

THE CONSTITUTION FOR THE ELK ISLAND CATHOLIC SCHOOLS' EDUCATION FOUNDATION

ARTICLE I

NAME

The name of the organization shall be the Elk Island Catholic Schools' Education Foundation, hereinafter referred to as "The Education Foundation".

ARTICLE II

PURPOSE

The purposes of the Education Foundation are to:

1. promote the advancement of education in the Elk Island Catholic Separate Regional Division No. 41;
2. identify new potential sources of revenue;
3. secure additional financial resources to be placed in an educational trust which can then be allocated to special projects and programs that have a specific focus and limited time span; and
4. promote serious research and innovation in a recognized field of knowledge—education. This research will be carried out for educational purposes only. Further, the results of the Foundation's research will be available to the public.
5. To enhance School Division relations within the Community.

ARTICLE III

ETHICAL CONDUCT

The work of the Education Foundation shall be carried on without purpose of gain for its members, and any profits or other gains to the Education Foundation shall be used in promoting its objectives.

ARTICLE IV

FOUNDATION BOARD OF DIRECTORS

The initial Board of Directors of the Foundation shall represent each of the three member communities of Camrose, Fort Saskatchewan and Sherwood Park, Alberta. Other members of the Foundation Board shall include a Chartered Accountant, One School Board Trustee, Prominent Community Members, the Superintendent of schools, and a Secretary Treasurer. There shall be a minimum of 5 Directors. The Executive of the Foundation shall be elected by the Foundation Directors from this group.

A liaison committee of 10 to 20 people representing the School Division interest groups shall be appointed to work in cooperation with the Foundation Board of Directors. The main function of this executive committee would be to: promote the Foundation, establish business contacts, establish corporate connections, create an advertising campaign, establish Foundation's credibility, recommend fund raising activities, and raise funds.

All members of the Board of Directors shall remain in good standing so long as they conduct themselves according to the constitution of the Education Foundation. If a member fails to act in accordance with the constitution, then their removal from the Board of Directors will be considered by the Foundation Board by way of a specific resolution. Individuals wishing to join or retire from the Board of Directors shall advise the Secretary-Treasurer in writing, and such requests will be acted upon by the Foundation Board.

ARTICLE V

An Executive Director will be appointed by the Board of Directors to plan, organize and implement the activities of the Foundation.

ARTICLE VI

ORGANIZATIONAL STRUCTURE

The Chair of the Board of Directors will be elected at the annual general meeting, for a two-year term, by a majority of the Board of Directors. It shall be the duty of the Chair to preside at meetings of the Education Foundation and Board of Directors and to perform such other duties as ordinarily pertain to this office.

Two Vice-Chairs of the Board of Directors shall be elected at the annual general meeting, for an initial two-year term for one Vice-Chair and an initial one-year term for the other, by a majority of the Board of Directors. Thereafter, Vice-Chairs shall serve two-year terms. It shall be the duty of the Vice-Chairs to preside at meetings of the Education Foundation and Board of Directors in the absence of the chair and to perform such other duties as ordinarily pertain to this office.

ARTICLE VII

MEETINGS

The first annual general meeting of the Education Foundation shall be held no later than October 31st of the year in which the Education Foundation becomes entitled to operate.

Subsequent annual general meetings of the Education Foundation shall be held prior to October 31st. The required election of officers shall occur at this meeting.

Business meetings of the Education Foundation shall be called according to the wishes of a majority of members of the Board of Directors. Formal written agendas will be provided to each member at least four days prior to each regular meeting.

Special meetings of the Education Foundation shall be called as determined by the Chair and, in the absence of the Chair, at the request of a Vice-Chair or any two Directors, with at least four days' verbal notice.

ARTICLE VIII

PROCEEDINGS AT MEETINGS

Quorum

For general meetings and special meetings, a majority of the members of the Foundation shall constitute a quorum, and such majority shall be present at the commencement of the meeting.

Chair of Meetings

The Chair of the Board of Directors or, in the absence of the Chair, one of the Vice-Chairs, shall preside at every meeting of the Foundation. If neither the Chair nor either of the Vice-Chairs is present at the time appointed for the meeting, the members present shall choose one of their number to be Chair of such meeting.

Voting

Every member shall have one vote, and all votes shall be given personally. A simple majority shall decide the decisions of the Board.

Mode of Voting

At every meeting, every question shall be decided either by consensus in the first instance or by a show of hands unless, before or upon the declaration of the result of the show of hands, a ballot be demanded by more than 50% of the members personally present.

