

Revised Constitution (March 2024) of the COALDALE CANADIAN REFORMED SCHOOL SOCIETY

APPLICATION

Registered December 6, 1974. The Registrar of Companies, Province of Alberta.

We, the undersigned, hereby declare that we desire to form a Society under the Societies Act, and that:

1. The Name of the Society is COALDALE CANADIAN REFORMED CHRISTIAN SCHOOL SOCIETY.
2. The object of the Society is to establish and maintain a day school where the children of parents, who so desire, are taught in accordance with the Word of God as confessed in the Reformed Creeds: The Belgic Confession, the Heidelberg Catechism, and the Canons of Dordt.

BY-LAWS

1. Definitions

In this By-law and all other By-laws and resolutions of the Society, unless context otherwise requires:

- (a) "Act" means the *Alberta Societies Act*, RSA 2000, c S-14, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) "Attendance" means participating in a meeting in person (preferred) or via electronic means.
- (c) "Authenticate" means to prove or serve to prove to be real, true, or genuine. Hand signatures have traditionally served this purpose for letters and proxy votes. Emails from identifiable addresses of the sender are recognized to authenticate the identity of the sender.
- (d) Communicant Member: A member of a church who is permitted by the authorities in that church to participate in the celebration of the Lord's Supper.

- (e) "Board" means the board of Directors of the Society.
- (f) "By-law" or "By-laws" means this by-law and all other by-laws of the Society as amended which are, from time to time, in force and effect.
- (g) "Director" means a member of the Board.
- (h) "Extenuating circumstance" means times of war, plague, or natural disaster.
- (i) "Invalid Ballot" is one that is completely blank, or has more names selected than allowed, or has selected names that are no longer on the ballot, or has selected names that were not nominated.
- (j) "Member" means a member of the Society.
- (k) "Members" or "Membership" means the collective membership of the Society.
- (l) "Officer" means an officer of the Society.
- (m) "Ordinary Resolution" means a resolution passed by a 51% majority of the votes cast on that resolution.
- (n) Proxy Vote: An authenticated vote from a Full member submitted to a Director prior to the meeting in which the election is to be held. Proxy votes may only be counted in the first round of voting. For the purpose of obtaining a quorum, Proxy Votes are to be considered to represent the member as present.
- (o) "Quorum" shall be greater than 50%, whether that be directors on the board or members of the society.
- (p) "Regulations" means the regulations made under the Act, as amended, restated, or in effect from time to time.
- (q) "Special Resolution" in accordance with the Act as amended, restated, or in effect from time to time means;
 - (i) a resolution passed
 - (A) at a general meeting or special 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 or by submitting their vote in writing,
 - (ii) a resolution proposed and passed as a special resolution proposed and passed at a 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 the members who would have been entitled at a general meeting or a special meeting to vote on the resolution in person or by submitting their vote in writing.
- (r) Term: the length of time a directors serves on the board, which is 3 years.
- (s) Subscribe: means to assent to, support
- 2. Interpretation: In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:
 - (a) except where specifically defined herein, all terms contained herein, and which are defined in the Act shall have the meanings given to such terms in the Act;
 - (b) words importing the singular number only shall include the plural and *vice versa*;
 - (c) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
 - (d) words importing the masculine gender include the feminine gender;
 - (e) the headings 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;
 - (f) the By-laws of the Society shall be interpreted in accordance with and subject to the purposes of the Society, which purposes for purposes of this By-law are incorporated by reference and made a part hereof; and,

- (g) if any of the provisions contained in the By-laws are inconsistent with those contained in the By-laws or the Act, the provisions contained in the By-laws or the Act, as the case may be, shall prevail.

Membership

3. There shall be two classes of members in the Society as follows:
- (a) Full Member who shall have the right to attend and vote at any meeting of the members; and,
 - (b) Associate Member who shall have the right to attend any meeting of the members but who does not have the right to vote at any such meeting.

Qualifications for Membership

4. Full Membership is open to all who subscribe to the objects of the Society, and who are members of the Canadian Reformed Church or a church with which it has ecclesiastical fellowship. Full Membership includes the right to vote at the membership meetings of the Society.
5. Associate Membership is restricted to applicants who subscribe to the objects of the Society and can demonstrate that, although they are not members of either the Canadian Reformed Church or a church with which it has ecclesiastical fellowship, they are members in good standing of a Christian church and agree that their children will be taught in a manner that adheres to doctrines confessed in the Three Forms of Unity.

Associate Members are not eligible to become full members (except in cases whereby they become members in either the Canadian Reformed Church or a church with which it has ecclesiastical fellowship). The Board in its sole and unfettered discretion retains the right to deny requests for Associate membership or to rescind existing Associate membership in individual cases. Factors that the Board may consider include, but are not limited to, lack of capacity and resources, and potential disruption to the learning environment.

