

**GREATER ST. ALBERT CATHOLIC SCHOOLS EDUCATION FOUNDATION
BY-LAWS**

EFFECT

These Bylaws constitute the sole and complete governing document of the Greater St. Albert Catholic Schools Education Foundation (hereinafter referred to as the "Foundation") as of April 5, 2016.

SUPPLEMENTAL AUTHORITY

- A. If these Bylaws are silent as to a situation that may arise within the Foundation, the Foundation will then follow the Robert's Rules of Order as interpreted and applied by the Foundation Parliamentarian.
- B. This document complies with all laws of the Province of Alberta and Canada. If this document incorporates any procedures prohibited by any applicable law, it is within the full power of the Executive to conduct Foundation business in a legal manner as compliant as possible with this document.

ARTICLE 1 REGISTERED OFFICE

The Registered Office of the Foundation is 6 St. Vital Avenue, St. Albert, Alberta, T8N 1K2.

ARTICLE 2 MEMBERSHIP

- A. The following comprise the General Body of the Foundation:
 - 1. Every student of grades 9 through 12 of Greater St. Albert Catholic Schools who is currently enrolled is a member of the Foundation.
 - 2. Every parent/legal guardian of each student of Greater St. Albert Catholic Schools is a member of the Foundation.
 - 3. Every employee of Greater St. Albert Catholic Schools is a member of the Foundation.
 - 4. Any person or entity resident in Canada who supports the purpose of the Foundation, as defined in Article 1 herein, may request membership to the General Body by written submission to the Secretary. Such memberships shall not be unreasonably withheld.
- B. Every member is entitled to vote in any Foundation election.
- C. There will be no membership fees or dues for the members of the Foundation.
- D. Members who wish to withdraw may do so by informing the Secretary in writing.
- E. The Foundation officers will be comprised of two (2) elected bodies that make policy, vote, decide monetary issues, and administer Foundation official events:
 - 1. The Foundation Executive ("the Executive") - the Executive is made up as defined in section 3.1 of this document.

2. The Foundation Board of Directors (“the Board”) - the Board is made up as defined in section 3.2 of this document.

F. The Executive Committee shall be comprised of up to 5 Directors of the Board.

ARTICLE 3 THE EXECUTIVE COMMITTEE

- A. A member of the Foundation may hold a maximum of two (2) offices in the Executive Committee at any given time.
- B. All offices in the Executive Committee are elected for two (2) full calendar years.
- C. When an Executive Committee member resigns or is removed from office, the Chairperson will determine whether (1) to hold a special election, (2) to keep the seat vacant until the next regular election, or (3) to appoint a member. The decision is subject to confirmation by two-thirds approval of the Executive Committee.
- D. Elected Executive Committee members take office immediately in the case of being elected to a vacant office, and at the beginning of the following term in all other circumstances, as reiterated in Article 5.
- E. All Executive Committee members must attend each Foundation meeting of the year, and any Foundation sponsored events.
- F. If a member of the Executive Committee cannot attend a Foundation meeting, he or she must notify the Secretary within 24 hours of their absence; the Secretary shall then notify the Chairperson in the event of his or her absence.
- G. All Executive Committee members perform all such duties as required in these Bylaws, or as directed or delegated by the Executive or the Chairperson.
- H. All Executive Committee members must be fully informed of and knowledgeable of this document and Robert’s Rules of Order.
- I. All Executive Committee members must regularly report to the Executive all activities relating to the office as it relates to their respective positions.

Section 3.1 – Executive Duties

The Executive is charged with faithfully adhering to and executing the procedures outlined in this document consistent with the purposes of the Foundation and as further defined by the Societies Act, RSA 2000, c. S-14, the Business Corporations Act, RSA 2000, c. B-9, the Canada Corporations Act, RSC 1970, c. C-32, and the Income Tax Act, RSC 1985, c. 1. The Executive shall deliberate fairly and honestly, and vote on all issues as required by this document.

The following offices make up the Executive:

1. **Chairperson.** The Chairperson will:
 - i. Preside at all Executive and General Body meetings;
 - ii. Call Special Meetings at his/her discretion;

- iii. Be responsible for setting the agenda and submitting it to the Secretary for publication;
- iv. Appoint all committee members that are not otherwise provided for in this document and are deemed appropriate to carry out the business of the Foundation;
- v. Make provisions for the temporary appointment of absent or suspended members of the Executive;
- vi. Enforce this document;
- vii. Carry out assignments and instructions given according to the vote of the Board and;
- viii. Not have standing to vote in the Executive Committee except in the case of a tie and in budget procedures in Article 6.

