

Name of Society Sir Winston Churchill Band Parents' Association  
Corporate Access Number 502011281

This document is the general bylaws of Sir Winston Churchill Band Parents' Association  
The objects of the society are detailed in the Article of Incorporation

### **Definitions**

*"eligible member" is any and all parent/s and/or guardians of any student registered in the Sir Winston Churchill High School Music Program*

*"board" refers to the Executive Committee and Directors*

*"executive committee" refers to President, Vice President, Secretary, and Treasurer*

*"ex-officio" a member of a body who is part of it by virtue of holding another office*

*"full member" a member who can stand for an elected office, serve on the Board and has voting privileges*

*"good standing" is any parent/s and/or guardians, who are least eighteen year old and have a student registered in the Sir Winston Churchill High School Music Program*

*"alternative dispute resolution" is a procedure for settling disputes without litigation, such as arbitration, mediation or negotiation.*

*"notice" is an announcement that is accessible by members, by email, by letter and/or posted on relevant, accessible websites,*

*"quorum" the smallest number of people who must be present at a meeting for decisions to be*

*"resolution" main motion that is written down and recorded*

*"routine contracts" those contracts necessary for the day-to-day operations of the society*

*"society" refers to Sir Winston Churchill Band Parents' Association*

*"special resolution" as defined by Societies Act*

*"vote by proxy" is a vote cast by one person or firm on behalf of another*

#### 1) Preamble

##### a. The Society

- i. The name of the society is Sir Winston Churchill Band Parents' Association

##### b. The Bylaws

- i. The following articles set forth Bylaws of the Sir Winston Churchill Band Parents' Association

#### 2) Membership

##### a. Classification of Members

##### i. Eligible Member

1. Any and all parent/s and/or legal guardians, who are at least eighteen (18) years old, of any student registered in the Sir Winston Churchill High School Music Program

##### ii. Full Member

1. An eligible member who has applied and been accepted for membership

##### b. Terms of Admission

- i. Any and all parent/s and/or guardians of any student registered in the Calgary Board of Education's Sir Winston Churchill High School Music program are eligible members of the Sir Winston Churchill Band Parents' Association
    - ii. Upon the approval of the Sir Winston Churchill Band Parents' Association, individuals other than parents/guardians may also be accepted as eligible members
  - c. Membership Fee
    - i. There shall be no membership fee
  - d. Members Rights and Obligations
    - i. Attend, speak and/or vote at any meeting of the Society
    - ii. Exercise other rights and privileges given to Full Members in these bylaws
    - iii. No member of the society is, in the member's individual capacity, liable for a debt or liability of the Society
  - e. Conditions of Withdrawal:
    - i. Any member wishing to withdraw from membership may do so upon a notice in writing by email or hard copy to the Board through the Secretary or the registered office of the society.
    - ii. Former member has no rights or privileges effective the day following the date of withdrawal.
    - iii. Member has no continuing obligations, except for existing personal debts to the society
  - f. Suspension or Expulsion of a member
    - i. Any member may be suspended or expelled from membership, upon a majority vote of the Board, if the Board deems that member no longer fulfills eligibility requirements.
    - ii. Any member, upon a majority vote of members of the society in good standing, may be expelled from membership if the board deems that member is not performing the duties of their elected position.
    - iii. Member has the right of appeal through alternate dispute resolution process.
    - iv. Suspension or Expulsion is effective the day after a majority vote.
- 3) Governance Structure of the Society
  - a. Executive Committee
    - i. Consists of the President, Vice President, Vice-President, Secretary, Treasurer
    - ii. The Executive Committee shall, subject to the by-laws or directions given to it by majority vote in any meeting properly called and constituted, have full control and management of the affairs of the society
  - b. Board
    - i. Consists of the executive committee and directors
  - c. President
    - i. Supervises the affairs of the Board
    - ii. When present, chairs all meetings of the Society, the Board and the Executive Committee

