

SOCIETIES ACT, R.S.A. 2000 C. S-14

**BY-LAWS
E2 SOCIETY FOR TWICE-EXCEPTIONAL LEARNERS**

1. NAME

- a. The Name of the Society is E2 Society for Twice-Exceptional Learners (herein called the "Society").

2. DEFINITIONS

- a. "Education Act" or "Act" means the *Education Act* (Alberta) S.A. 2012 c. E-0.3;
- b. "Ineligible Individual" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;
- c. "Protected Person" means:
 - (A) a Director or Officer of the Society,
 - (B) a former Director or Officer of the Society, or
 - (C) a Person who has undertaken, or, with the direction of the Society is about to undertake, any liability on behalf of the Society or any body corporate controlled by the Society, whether in the Person's Personal capacity or as a Director, Officer, employee or volunteer of the Society or such body corporate.
- d. "Registered Family" means a family with a student or students currently enrolled in the School operated by the Society;
- e. "School" means E2 Academy, a Designated Special Education Private School (DSEPS) and Private Early Childhood Service (ECS) program, operated by the Society pursuant to the Education Act and the Alberta Ministry of Education;
- f. "Special Resolution" means
 - i. a resolution passed at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy;
 - ii. a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and voted at the general meeting or special meeting so agree; or
 - iii. a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

3. MEMBERSHIP

a. Types of Membership

i. There are three types of membership in the Society being

1. Voting Members;
2. Non-Voting Members; and
3. Honorary Members.

b. Eligibility

i. To be eligible for membership, a person must respect, adhere to and promote the values and objects of the Society. To be eligible to be a Voting Member, a person must be:

1. 18 years of age or older; and
2. A parent or guardian who is part of a Registered Family; or
3. A current employee of the School operated by the Society, employed in any educational or administrative role; or
4. A person interested in the values and objects of the Society.

c. Voting Members

i. A person becomes a Voting Member upon

1. completion of the application to join the Society,
2. payment of any membership fee for Voting Members,
3. if applicable, confirmation that they are part of a Registered Family, and
4. acceptance into membership in the Society by resolution of the board or in such other manner as may be determined by the board.

ii. The Voting Member remains a Voting Member until they

1. resign,
2. are no longer part of a Registered Family, or
3. their membership is terminated in accordance with these bylaws.

iii. A Voting Member of the Society is bound by all obligations related to the membership and is entitled to:

1. attend and participate in all general meetings and other activities and events of the Society;
2. stand for election to the Board of Directors of the Society, however any current employee of the School is not qualified to stand for election to the Board of Directors;
3. exercise all other rights normally associated with membership in a society.

iv. A Voting Member must be in general agreement with the objects of the Society and must abide by the by-laws of the Society, but nothing in this clause prevents a Voting Member from proposing changes to the objects or the by-laws of the Society.

d. Non-Voting Members

- i. A person becomes a Non-Voting Member upon completion of the application form, payment of any membership fee for Non-Voting Members and acceptance into membership in the Society by resolution of the board or in such other manner as may be determined by the board. The person remains a Non-Voting Member until they resign or their membership is terminated, in accordance with these bylaws.
- ii. A Non-Voting Member is entitled to:
 1. attend and participate in all general meetings and other activities and events of the Society;
 2. exercise all other rights normally associated with membership in a society.
- iii. A Non-Voting Member is not entitled to vote.

e. Honorary Members

- i. The Board of Directors may designate any person or organization an Honorary Member of the Society.
- ii. An Honorary Member is entitled to:
 1. attend and participate in all general meetings and other activities and events of the Society;
 2. exercise all other rights normally associated with membership in a society.
- iii. An Honorary Member is not entitled to vote or to stand for election to any of the positions that make up the Board of Directors of the Society, unless the Honorary Member is also a Voting or Non-Voting Member.

f. Annual Membership fees

- i. The Board of Directors will from time to time set or waive annual membership fees for Voting Members and Non-Voting Members.

g. Withdrawal From Society

- i. Any Member who wishes to withdraw from the Society may do so by written notice to the Secretary or the President.

h. Loss or Termination of Membership

- i. The membership of any Voting Member, Non-Voting Member or Honorary Member (in this clause (h) called the "Questioned Member") may be terminated by a vote of the majority of the Board who vote on the question at a meeting of the Board.
- ii. Any decision to terminate the membership of the Questioned Member is subject to appeal upon application to a duly constituted convening of the membership.
- iii. The Board of Directors will give written notice (letter or e-mail) of the termination of membership to the Questioned Member at the address of the Member last recorded on

the books and records of the Society.