2. **Vice Chairperson.** The Vice Chairperson will:

- i. Be a voting member of the Executive;
- ii. Attend all the Executive and General Body meetings;
- iii. Act as a deputy to the Chairperson;
- iv. Act as a liaison between the General Body, the Executive Committee, and the bodies related to Greater St. Albert Catholic Schools;
- v. Supervise the activities of all committees and coordinate their efforts;
- vi. Serve as an unofficial member on all committees; and
- vii. In the absence or disability of the Chairperson, perform the duties of the Chairperson and have the power of the Chairperson during a vacancy in that office.

3. **Treasurer.** The Treasurer will:

- i. Be a voting member of the Executive;
- ii. Maintain any and all financial records of the Foundation;
- iii. Receive all money due to the Foundation and give receipt thereof;
- iv. Make payments from the Foundation funds as funding is approved by the Executive and the Board;
- v. Make payments from the Foundation funds for Foundation official sponsored events, and detailing the event that will be sponsored;
- vi. Make the books and records of the treasurer open to reasonable inspection from Foundation members upon written notice;
- vii. Ensure that the Foundation is properly insured;

- viii. Be responsible for the completion and filing of any and all tax-related forms; and
 - ix. Report the balance of the Foundation account, the total dollar amount allocated, the remaining amount budgeted, but not spent, and render statements of accounts to the Executive.
4. **Secretary.** The Secretary will:
- i. Be a voting member of the Executive;
 - ii. Record the minutes of both the Executive and General Body meetings (including Special Meetings);
 - iii. Keep and maintain official corporate records;
 - iv. Certify the authenticity of corporate records;
 - v. Issue notice of meetings and agendas, after consultation and coordination with the Foundation Chairperson, pursuant to section 4.2;
 - vi. Keep and maintain the register of members of the Foundation according to section 36(1) of the Societies Act RSA 2000, c S-14.
 - vii. Maintain an official record of attendance of all elected members of the Foundation; and
 - viii. Have custody of the seal of the Foundation, and ensure its use for only official documents of the Foundation.
5. **Parliamentarian.** The Parliamentarian will:
- i. Be a voting member of the Executive;
 - ii. Maintain all the rules of order and all exceptions to Robert's Rules of procedural order;
 - iii. Advise the Chairperson as to the correct parliamentary rules for any given situation that is presented;
 - iv. Recommend to the Executive any amendments thought necessary to this document;
 - v. Administer the Foundation elections and;
 - vi. Serve as Chair of the Rules Committee.
6. **Past-Chair.** The Past-Chair will:
- i. Be a voting member of the Executive;
 - ii. Be either a former Chairperson of the Foundation or, should a former Chairperson not be available to fill the post, a Community-at-Large Member;
 - iii. Advise the Chairperson and the Board;

- iv. Accept such duties and functions as requested by the Executive Committee;
- v. Serve as an unofficial member on all committees; and
- vi. In the absence or disability of the Chairperson and Vice Chairperson, perform the duties of the Chairperson and have the power of the Chairperson during a vacancy in that office.

Section 3.2 – Board of Directors

1. The Board shall be comprised of the following members:
 - i. One (1) Trustee Member from the Greater St. Albert Catholic Schools Board of Trustees;
 - ii. Between One (1) and Three (3) Student Members of grades 9 through 12, with a maximum of one (1) from any given district school;
 - iii. One (1) Community Member from the Town of Legal, or a Member-at-Large in their stead;
 - iv. One (1) Community Member from the Town of Morinville;
 - v. One (1) Community Member from the City of St. Albert;
 - vi. One (1) Professional Legal Community Member and/or one (1) Professional Business Community Member;
 - vii. One (1) Community Member-at-Large and/or one (1) Community Member of the Greater St. Albert School District.
2. A Board Member Shall:
 - i. Deliberate fairly and honestly and vote on all issues as required by this document;
 - ii. Serve as a liaison to each respective community regarding any concerns, resolutions, or comments;
 - iii. Attend at all Foundation Sponsored Events;
 - iv. Serve as an active member of a Foundation Committee if practicable;
 - v. Host at least two meetings per annum, where practicable, with his or her respective community to determine any concerns, resolutions, or comments. The Board Member shall report the results of these meetings at the next corresponding General Body meeting; and
 - vi. Serve as such without remuneration, and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