6. Full and Associate Members must remain communicant members in their local church in order to remain eligible for continued membership in the Society. The Board, in its sole and unfettered discretion, retains the right to decide whether to allow a child to remain enrolled in the event that the parent or guardian of that child is no longer eligible to be a member or loses membership as a result of a decision of the Board to expel that parent or guardian in accordance with the procedure set out at paragraph 11.

7. The Board retains the right to grant special consideration for associate membership to those who are actively pursuing church membership in either the Canadian Reformed Church or a church with which it has ecclesiastical fellowship (for example, those who are engaged in catechism or public profession of faith classes) but who, at the time a request for membership in the society is made, are not members of either church. As long as they are, in good faith, pursuing such church membership they may, at the discretion of the Board, be granted Associate Membership and may be able to enroll their child(ren).

Responsibilities of Members

8. Tuition
 - (a) Membership and tuition fees in the Society shall from year to year be determined by the Board and approved by the membership at the general meeting of the Society.
 - (b) Should a Member be unable to pay the fees, the Board may grant, upon request, a dispensation, partly or completely.
 - (c) If either a Full Member or an Associate Member is in arrears of fees and assessments at the beginning of the following school year, children of such member shall not be admitted to school until such time the account is paid up or arrangements have been made with the Board.
9. Any Members wishing to withdraw from either Full or Associate Membership may do so upon notice in writing to the Board through its Secretary. However, any payments or assessments levied against such member, shall be payable by him to the Society.
10. Enrolment is open to children of parents or guardians who are either Full or Associate members of the Society. Any other enrolment is subject to approval by the board.

Discipline of Members

11. The Board may suspend or remove any Member from the Society for any one of the following grounds:
 - (a) violating any provision of the By-laws, objects, or policies of the Society;
 - (b) carrying out any conduct which may be detrimental to the Society as determined by the Board;

In the event that the Board determines that a Member should be expelled or suspended from membership in the Society, the Chair of the Board shall provide twenty (20) days'

notice of suspension or removal. The Member may make written submissions to the Chair in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, he may proceed to notify the Member that the Member is suspended or removed from membership in the Society. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

Should the Member wish to further appeal the final decision of the Board, an Appeal Committee shall be formed consisting of; one board member, one Full Society Member selected by the member making the appeal and one Full Society Member selected at random. The Appeal Committee will examine both sides and make a final decision.

The decision shall be final and binding upon the Member and Board, without any further right of appeal.

Board of Directors

12. In this section, the Board of Directors shall consist of a minimum of five members.
13. The Board shall, subject to the By-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Society.
14. Meetings of the Board shall be held as often as the business of the Society shall require, and at least once every three months, and shall be called by the Chair. Meetings of the Board shall be called by ten days' notice in writing mailed to each Director or by three days' notice by telephone or other electronic means.
 - (a) Special meetings may be held by a quorum if all directors have been duly notified. A special meeting may be called on the instructions of any two Directors thereof, provided they request the Chair in writing to call such meeting and state the business to be brought before the meeting. A Director may waive notice of a meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the conduct of any business on the grounds that the meeting is not lawfully called.

15. Eligibility to serve on the Board of Directors is contingent upon full membership in the society (and thereby, a communicant member in the Canadian Reformed Church or in a church with which it has ecclesiastical fellowship).
16. Each director shall serve a term of 3 years. As a rule, each year 1/3 of the Directors retire from the Board. Directors may be re-elected to serve a maximum of two consecutive terms.
17. Vacancies on the Board of Directors
 - (a) Replacement of retired Directors shall be done in accordance with paragraph 36.
 - (b) Vacancies on the Board, however caused, ~~may~~, so long as a quorum of director's remains in office, may be filled by the Directors from among the qualified members of the Society to complete the term, if they see fit to do so. Otherwise, such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected as per paragraph 36.
 - (c) If there is not a quorum of directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.
 - (d) If the number of Directors is to be increased, such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected-
18. If any member of the Board of Directors shall resign his office, or without reasonable excuse absent himself from two or more Director's meetings, or be suspended or expelled from the Society, the directors shall declare his office vacated and may appoint a successor in his place to complete the term as per paragraph 17 b-c.
19. A Director can be removed from his position if he is delinquent in his duties or if he is in contravention of the conditions for full membership in the society. The process for removing a director shall begin with a written notice from the Board outlining the area(s) of concern as follows:
 - (a) In the case of delinquency in the execution of duties by a Director, the Board may provide a reasonable period of time in which improvement in performance may be demonstrated by the Director who is the subject of the notice. If sufficient positive change is not exhibited by the Director who is the subject of the notice, the Board may then move to call a vote of the other Directors. A unanimous vote is required for removal.
 - (b) In the case of contravention of the conditions of full membership, a Director is automatically ineligible to continue in the role.