4. MEETINGS OF MEMBERS

a. Annual General Meeting

- i. The Society must hold an Annual General Meeting at a time and place to be determined by the Board of Directors to ensure it complies with expectations set out in the *Education Act*, applicable regulations and all government policies, and will respect processes for submission of required documents by stated deadlines.
- ii. The Society is to give written notice to each Voting Member of the Society of the date, time and place of the Annual General Meeting at least twenty-one (21) days before the Annual General Meeting.
- iii. Annual General Meetings are open to Voting Members, Non-Voting Members, Honorary Members, and invited guests.

b. Agenda for Annual General Meeting

- i. approve of past Members meeting minutes;
- ii. receive reports of the Board and the Principal's report;
- iii. receive and review the audited financial statements;
- iv. elect or renew the appointment of an auditor;
- v. review and approval of the Education Plan and budget;
- vi. elect Directors; and
- vii. consider any other business as set by the Board for the agenda, including but not limited to bylaw amendments.

c. General Meeting

- i. The Society may hold a General Meeting of the Voting Members of the Society whenever the President decides that such a meeting is necessary or advisable.
- ii. The Society is to give written notice to each Voting Member of the Society of the time and place of any General Meeting at least twenty-one (21) days before the General Meeting.

d. Special Meeting

- i. The President must call a Special Meeting of the Voting Members of the Society whenever requested to do so in writing by a majority of the Board of Directors or by at least 10% of the Voting Members of the Society. Any such request must state clearly the business to be transacted at the meeting. If the President does not call a Special Meeting of the Voting Members of the Society within thirty (30) days of receipt of the request, then the Directors or Voting Members making the request may themselves call a Special Meeting of the Voting Members of the Society.
- ii. The Society is to give written notice to each Voting Member of the Society of the time and place of any Special Meeting at least twenty-one (21) days before the Special Meeting.

e. Meetings by Electronic Conference

- i. A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

f. Notice

- i. Notice of a meeting of the Society may be given to any Member by ordinary mail, by e-mail, or by any other method that provides notice to the Member. Any notice to be given to a Member is sufficiently given if sent to the address of the Member last recorded on the books and records of the Society.

g. Quorum

- i. The quorum at any General Meeting or Special Meeting or Annual General Meeting of the Society is 20% of the Voting Membership.
- ii. If there is not a quorum within thirty minutes from the time a General Meeting or a Special Meeting or an Annual General Meeting is to begin, the meeting may not transact any business, except that the Voting Members present may adjourn the meeting to a later date.

h. Voting

- i. Each Voting Member, including the Voting Member occupying the chair, is entitled to one vote, subject to the provisions applicable to a Registered Family in section 4.h.ii.
- ii. Each Registered Family is entitled to two (2) votes, regardless of the number of Voting Members in a Registered Family. Each Registered Family is required to declare their two Voting Members at the beginning of each school year. In the event that a Registered Family has only one (1) Voting Member, then that Voting Member shall have two (2) votes.
- iii. In the event of a tie vote, the motion is defeated.
- iv. A Voting Member must cast their own vote and proxy voting is allowed.
- v. Voting may be by show of hands, or should the members present at a meeting require, by secret ballot.

i. Irregularities

- i. Any irregularity in the notice of any meeting or the accidental omission to give a notice to, or the non-receipt of a notice by, any Member or Members does not prevent the holding of any meeting of the Members nor does it invalidate any resolution passed or any of the proceedings taken at any meeting of the Members.
- ii. All acts done by any meeting of the Members are valid and subsisting even if it is subsequently discovered that one or more persons admitted to membership were not

eligible to be Members.

5. BOARD OF DIRECTORS

a. Powers of Board of Directors

- i. The Board of Directors is to manage the affairs of the Society.

b. Composition and Terms of the Board of Directors

- i. The Society is to have a Board of Directors consisting of a minimum of three (3) and a maximum of eleven (11) directors.
- ii. Each Director must be an individual who is at least 18 years of age, not bankrupt, and who has not been declared incapable by a court in Canada or elsewhere. A Director must not be an Ineligible Individual unless approval has been obtained from the Board in accordance with section 5.d.
- iii. At the first election of directors following the approval of this by-law, one-half ($\frac{1}{2}$) of the directors for a two-year terms and one-half ($\frac{1}{2}$) of the directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two year (2) terms.
- iv. A director may serve for a maximum of three consecutive terms.