Section 3.3 – Committees of the Foundation Board

Committees of the Foundation Board will be established and operate as follows:

1. Each committee shall be created by following the resolution procedure set forth under Section 3.4.
2. Each committee shall be reviewed from time to time, and such review is to determine if the committee is active or inactive.
3. Each committee determined to be inactive will be dissolved by the Executive by a simple majority vote.
4. The members of a committee will elect one non-voting Chair Member by simple majority.
5. Each Chair Member Shall:
 - i. Attend an introductory meeting at the beginning of the term with the Vice Chairperson to discuss programming ideas and assign tasks for the term.
 - ii. Submit a report to the Vice Chairperson of the planned activities of their respective committees before the first Foundation meeting of the term;
 - iii. Present a schedule of activities at the first Foundation meeting of the term;
 - iv. Submit an end-of-term report to the Foundation and;
 - v. Be apprised of the instructions provided by the Executive Committee.
 - vi. Be elected by his or her respective committee for a term of one (1) full calendar year.

Section 3.4 – Resolutions

1. The Executive Committee may pass any resolution deemed necessary and appropriate by a simple majority vote.
2. **Effect of a Resolution.** To take effect, the resolution must be passed by a simple majority of the Board.
3. **Binding of a Resolution.** All resolutions passed by a simple majority, are binding on the Executive Committee, and General Body unless it conflicts with the Foundation Bylaws.

Section 3.5 - Bylaw Amendments

1. Any resolution to alter, amend, or in any way change the construction of this document shall not be effective unless:
 - i. A Special Resolution is submitted in writing to the Secretary to permit a notice of such proposed Bylaw Amendments to be posted on the Foundation website for at least 21 days prior to a General Body meeting.

- ii. The Executive is fully aware and understands every proposed amendment after full opportunity to review and discuss all proposed amendments;
- iii. All proposed amendments are fully presented and discussed at a Foundation General Body meeting;
- iv. The vote on the proposed amendments does not take place at or before the General Body meeting at which they are first presented;
- v. The approval of any proposed amendments is affirmed through passing a Special Resolution by a minimum 75% majority vote of the Foundation Members present at any General Body meeting following the General Body meeting at which the proposed amendments are presented;
- vi. In accordance with Article 4 herein, notice of a General Body meeting to propose Bylaw Amendments, and thereafter to vote on any proposed Bylaw Amendments, must be made by posting notice of each meeting to the Foundation's website, no later than 21 days prior to the scheduled time.

Section 3.6 – Appellate Review of an Executive or Board Decision

- 1. Executive or Board decisions are subject to appeal by any member of the Foundation consistent with the following procedure:
 - i. The appeal must be submitted in writing to the Secretary within 48 hours of the distribution of the minutes;
 - ii. Once submitted, the Secretary must place the appeal on the next General Body meeting's agenda;
 - iii. At the General Body meeting, the appellant will be given ten (10) minutes to present to the General Body why the decision should be overturned;
 - iv. A designate of the Executive will have ten (10) minutes to present to the General Body why the decision should not be overturned;
 - v. Following the presentations, the Chairperson will call for a vote of the Foundation members present and;
 - vi. The decision of the Executive will be overturned only if a 2/3 majority of the Foundation members present, inclusive of all Executive Committee members, vote to overturn the decision.

ARTICLE 4 MEETINGS

Notice of any Foundation meeting must be made by posting notice of the meeting to the Foundation's website, no later than 21 days prior to the scheduled time. Proposed Agenda items shall be submitted to

the Secretary 72 hours before any scheduled meeting. Agendas must be posted on the website 48 hours prior to any scheduled meeting.

Section 4.1 Executive Committee Meetings

1. The Chairperson may call Executive Committee meetings consistent with the duties of the Chairperson described in this document.
2. All Executive Committee members must make a diligent effort to attend all Executive meetings.
3. Decisions made at Executive Committee meetings must be consistent with the authority provided to the Executive Committee in this document.
4. The Chairperson must hold a minimum of two Executive Committee meetings per fiscal year.
5. A quorum of the Executive Committee is defined as the majority of the Executive Committee (51%).
6. Wherever this document is silent as to the definition of quorum, then there is a presumption that it is defined by the Robert's Rules of Order as the majority (51%).
7. A quorum of the Executive Committee is necessary to conduct a binding vote on any matter.