- iii. Is an *ex-officio* member of all Committees, except the Nominating Committee
  - iv. Acts as the spokesperson for the Society
  - v. Chairs the Executive Committee
  - vi. When absent, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- d. Vice President
- i. Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting
  - ii. Is a member of the Executive Committee
  - iii. Carries out other duties assigned by the Board
- e. Secretary
- i. Attends all meetings of the Society, the Board, and the Executive Committee
    - 1. Keeps accurate minutes of these meetings.
    - 2. Records decisions
  - ii. The Secretary shall
    - 1. Plan agendas for Board meetings
    - 2. Report to the Board on actions taken between Board meetings
    - 3. Archive all Meeting Minutes
    - 4. Be in charge of recording names and contact information of all members of the society
  - iii. In case of the absence of the Secretary, their duties shall be discharged by such officer as may be appointed by the Board.
  - iv. The Secretary and/or the President shall have charge of all correspondence of the society and be under the direction of the President and the Board
  - v. Is a member of the Executive Committee
  - vi. Carries out other duties assigned by the Board
- f. Treasurer
- i. The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust company, Credit Union or Treasure Branch the Board may order.
    - 1. The Board may pass a motion to designate a person to aid the Treasurer
  - ii. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed.
  - iii. The Treasurer shall
    - 1. Present a full detailed account of the receipts and disbursements to the Board whenever requested and
    - 2. Prepare for submission to the Annual Meeting a duly audited of the financial position of the society and
    - 3. Submit a copy of same to the Secretary for the records of the society.
  - iv. Is a member of the Executive Committee
  - v. Carries out other duties assigned by the Board

- g. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.
  - h. Director
    - i. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment.
      - 1. They may also become a director if they were not present at the meeting but verbally consented to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
- 4) Meetings
- a. Regular Meetings
    - i. Meetings of the Board shall be held as often as may be required, but at least once every three months
    - ii. Board meetings shall be called by the President.
    - iii. Meetings of the Board shall be called with 10 days' notice by email.
    - iv. Any six members shall constitute a quorum
    - v. Meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the board; otherwise they shall be null and void.
    - vi. No votes by proxy
  - b. Executive meetings
    - i. Executive committee may meet separately to deal with matters that cannot be practically be dealt with during regular meetings of the full Board
    - ii. Significant policy decision changes and/or any business transactions at such meeting shall be ratified at the next regularly called meeting of the board; otherwise they shall be null and void.
  - c. Special meetings
    - i. A Special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting the reasons for calling such meeting
      - 1. Shall be by letter to the last known address of each member, and/or by email, twenty one (21) days prior to the meeting.
    - ii. Members calling for a special meeting must provide a detailed agenda describing exactly what business will occur
    - iii. No other matters will be addressed during the special meeting
    - iv. All members will be given twenty one (21) days' Notice prior to the meeting.
    - v. One third of members in good standing shall constitute a quorum at a Special meeting.
  - d. Annual General Meeting

- i. This Society shall hold an Annual General Meeting on or before October 30<sup>th</sup> of each year, of which Notice shall be at least twenty one (21) days prior to the date of the meeting.
  - ii. Standard Agenda
    1. Call to order and declaration of quorum
    2. President's Message
    3. Treasurer's/Auditor's Report
    4. Other topics added by Board of Directors
    5. Election of incoming board directors and/or officers
    6. Special Resolutions – presentation, motion and voting
  - iii. General Meetings of the society may be called at any time by the Secretary upon the instruction of the President or Board by giving Notice, twenty one (21) days prior to the date of such meeting.
  - iv. Twenty percent (20%) of members in good standing shall constitute a quorum at a General meeting.
- 5) Election of Board of Directors
  - a. Any member in good standing shall be eligible to any office in the society.
  - b. There shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and at least two directors.
  - c. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed.
  - d. Any vacancy occurring during the year shall be filled at the next general meeting, provided it is so stated in the Notice calling such meeting.
- 6) Voting
  - a. Any members who have not withdrawn from membership nor have been suspended or expelled shall have the right to vote at any meeting of the Society.
  - b. Such votes must be made in person and not by proxy or otherwise.
- 7) Finance and Auditing
  - a. The fiscal year of the Society ends on August 31 of each year.
  - b. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society appointed for that purpose at the Annual General Meeting.
  - c. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society.
  - d. The fiscal year of the society shall be September 1<sup>st</sup> through August 31<sup>st</sup>.
  - e. The books and records of the society may be inspected by any 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 the same.
  - f. Each member of the Board shall at all times have access to such books and records.
- 8) Cheques, Contracts and Investments of the Society
  - a. The designated Officers of the Board sign all cheques drawn on the monies of the Society.