c. Election and Appointment of the Board of Directors

- i. Directors shall be elected by the Voting Members at the Annual General Meeting.
- ii. To be eligible for election or appointment, a candidate for the Board of Directors must be a Voting Member of the Society at the time of their election or appointment and must remain a Member throughout their term.
- iii. Notwithstanding that organizations may be a Member of the Society, only individuals are eligible to be elected or appointed to the Board of Directors.
- iv. When there is a vacancy on the Board of Directors, the Board will provide for nominations to the Board of Directors at least 30 days before the Annual General Meeting at which the election or appointment of new Directors of the Board will be made.
- v. Nominations for vacant positions on the Board of Directors must be made in writing to the designated Board member by the date designated in the call for nominations. The nomination must be accompanied by the consent of the person nominated.
- vi. The Board of Directors must:
 1. advise all Voting Members of the names of the persons nominated for election to the Board of Directors; and
 2. arrange for the election(s) necessary to fill all vacant positions of the Board of Directors to be held at the Annual General Meeting of the Society.

- vii. The ballots are to be counted by two Members chosen by the Board of Directors for that task.
- viii. If at any time the membership of the Board of Directors falls below the minimum number of directors the Board of Directors will appoint as many additional eligible persons to the Board as are required to correct the deficiency. The term of office of such additional Directors shall be until the next Annual General Meeting of the Society.

d. Ineligible Individuals

- i. Every Director who is or becomes an Ineligible Individual shall disclose that fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director. If the Director is not approved within 30 days of disclosure, the Director will be deemed to be no longer qualified and will immediately cease to be a Director. The resulting vacancy may be filled in the manner prescribed in section 5.c.iv.

e. Disqualification of Member of Board of Directors

- i. Notwithstanding any other provision of these by-laws, any Director must resign if they become:
 - 1. an employee of the Society;
 - 2. a party to a contract for profit with the Society without prior approval of the Board.

f. Removal of Director

- i. Any Director (in this clause (d) called the "Questioned Director") may be removed from the Board of Directors by a vote of the majority of the Board of Directors who vote on the question at a duly constituted Board meeting.
- ii. Any decision of the Board of Directors to remove the Questioned Director is subject to appeal upon application to a duly constituted convening of the membership, during which time they are not eligible to attend meetings of the Society.
- iii. The Board of Directors will give written notice (letter or e-mail) of the termination of membership to the Questioned Director at the address of the Director last recorded on the books and records of the Society.

g. Remuneration of Directors and Officers

- i. The directors and officers shall serve as such without remuneration and no director or officer shall directly or indirectly receive any profit from their positions as such, provided that directors and officers may be paid reasonable expenses incurred by them in the performance of their duties.

6. MEETINGS OF BOARD OF DIRECTORS

a. Meetings

- i. The Board will hold at least four (4) meetings each year.
- ii. The President of the Society may call a meeting of the Board of Directors whenever they decide that such a meeting is necessary or advisable.
- iii. The Board of Directors may, by resolution at any meeting, decide upon the date, time and place of its next meeting.
- iv. The President must call a meeting of the Board of Directors whenever requested to do so in writing by at least two (2) members of the Board of Directors. Any such request must state clearly the business to be transacted at the meeting. If the President does not call a meeting of the Board of Directors within fourteen (14) days of receipt of the request, then the Directors making the request may themselves call a meeting of the Board of Directors.
- v. The Society is to give notice to each Director of the Society of the date, time and place of any meeting of the Board of Directors at least fourteen (14) days before the meeting but any meeting may be convened on shorter notice with the consent of all the Directors. Notice may be given personally to a Director or by telephone, in writing or by e-mail.
- vi. As a Designated Special Education Private School, attendance at meetings of the Board is open to the public, as is required for public and separate school boards pursuant to the Act. Attendance at board meetings is limited to directors, the Principal, the Business Manager, and any guests invited by the Board.

b. Quorum

- i. The quorum at any meeting of the Board of Directors is a majority of the Directors.

c. Voting

- i. Each Director, including the Director occupying the chair, is entitled to one vote.
- ii. In the event of a tie vote, the motion is defeated.
- iii. A Director must cast their own vote and no Director is entitled to vote by proxy.

d. Resolution in Lieu of Meeting

- i. Notwithstanding any other provision of these by-laws, a resolution by e-mail, with unanimous-agreement of all Board members, without a meeting of the Board, is as valid and effectual as if it had been passed at a duly called and constituted meeting of the Board of Directors.

e. Participation by Means of Communication Device

- i. If all the Directors present at any meeting consent, one or more Directors may

participate in a meeting of the Board of Directors by means of a telephone or other communication facilities that permit all persons participating in the meeting to communicate with each other. A Director participating in a meeting by such means is deemed to be present at the meeting.

f. Irregularities

- i. Any irregularity in the notice of any meeting or the accidental omission to give a notice to, or the non-receipt of a notice, by Director or Directors does not prevent the holding of any meeting of the Board of Directors nor does it invalidate any resolution passed or any of the proceedings taken at any meeting of the Board of Directors.
- ii. All acts done by any meeting of the Board of Directors, or by any person acting as a Director, or by a resolution in writing of the Board of Directors, are valid and subsisting even if it is subsequently discovered that there was some defect in the appointment of any Director or that one or more persons elected to the Board of Directors were not qualified to be Directors.