Section 4.2 General Body Meetings and Special Meetings of the General Body

1. The Chairperson may call General Body meetings consistent with the purposes of and duties described in this document.
2. The Chairperson must hold a minimum of one General Body meeting per fiscal year.
3. In addition to regular General Body meetings, a Special Meeting of the General Body shall be called by the Chairperson or Secretary upon receipt of a petition signed by at least fifty (50) members in good standing, setting forth the reasons for calling such meeting.
4. A quorum for any General Body meeting, including Special Meetings of the General Body, shall be the majority of the Executive Committee (51%) and a minimum of three (3) General Members in good standing.
5. A quorum is necessary to conduct a binding vote on any matter at any General Body meeting, including Special Meetings of the General Body.
6. All Executive Committee members must make a diligent effort to attend all General Body meetings, including Special Meetings of the General Body.
7. Decisions made at any General Body meeting, including Special Meetings of the General Body, must be consistent with the authority provided in this document.
8. All General Body meetings, including Special Meetings of the General Body, will be open to all Foundation members as well as all members of the public.

9. Voting at all General Body meetings, including Special Meetings of the General Body, will be restricted to Foundation members only.

Section 4.3 Action(s) Taken Without Meetings

1. If an Executive Committee vote needs to take place and meetings may not reasonably be held, voting may take place over email.
2. A call for an email vote must be made by registered email and include:
 - a. The matter to be voted on;
 - b. The duration of time the vote will be held open; and
 - c. The members of the Foundation who are voting on the matter.
3. All votes must be reported to the Foundation Secretary.
4. For the purposes of attendance, all responses either for, against, or abstaining will count as those who are present to vote. Failure to respond within the duration of the vote will constitute abstention from that vote.
5. Voting will be open for no more than five (5) business days.
6. The Secretary will email the results within 48 hours after the voting period ends.

ARTICLE 5 ELECTIONS

Section 5.1 Notice of Elections

1. The Secretary must post a notice of elections on the Foundation website twenty-eight (28) days prior to the elections.

Section 5.2 Schedule of Elections and Effect

1. Executive: The election of all Executive members will be held by the end of the term.
2. Board: The election for the Board will be held by the end of the term.
3. All Executive-elects and Director-elects will take office in week 1 of the following term for which they were elected unless they are being elected to a vacant office, in which case they take office upon being elected.

Section 5.3 Special Elections and Appointments

1. If there are open seats on the Executive or the Board:
 - i. The Chairperson (or then acting Chairperson) may hold a special election to fill the vacancy or;
 - ii. The Chairperson may appoint a member of the Foundation to the open position, subject to approval by 2/3 vote of the Executive Committee.

2. If there is a tie for an Executive or Board Seat, the Chairperson (or then acting Chairperson) shall cast the deciding vote.

Section 5.4 Becoming a Candidate

1. Candidate nominations will be available after the notice of elections is posted by the Secretary in accordance with Section 5.1 herein.
2. All candidates must clearly identify the position for which they are nominated on the provided form. The candidate's name must be printed and signed on the provided nomination form, and the form must be supported by two (2) members.
3. Nominations must be submitted to the Secretary at least one (1) week before the election begins.

Section 5.5 Ballots and Voting

1. The Parliamentarian will determine the date, time, and method used for voting.
2. The instructions on how to vote will be posted on the Foundation website twenty-eight (28) days prior to the election.
3. The Parliamentarian will administer the election in accordance with Robert's Rules of Order.

ARTICLE 6 FINANCES

Section 6.1 Disbursements, Records, Disclosure

- A. All funds received by the Foundation will be deposited into a designated Foundation bank account, and receipted in accordance with the Canada Revenue Agency guidelines.
- B. The Treasurer must record all expenditures detailing the Foundation's finances and budgets.
- C. All disbursements and budgeting requests must comply with all sections under these by-laws.
- D. The Treasurer will update the Foundation finances and budgets every month.
- E. Pecuniary Gain Prohibition: Foundation members, directors or officers will not receive wages or a salary from the Foundation in exchange for performing the duties and preserving the purposes and procedures of this document. The Foundation may reimburse an Executive Committee or Board member for reasonable and necessary expenditures made on the Foundation's behalf.
- F. The Treasurer will keep the records open to inspection by any member of the Foundation, and post semi-annual financial reports on the Foundation website, subject to the following restrictions:
 1. The Foundation member must provide a written request to view the Foundation's finances and budgets.
 2. The Treasurer must comply with the written request within a reasonable amount of time.
 3. The record of the finances or budgets cannot be copied.