(c) Any vote taken in respect of a sitting member of the Board requires that the Director who is the subject of the vote may be present at the meeting must abstain from voting.

20. Remuneration is to be made to a Director to cover expenses incurred in fulfilling their duties upon receipt of proper documentation.

Chair

21. The Chair shall be appointed from among the Directors by at least a quorum of Directors. The appointment shall be made by a majority of Directors present at a meeting of Directors or at a special meeting of the Directors called pursuant to the provisions of paragraph 14a. The appointment of the Chair may be made annually, as determined by the Board. Where a Director either resigns as Chair, or completes the term, an appointment to the office of Chair shall occur immediately following the resignation of that Director, or immediately following the Annual General Meeting, whichever comes first.

The Chair shall, when present, preside at all meetings of the Society and Board. In the Chair's absence, the vice-chair shall preside at any such meetings, and in the absence of both, a chair may be elected by the Directors present at the meeting to preside thereat. The Chair shall be charged with the supervision of the affairs and operation of the Society. The Chair with the Secretary or other officer appointed by the Board for the purpose shall sign all resolutions and membership certificates. The Chair shall be an *ex officio* member of all Committees.

22. Vice-Chair.

The Vice-Chair shall be appointed from among the Directors by at least a quorum of directors. The appointment shall be made by a majority of Directors present at a meeting of Directors or at a special meeting of the Directors called pursuant to the provisions of paragraph 14a. The appointment of the Vice- Chair may be made annually, as determined by the Board. Where a Director either resigns as Vice-Chair, or completes the term, an appointment to the office of Vice-Chair shall occur immediately following the resignation of that Director, or immediately following the Annual General Meeting, whichever comes first. The Vice-Chair shall preside at any meeting where the President is absent. The Vice-Chair may also hold the office of Secretary or Treasurer, as the majority of Directors determines.

Secretary

23. The Secretary shall be appointed from among the Directors by at least a quorum of directors. The appointment shall be made by a majority of Directors present at a meeting

of Directors or at a special meeting of the Directors called pursuant to the provisions of paragraph 14a of this By-law. The appointment of the Secretary may be made annually, as determined by the Board. Where a Director either resigns as Secretary, or completes the term, an appointment to the office of Secretary shall occur immediately following the resignation of that Director, or immediately following the Annual General Meeting, whichever comes first.

It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of same. The Secretary shall have charge of the seal of the Society which seal, whenever used, shall be authenticated by the signature of the Secretary and the Chair, or, in the case of the death or inability of either directors to act, by the Vice-Chair. In case of the absence of the Secretary, such officer as may be appointed by the Board shall discharge the secretarial duties. The Secretary shall have charge of all correspondence of the Society and be under the direction of the Chair and the Board. The Secretary shall also keep a record of all the members of the Society and their addresses and send all notices of the various meetings as required.

Treasurer

24. The Treasurer shall be appointed from among the Directors by at least a quorum of directors. The appointment shall be made by a majority of Directors present at a meeting of Directors or at a special meeting of the Directors called pursuant to the provisions of paragraph 14a. The appointment of the Treasurer may be made annually, as determined by the Board. Where a Director either resigns as Treasurer, or completes the term, an appointment to the office of Treasurer shall occur immediately following the resignation of that Director, or immediately following the Annual General Meeting, whichever comes first. The Treasurer shall be involved in all financial matters pertaining to the school and will give regular reports to the Board at their meetings. The Treasurer is also responsible for ensuring that Members are up to date with their school payments.

The Treasurer shall oversee all monies paid to the Society and shall be responsible for the deposit of these funds in whatever bank the Board may order. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the annual meeting a duly audited statement of the financial position of the Society as hereinafter set forth. The Treasurer is also responsible for submitting the Funded Private Schools Budget Report each year.

Indemnity of Directors and Officers

25. Subject to the Act, the Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society or another individual who acts or acted at the Society's

request as a Director or Officer or in a similar capacity of another entity, and such person's 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 such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Society or other entity if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Society's request; and,
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- (c) The Society may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.
- (d) The board shall ensure that proper director and officer insurance is in place.

Auditing:

- 26. The books, accounts and records of the Secretary and Treasurer shall be audited at least once every year by duly qualified accountants appointed for that purpose at the annual meeting. Such auditor at the Annual Meeting of the Society shall submit a complete and proper statement of the standing of the books for the previous year.
- 27. The books and records of the Society may be inspected by any Member of the Society at the annual meeting provided for herein 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.
- 28. The Directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.
- 29. The Board of Directors may appoint from among members, a person or persons who by reason of experience or otherwise are especially qualified to serve on a committee, or committees. These appointments shall be made annually.
- 30. The Board of Directors shall determine school policies in harmony with the By-laws and in accordance with decisions of the Society.