ARTICLE IX

PROCEEDINGS OF DIRECTORS

The Directors may meet, adjourn, and otherwise regulate their meetings as they shall think fit. For the transaction of business, a meeting of more than 50% of the Board of Directors shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes.

The Secretary-Treasurer will record and maintain the minutes and records of the Foundation. Directors of the Foundation and the public may have access to the minutes and records of the Foundation during regular office hours of the Secretary-Treasurer.

ARTICLE X

INDEMNITY AND PROTECTION OF DIRECTORS

Each and every Director shall be deemed to have assumed office on the express condition that the Director, the Director's heirs, executors, administrators and estate and effects respectively shall at all times be indemnified and saved harmless out of the funds of the Elk Island Catholic Separate Regional Division No. 41 against all costs, charges, and expenses whatsoever, which such Director sustains or incurs in any action or proceeding which is brought or prosecuted against the Director in respect of any act or matter done or permitted by the Director in the execution of the duties of the Director's office and also all costs, charges and expenses which the Director may sustain or incur in relation to the affairs of the Foundation except such costs, charges and expenses as are occasioned by his own fraud, dishonesty, willful neglect, or default.

ARTICLE XI

FINANCES

The Secretary-Treasurer shall deposit all funds of the Foundation in trust in a bank or Credit Union to be named by the Board of Directors.

All disbursements shall be made only by cheque signed by two of the following three persons: the Secretary-Treasurer, the Chair of the Board of Directors and/or a designated Vice-Chair.

Officers having charge or control of funds shall be bonded for the safe custody of the funds of the Foundation, with the cost of the bond to be paid by the Elk Island Catholic Separate Regional Division No. 41.

Fees payable under the Societies Act Regulations shall be paid by the Elk Island Catholic Separate Regional Division No. 41.

The custody and use of the corporate seal of the Foundation shall be the responsibility of the Secretary-Treasurer.

The Secretary-Treasurer may, as directed by the Board of Directors, borrow monies from the Foundation's bankers for the purpose of carrying out the objectives of the Foundation.

The audit of all financial accounts of the Foundation will be completed by a Chartered Accountant, appointed and paid by the Board of Trustees of the Elk Island Catholic Separate Regional Division No. 41.

ARTICLE XII

BY-LAW AMENDMENT

These by-laws may be amended, added to and/or rescinded at any annual general meeting or special meeting by special resolution of the Foundation by vote of not less than 75% of members entitled to vote, provided that notice of such proposed change shall have been mailed to each Director at least twenty-one (21) days before such meeting. No change to these by-laws can be made which is not in accordance with the application for incorporation or that contains anything contrary to law.

All changes to these by-laws shall be submitted to the Board of Trustees for the Elk Island Catholic Separate Regional Division No. 41 for information at least twenty-one (21) days prior to their consideration by the Foundation.

ARTICLE XIII

RECORD KEEPING

The minutes of all meetings and the record of transactions shall be housed at the Elk Island Catholic Separate Regional Division No. 41 Education Centre. These records will be available to all Board members and the public upon request.

ARTICLE XIV

DISSOLUTION

Subject to Section 28 of the Societies Act, on dissolution of the Society, its properties and assets shall, after all liabilities, be donated for such charitable, benevolent, or educational purposes as may be decided by the Board of Directors.

DATED AT Sherwood Park, Alberta, this _____ day of _____ A. D. 2001.

60 Festival Way, Sherwood Park, AB T8A 5Z2

Doug Aitkenhead, Superintendent of Schools

5310-50th Street, Camrose, AB T4V 1R6

Dale Bowal

96 Beauvista Drive, Sherwood Park, AB T8A 3X1

Jon Burkinshaw

#85 - 52210 RR 232, Sherwood Park, AB T8B 1B9

Gina Cosco

60 Nottingham Crescent, Sherwood Park, AB T8A 5L5

Audrey Edwards

25 Regal Way, Sherwood Park, AB T8A 5N1

Rod Frank

50 Winfield Heights, 52210-RR 232, Sherwood Park, AB T8B 1B9

Dr. Damien Gynane

160 Festival Way, Sherwood Park, AB T8A 5Z2

Alberta Hutchings, Secretary-Treasurer

10 Carmel Court, Sherwood Park, Alberta T8A 5A4

Tony Sykora, Trustee

596 Sage Crescent, Sherwood Park, AB T8A 0N1

Dan Malone, Acting Executive Director (Non - Voting)

Elk Island Catholic Schools Education Foundation

(Witness to all Signatures)