committee in conducting its responsibilities in accordance with Article 10, and such other duties as the Board may direct from time to time. (November 27, 2012)

8.09 Other Officers

The other Officers of the Society shall do all things reasonably required of them by the Board for the better functioning of the Society.

8.10 Duties of Officers may be Assigned

In case of the absence or inability or refusal to act of any Officer of the Society or for any other reason that the Directors may deem sufficient, the Directors may assign responsibility for all or any of the duties of such Officer to any other Officer or to any Director for the time being.

ARTICLE 9

REMUNERATION OF DIRECTORS

9.01 Remuneration

No person shall be entitled to any remuneration by reason of being a Director or Officer of the Society provided that the Directors may, by resolution, award a special honorarium to any Director in undertaking any special services on the Society's behalf other than the routine work ordinarily required of a Director of the Society. The confirmation of any such resolution by the voting members shall not be required. The Directors, shall also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Society.

ARTICLE 10 AUDITING

10.01 Audit and Finance Committee

The Board shall appoint an Audit and Finance Committee consisting of at least three members of the Board. The Audit and Finance Committee shall work with the Auditor to review the books, accounts and records of the Society, the internal financial controls, the financial statements of the Society prepared by the Secretary-Treasurer and such other duties as set out in the terms of reference approved by the Board. (November 27, 2012)

10.02 Audited Financial Statements

The financial statements shall be audited at least annually by the Auditor. The audited financial statements for the previous fiscal year shall be recommended by the Audit and Finance Committee to the Board for approval and presentation at the Annual General Meeting. The fiscal year of the Society shall be in accordance with the School Act. (November 27, 2012)

10.03 Inspection of Books and Records

The books and records of the Society may be inspected by any voting member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such books and records.

ARTICLE 11 CONFLICTS OF INTEREST

11.01 Conflicts of Interest

The Board shall not permit the Society to enter into a contract or agreement with any voting member of the Society, and no Director shall, directly or indirectly, contract with the Society;

- (a) if the Director has a pecuniary interest in the contract, other than
 - (i) a contract for the provision of goods or services in an emergency.
 - (ii) a contract for the sale of goods or services to the board at competitive prices by a dealer in those goods or services incidental to and in the ordinary course of the dealer's business,

- (iii) a contract of employment with the Director's spouse or adult interdependent partner, child, parent or spouse's or adult interdependent partner's parent, or (November 2012)
 - (iv) a contract approved by the Board pursuant to disclosure;
- (b) where the contracting party is a limited liability company in which neither the member or Director nor any of his family (which shall include his spouse, child, mother, father, sister and brother) individually or collectively holds more than ten (10%) percent of the voting shares.

11.02 Disclosure of Pecuniary Interest

When a Director has a pecuniary interest in a matter before the Board, or any committee of the Board, the Director shall follow the rules of disclosure and abstain from voting in accordance with Section 83 of the School Act.

ARTICLE 12 BORROWING POWERS

12.01 Borrowing Powers

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, but shall not issue debentures. This power shall be exercised only under the authority of the Board and subject to the provisions of the School Act. (June 29, 2009)

ARTICLE 13 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

13.01 General

No Director or Officer is liable for:

- (a) the acts, omissions, neglects or defaults of any other Director or Officer or employee of the Society;
- (b) any loss, damage or expense incurred by the Society through the insufficiency or deficiency of title to any property acquired by or on behalf of the Society;
- (c) the insufficiency or deficiency of any security in or upon which any of the monies of the Society is invested;
- (d) any loss or damage arising from the bankruptcy, insolvency, tortious or criminal act(s) of any person, firm or corporation with whom any of the Society's money is, or securities or other property are, deposited;

(e) any loss occasioned by any error of judgment or oversight; or

(f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of office or in relation to it, unless the same shall happen by or through the failure to exercise the powers and to discharge the duties of office honestly, in good faith with a view to the best interests of the Society, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing herein contained relieves a Director or Officer of any liability imposed by the Act or otherwise by law. If any Director or Officer of the Society is employed by or performs services for the Society otherwise than as a Director or Officer or is a member of a firm or body corporate which is employed by or performs services for the Society, the fact of being a Director or Officer of the Society shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

13.02 Indemnification

Except in respect of an action by or on behalf of the Society or body corporate to procure a judgment in its favour, the Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society, or a person who acts or acted at the Society's request as a director or officer of a body corporate of which the Society is or was a member or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Society or body corporate, if:

- (a) he acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

ARTICLE 14 BY-LAWS

14.01 Amendment

The By-laws may be rescinded, altered or added to by a Special Resolution of the voting members of the Society at a General Meeting of the members of the Society. Amendments to the By-laws must be approved by the Minister of Education of Alberta. (June 29, 2009)

ARTICLE 15
WINDING-UP OR DISSOLUTION

15 01 Return of Capital

Upon the winding-up or dissolution of the Society, no capital whatsoever shall be returned to the members.

15 .02 Surplus

Upon the winding-up or dissolution of the Society, the accumulated remaining funds held by the Society shall be paid to SCIENCE ALBERTA FOUNDATION or such other charitable organization as may be designated by the voting members.

DATED the 18st day of February 2014.