31. Staff:

- (a) The Board of Directors shall appoint the principal and the teaching staff required for the school, and in so doing they shall take into consideration their character, training, and physical qualifications. They shall confirm that all members of the teaching staff declare and subscribe their unconditional acceptance to the objects of the Society as expressed in the By-laws and are confessing members of a Canadian Reformed Church or a church with which it has ecclesiastical fellowship.
- (b) In the event of unforeseen circumstances, when a filled position becomes vacant, the Board may, after giving proper notification to all members, fill this position with a qualified teacher who will subscribe to the By-laws and until the position can be filled under Article 31a above.

32. The Board of Directors shall be acquainted with the educational program and shall thereto visit the school regularly to assure itself of the faithful carrying out of the school's educational program and policies.

33. Meetings:

- (a) The Society shall hold an annual meeting on or before December 31 each year, of which meeting due notice shall be given to all Members.
- (b) Meetings of the Society may be called at any time by the Secretary, upon the instructions of the Board.
- (c) A special meeting shall be called by the Board upon receipt of a petition signed by one-fourth of the Members in good standing, setting forth the reasons for calling such a meeting.
- (d) Any special or general meeting of the Members shall require at least eight days notice.
- (e) At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented.

- (f) If extenuating circumstances prevent the membership from gathering, the board has the sole discretion to post-pone the annual meeting, or hold the meeting virtually, or address the circumstance as is fitting to the occasion.

Voting

34.

- (a) Any Full Member who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any meeting of the Society.
- (b) Any Full Member who is unable to attend a meeting has the right to submit a vote in writing, provided that the ballot is Authenticated.

35. At any general meeting of the Society all questions shall be decided by a majority vote of Full Members by a showing of hands. However, a vote in respect of an election, or a vote in respect of capital investments, shall be conducted by secret ballot and a majority of votes of Full Members decides.

36. Voting Regulations:

- (a) As rule, Directors are to be elected to the Board by the membership at the Spring membership meeting.
- (b) The Board shall request nominations from the membership at least two months before the membership meeting where voting for Directors is to take place. Only Full Members in good standing are eligible.
- (c) Nominations are to be signed by the nominee and by two members nominating.
- (d) The Board is to publish the nominated names at least two weeks before the membership meeting where voting for Directors is to take place. It is desirable to have at least double the nominations as there are vacancies.
- (e) Nominations with the majority of votes will be appointed.
- (f) Proxy votes are only allowed for the first round of voting. Any further rounds of voting which are required to achieve a majority are to be made by those members present at the meeting.
- (g) After the first round of votes, the chairman may propose to delete names with the lowest count from the nomination list if attaining a majority of ballots is unforeseeable because of the number of names remaining on the nomination list.
- (h) Invalid Ballots are to be subtracted from the total number of ballots.
- (i) In the case of a tie, the board shall appoint the older member.

Borrowing Powers

37. For the purpose of carrying out its objectives, the Board of Directors may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

Amendments

38. The By-Laws may be rescinded, altered, or added to by a "Special Resolution" when a quorum is present at a general meeting of which one month's written notice has been given, specifying the intention to propose the resolution as a special resolution, and said resolution is passed by a majority vote of not less than three-fourths of those present who are entitled to vote.

Dissolution

39. The members of the Society entitled to vote at any meeting of the members may, by resolution passed by at least two-thirds of the votes, cast at a general meeting, of which notice specifying the intention to pass such a resolution, has been given and where three-fourths of the number of members entitled to vote are present, dissolve the Society. Should the required number of members entitled to vote not be present at this meeting, a second meeting is to be arranged at which the decision of the dissolution may be taken if two-thirds of the members entitled to vote are present and vote in favour of the dissolution.

40. In the case of dissolution, all the assets will be transferred proportionately among the churches which comprise the Full Membership in relation to the number of Full Members within each church where such church is considered a qualified donee pursuant to the Income Tax Act. In case of debts, all members legally existing on the membership roll during the last three fiscal years shall be responsible.

41. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objects.

42. In all cases for which provisions are not made in this By-laws, the Board will decide. The Board shall inform the members of such decision at the first coming membership meeting.

Originally dated this 2nd day of December, A.D. 1974, at the Town of Coaldale, in the Province of Alberta by the following members:

Jake Tams	Coaldale
Harry Lubbers	Coaldale
Dick Hoogerdyk	Taber
John Selles	B. C.
C. M. Van Vliet	Coaldale
Witness:	Rev. James Visscher