- i. Two signatures are required on all cheques.
      - 1. Those with signing authority may not be related by blood, adoption, marriage, or common-law relationship
    - ii. The Board shall pass a motion on who is designated to sign cheques
  - b. Contracts
    - i. Routine contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board
  - c. Investments
    - i. The Board shall pass a motion on who is designated to make investment decisions on behalf of the society
      - 1. The designated director shall present the recommended investment decision to the Board
    - ii. The Board shall pass a motion to ratify the investment decision
- 9) Remuneration
  - a. Unless authorized at any meeting and after notice for same shall have been given, no officer, director or member of the association shall receive any remuneration for their services.
- 10) Reserve Funds
  - a. The society may establish a reserve fund with a specified purpose and direct that money be placed to the credit of the reserve fund
    - i. The Board shall present a motion to establish a reserve fund to the membership through a special resolution
  - b. A reserve fund no longer required can be transferred to general funds or another reserve fund through a special resolution presented to the membership
  - c. Internal borrowing from specific reserve funds shall be permissible if the Board deems the need appropriate to maintain the objects of the society
    - i. The Board shall pass a motion with a specified purpose and repayment terms
  - d. Unappropriated surpluses
    - i. The Board retains the ability to alter the level of surplus or use surplus funds if such an alteration is determined to be in the best interest of the society
- 11) Borrowing Powers
  - a. The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money including giving or granting security
  - b. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society
    - i. and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and
    - ii. In no case shall debentures be issued without the sanction of a Special Resolution of the Society.
- 12) Registered Office
  - a. The Registered Office of the Society is located at 5220 Northland Drive NW, Calgary, Alberta.

- i. Another place may be established at the Annual General meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

13) Seal of the Society

- a. The Secretary has control and custody of the seal, unless the Board decides otherwise.
- b. The Seal of the Society can only be used by officers authorized by the Board.
  - i. The Board must pass a motion to name the authorized Officers.

14) Dissolution

- a. Upon dissolution of the society any gaming proceeds of the society, after debts have been paid, shall be given to other eligible non-profit societies selected by the Executive.
- b. Remaining funds of the society shall be dispersed by the Board, after all debts and obligations have been fulfilled, to the Sir Winston Churchill High School music program.
  - i. If the Sir Winston Churchill High School music program is no longer functioning then remaining funds are to be dispersed to another music program in Calgary, Alberta as determined by the Board.

15) Alternative Dispute Resolution

- a. Any dispute regarding the affairs of the society will be resolved by:
  - i. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
  - ii. Mediation conducted pursuant to ADR Canada's Code of Conduct for Mediators or to mediation practices agreed upon by the parties. If resolution is not achieved, then by;
  - iii. Arbitration conducted pursuant to the Arbitration Act of Alberta, or to arbitration practices agreed upon by the parties, and the decision will bind all parties.
- b. The language of any dispute resolution process shall be English

16) By-laws

- a. The By-Laws may be rescinded, altered or added to by a "Special Resolution" communicated to Corporate Registry.
- b. Bylaws are effective on date of filing with Corporate Registry.

## **Addendum**

### *Alberta Societies Act*

#### *Section 1(d) "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) (b) 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 vote at the general meeting or special meeting so agree, or*

*(iii) a resolution consented to in writing by all 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.*

*RSA 2000 cS-14 s1;2014 c8 s8*

## **Sample AGM Agenda**

1. Call to order and declaration of quorum
2. Approval of agenda
3. Welcome and introductions
4. Approval of minutes of last AGM
5. Business arising from the minutes
6. Annual report – presentation and adoption
  - President's report
  - Executive Director's report
  - Committee reports
7. Treasurer's / Auditor's report – presentation and adoption
  - Appointment of auditor
  - Audited financial statement
8. Election of incoming board directors and/or officers
9. Welcome to incoming board directors and/or officers
10. Thanks and acknowledgements to outgoing directors and/or officers
11. Special Resolutions – presentation, motion and voting
12. Special acknowledgements, recognition, awards, honorary memberships
13. New business / questions
14. Announcements, upcoming events
15. Motion to Adjourn