7. OFFICERS OF THE BOARD

a. The Board will elect the following officers: President, Vice-President, Secretary, and Treasurer. The duties of Secretary and Treasurer may be combined in one Secretary-Treasurer position. All other Directors will be Directors-At-Large.

b. Duties of The President

- i. The President is, unless some other member is appointed by the meeting to do so, to preside at all meetings of the members of the Society and the Board of Directors of the Society.
- ii. The President is to decide all points of order but such decisions of the President are subject to appeal to the meeting.
- iii. The President is ex-officio a member of all committees of the Society.
- iv. The President is to serve as the spokesperson for the Society and is the point of contact between the Society and Alberta Education.
- v. The President maintains the liaison between the Society and the Principal.

c. Duties of the Vice-President

- i. The Vice-President is to discharge the duties of the President if the President is absent or unable to act.
- ii. The Vice-President is to perform the duties assigned by the Board.

d. Duties of the Secretary

- i. The Secretary is to ensure that minutes are kept of all meetings of the members of the Society and the Board of Directors.
- ii. The Secretary is to ensure that notice of all meetings of the Board is sent.

- iii. The Secretary is to ensure that an up-to-date and accurate list of the members of the Society is kept.
- iv. The Secretary is to ensure the safekeeping of all records, books, papers and documents of the Society, except for the financial records and books and, upon leaving office, shall deliver to their successor the papers and documents of the Society in their possession.

e. Duties of the Treasurer

- i. The Treasurer is to ensure that all money paid to the Society is deposited in the chartered bank, treasury branch, credit union or trust company used by the Society and to ensure that receipts are issued for any such money. The Treasurer may ensure that deposits are made and receipts are given by staff employed by the Society.
- ii. The Treasurer is to ensure that a proper set of books is kept by the Society showing accurately the dealings of the Society and is to ensure that those records are safely kept.
- iii. The Treasurer is to present a detailed account of the receipts and disbursements of the Society to the Board of Directors whenever requested.
- iv. The Treasurer is to present to the Annual General Meeting of the Society a statement of the financial position of the Society showing, among other things, the receipts and disbursements since the last Annual General Meeting, the outstanding accounts receivable, the outstanding accounts payable, the amount owing on any loan to the Society and the amount the Society holds on deposit in the chartered bank, treasury branch, credit union or trust company used by the Society.

f. Removal of an Officer

- i. Any Officer may be removed from office by a vote of the majority of the Board who vote on the question at a duly constituted meeting of the Board.

8. POTENTIAL CONFLICT OF INTEREST

- a. A Director or Voting Member who is directly or indirectly interested in a proposed contract or transaction involving the Society must disclose fully and promptly the nature and extent of their interest. Any such Director or Voting Member must leave the meeting while the proposed contract or transaction is under discussion and voted upon. Any such Director or Voting Member must abstain from voting on issues pertaining to the proposed contract or transaction and is not to be considered as part of the quorum during his absence from the meeting.

9. INDEMNIFICATION

- a. The Society must indemnify a Protected Person, and their 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 them, in respect of any civil, criminal or administrative action or proceeding to which they is made a party by reason of being or having been a Director of the Society if:
 - i. they acted honestly and in good faith with a view to the best interests of the Society;

and

- ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- b. This by-law does not prevent any person from claiming indemnity from the Society on grounds not set out in this by-law.
- c. The Society may purchase and maintain insurance for the benefit of any person referred to in section 9 (a) against any liability incurred by him or her in their capacity as a Director of the Society.

10. FISCAL YEAR, FINANCIAL RECORDS AND AUDIT

- a. The fiscal year of the Society will be September 1 to August 31.
- b. Following the end of each fiscal year of the Society, the Directors are to arrange that the books, accounts and records of the Treasurer are audited by a duly accredited accountant named for that purpose by the Directors.
- c. The duly accredited accountant is to prepare a financial statement for the said fiscal year and submit it to the Treasurer or the President, who shall ensure the financial statement is brought before the next Annual General Meeting of the Society.