4. Personal information will not be distributed without the express consent of the individual(s).
- G. Auditing: The books and accounts of the Foundation shall be audited annually by either a duly qualified accountant or by two (2) members of the Foundation appointed for that purpose by a simple majority vote of the Executive.

Section 6.2 Foundation Yearly Budget

- A. Executive Approval: Prior to the end of each fiscal year, the Foundation Executive must present a budget for the next year detailing Foundation expenditures for the following year.
- B. Executive and Board Approval:
1. Approval: At the last meeting of the fiscal year, a vote to approve the yearly budget must be passed by a majority vote of the Board.
 - i. Upon approval, the yearly budget will be the operating budget for the Foundation for that fiscal year.
 - ii. The Foundation can still approve expenditures outside of the yearly budget subject to following rules Section 6.3 herein:
 2. Disapproval: If the budget is not approved by a majority vote of the Executive Committee, then the Chairperson and Treasurer must present a new budget at the first meeting of the first (1st) quarter to be voted on by the Board at that meeting.
 - i. If the new proposed annual budget is approved by a majority vote of the Board, then it will become the Foundation's operating budget for that fiscal year.
 - ii. If the new proposed annual budget is not approved by a majority vote of the Board then the Board will follow the procedures set forth in 6.2 (B)(3) below.
 3. Disapproval of the new proposed annual budget: If the new proposed annual budget is not approved by a majority vote the Board, then the new proposed annual budget will be voted on line-by-line.
 - i. If the Board approves a particular line by a majority vote then that line-item is approved for the new proposed annual budget.
 - ii. If the Board does not approve a particular line item by a majority vote, then a new motion may be brought by a Board member, and seconded to;
 - a. Allow for discussion of that line item, or
 - b. Amend the proposed line item expenditure.
 - iii. If a motion has been made on a particular line item, then the Board shall vote on that line item
 - a. Approval: If a particular line item is approved by a majority vote of the Board after discussion, then that line item is considered approved for the new proposed annual budget.

- b. Denial: If a particular line item is not approved by a majority vote of the Board after discussion, then that line item is considered deleted from the new proposed annual budget.

Section 6.3 Foundation Expenditures and Voting

A. The following rules apply to Foundation expenditures/events that fall outside the Foundation's annually approved budget:

1. Any Foundation sponsored event must not discriminate against individuals based on any grounds protected under the Canadian Human Rights Act.
2. For any Foundation expenditure of less than \$200.00, only the Chairperson and Treasurer are required to approve the expenditure.
3. For any Foundation expenditure of \$200.00 to less than \$5,000.00, a majority vote of the Executive must approve the expenditure.
4. For any Foundation expenditure of \$5,000.00 or more, a majority vote of the Executive and Board must approve the expenditure.

B. The following rules apply to the Foundation and borrowing:

1. Without limiting the borrowing powers of the Foundation as set forth in the Societies Act of Alberta RSA 2000, c S-14, the Board and the Executive members may from time to time on behalf of the Foundation, without authorization of the General Body members:
 - i. borrow money upon the credit of the Foundation;
 - ii. issue, reissue, sell or pledge bonds, notes or other evidences of indebtedness or guarantees of the Foundation, whether secured or unsecured;
 - iii. to the extent permitted by the Act, give a guarantee on behalf of the Foundation to secure performance of any present or future indebtedness, liability or obligation of any person; and
 - iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Foundation, including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness, or guarantees or any other present or future indebtedness, liability or obligation of the Foundation
2. Nothing in this section limits or restricts the borrowing of money by the Foundation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Foundation.
3. The power to issue debentures will only be exercised upon obtaining the authority of a special resolution by the Foundation:
 - i. Notice for a general meeting of all Executive and Board members for the purposes of a "Special Resolution" to issue debentures is posted on the Foundation website at least

twenty-one (21) days in advance, and this Resolution is passed by simple majority vote; or

- ii. Notice for a general meeting of all Executive and Board members for the purposes of a “Special Resolution” to issue debentures is posted on the Foundation website less than twenty-one (21) days in advance, all the members who are entitled to attend and vote at the general meeting of Executive and Board members so agree, and this Resolution is passed by simple majority vote; or
- iii. Lastly, a Resolution to issue debentures is consented to in writing by all the Executive and Board members who would have been entitled at a general meeting to vote on the resolution in person, and this Resolution is passed by simple majority vote.
- iv. Quorum for such a Special Resolution is 75% of all members who are entitled to vote and are present at the meeting.