11. COMMITTEES

- a. There can be an Executive Committee composed of the President and other Directors as named by the Board. The Executive Committee is charged with aiding the Board in the management of the affairs of the Society.
- b. There can be any number of Standing Committees of the Society, including a Nomination and Succession Committee, whose duties and responsibilities, subject to the By-Laws, are set by the Board. At least 1 member of each Standing Committee must be a member of the Board.
- c. The Board may form other *ad hoc* committees as it directs.
- d. Committees are responsible to the Board through an appointed Director who sits on the Committees.

12. STAFF

- a. The Society may, by a decision of its **Board** of Directors, hire an Executive Director (which hereafter is called the "Principal") to carry out such duties and functions as the Board of Directors thinks necessary or appropriate.
 - i. The remuneration of the Principal will be set by the Board of Directors.
 - ii. The Principal must have a valid current Alberta Permanent Teaching Certificate and a valid Leadership Quality Standards Certificate.
 - iii. All other staff employed by the Society, with the exception of the Financial Controller will be hired and managed by the Principal.

- iv. The Assistant Principal will be jointly hired by the Principal and Board of Directors and managed by the Principal.
- b. The Principal is responsible for:
 - i. Overseeing all educational and support staff of the School.
 - ii. Implementing the policies of the Board and the rules and regulations required for the operation of the School.
 - iii. All other requirements of the Principal's position description.
- c. The Society may, by a decision of its Board of Directors, hire a business manager to carry out such duties and functions as the Board of Directors thinks necessary or appropriate. The remuneration of the business manager will be set by the Board of Directors.

13. ROBERT'S RULES OF ORDER

- a. Meetings of the Society must be conducted in accordance with Robert's Rules of Order but should Robert's Rules of Order conflict with these by-laws then the provisions of these by-laws shall prevail.

14. EXPENDITURE OF FUNDS

- a. The Board of Directors may direct from time to time who is entitled to sign cheques on behalf of the Society.

15. BORROWING POWERS

- a. For the purpose of carrying out its objects, the Society may borrow or raise money as the Board of Directors thinks fit but no property of the Society may be pledged to secure the payment of money or debentures issued without the approval of a Special Resolution of the Society.

16. ACCESS TO BOOKS AND RECORDS

- a. Any Voting Member of the Society may request the Board of Directors that they be allowed to examine:
 - i. Any general minutes of meetings, not including in camera meetings of the Board of Directors or the Members, provided such minutes have been approved as correct by a subsequent meeting,
 - ii. Financial statements that have been presented to an Annual General Meeting of the Society.
 - iii. Any financial information or records that have been presented to the Board of Directors.

- b. The examination will take place in the presence of a representative of the Society chosen by the Board of Directors. The date, time and place of the examination will be chosen by the Board of Directors.

17. CORPORATE SEAL

- a. The corporate seal of the Society is kept by the Secretary or at a place designated by the Secretary. The Corporate seal may be used only when accompanied by the signatures of any two Directors or by any person or persons so authorized by the Board of Directors.

18. AMENDMENT, ALTERATION OR RECESSIOIN OF BY-LAWS

- a. The Society may amend, alter or rescind its by-laws only by a Special Resolution of the Society.

19. WINDING UP AND DISSOLUTION

- a. The Society may be wound-up or dissolved pursuant to the Societies Act of Alberta or its successor legislation and subject to the following:
- i. Any resolution to wind-up or dissolve the Society must be a Special Resolution of the Society.
 - ii. Upon the dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1(1) of the *Income Tax Act*.

DATED at Edmonton, Alberta this 27 day of November, 2024

Witness

Signature

Print name of witness:

Print name and title of director signing:

Jacqueline Clooney

Chantal van der Molen

Title: Director

Address of director signing

4616 151 St NW
Edmonton, AB
T6H 5N8

Wendy Shea

Witness

Print name of witness:

Wendy Shea

[Signature]

Signature

Print name and title of director signing:

Mark Helges

Title: PRESIDENT / BOARD CHAIR.

Address of director signing

9737 87 AVENUE, EDMONTON
T6E 2N3

[Signature]

Witness

Print name of witness:

Erin Stoffelen

[Signature]

Signature

Print name and title of director signing:

Kevin Rudko

Title: director

Address of director signing

3822 Kidd Bay SW Edmonton
T6W 2R3



SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of E2 Society for Twice-Exceptional Learners on November 27, 2024.

The by-laws were changed as follows:

The existing by-laws are repealed. They are replaced by the following by-laws.

Date: DEC 3 / 2024
Signature: [Handwritten Signature]
Printed Name: Mark H. HES
Title: President