Section 6.4 Foundation Unspent Funds

- A. All unspent funds that were voted on and approved by the Executive and the Board under Section 6.2 of this Article will revert back to the Foundation as undesignated funds as long as the purpose for which they were intended has been realized.
- B. All unspent funds that were voted on and approved by the Executive and the Board for use by a committee revert back to the Foundation as undesignated funds as long as the purpose for which they were intended has been realized.

Section 6.5 Foundation Conflict of Interest

1. Any voting member of the Board or Executive must:
 - i. Disclose any potential conflict of interest at the time to the voting body; and
 - ii. Abstain from voting on a budget request where an actual conflict of interest exists.
2. All Board and/or Executive members must act in good faith when disclosing or voting on an actual conflict of interest.

Section 6.6 Foundation Restrictions and Limitations

1. The distribution of funds from the Foundation are subject to the following restrictions:
 - i. Foundation funds will only be used to support fund raisers or events that align with the purpose of the Foundation. All surplus funds will be refunded to the Foundation;
 - ii. Foundation funds will not be used to pay any national dues, membership fees, or incorporation fees for any organizations that are required to be a chapter or member of a national or regional affiliated organization;
 - iii. Foundation funds will not be used to support any organization that fails to comply with this document or any policies of Greater St. Albert Catholic Schools.

ARTICLE 7 REMOVAL FROM OFFICE

Section 7.1 – Standards of Behavior

Every member of the Executive is held to a higher standard. Since all members of the Executive have assumed the responsibility of holding an office of the Foundation, they will be held responsible for actions that would discredit the Foundation and its members in any way.

Section 7.2 – Removal from Office

1. The Executive may revoke the membership of any Executive or Board member for any of the following conduct:
 - i. Repeated and/or excessive absences at General Body Meetings;
 - ii. Failure to fulfill the requirement of his/her elected position;
 - iii. Conduct unbecoming of a Foundation elected official;
 - iv. Violation of Greater St. Albert Catholic Schools Policies or Administrative Procedures.
2. Proceedings: Within the parameters outlined in Article 7.2.1. herein,
 - i. Any member of the Foundation may petition the removal of any member of the Executive, including themselves, by written request to the Secretary and/or Chairperson.
 - ii. Executive or Board members against whom removal action is being taken must represent themselves in these proceedings.
 - iii. Failure to attend the meeting at which the proceeding takes place does not preclude a vote on the members' removal.
 - iv. A 2/3 majority vote of the Board is required to give effect to the removal. The Board must give the member against whom removal proceedings are brought an opportunity to be heard or provide a statement before voting takes place.

ARTICLE 8 DISSOLUTION

Upon the dissolution of this Foundation 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.

ARTICLE 9 SIGNING

IN WITNESS WHEREOF each of the parties has duly executed these by-laws on the day and year set opposite their name and signature.

DATED AT THE CITY OF ST. ALBERT, IN THE PROVINCE OF ALBERTA, this 5th day of APRIL, A.D. 2016.



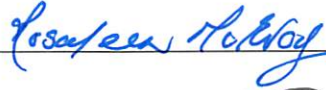
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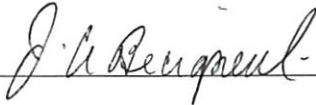
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These By-Laws have been amended by Special Resolution passed at a General Meeting of the Members called on April 5, 2016. The By-Laws were changed as follows:

1. **Add** the following clause to Article 3:

ARTICLE 3 THE EXECUTIVE COMMITTEE

Section 3.2 – Board of Directors

2(vi): Serve as such without remuneration and no director shall directly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

2. **Delete and Replace** Article 8:

Existing:

ARTICLE 8 DISSOLUTION

In the event of the dissolution of this Foundation, all of its remaining assets subsequent to payment of any or all liabilities shall be given to a registered charitable group(s) with similar aims or objectives as determined by the Executive.

Delete above and replace with:

ARTICLE 8 DISSOLUTION

Upon the dissolution of this Foundation 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.