

**BYLAWS  
OF THE  
ALBERTA CATHOLIC SCHOOL TRUSTEE ASSOCIATION  
being a society incorporated pursuant to the *Societies Act* (Alberta)**

**1.0 Name of the Society**

1.1 The name of the society shall be the “Alberta Catholic School Trustee Association”.

**2.0 Definitions and Interpretation**

2.1 In these Bylaws, unless the context requires, and in addition to any other words or phrases defined herein:

- (a) **“ACSTA”** means the Alberta Catholic School Trustee Association;
- (b) **“Act”** means the *Societies Act*, R.S.A. 2000, c. S-14, as amended from time to time, or any statute or statutes substituted therefor;
- (c) **“Board of Directors”** means the board of directors from time to time of the ACSTA;
- (d) **“Chair”** means, as the context requires:
  - (i) the Director appointed from time to time as the chair of the Board of Directors; or
  - (ii) the Director appointed from time to time as the chair of a particular committee of the Board of Directors;
- (e) **“Director”** means a member of the Board of Directors;
- (f) **“electronic means”** has the meaning ascribed to that term in the Act;
- (g) **“Executive Director”** means the executive director of the ACSTA as appointed by the Board of Directors;
- (h) **“Member”** means an individual representative of a Member Board;
- (i) **“Member Board”** means any publicly-funded Catholic school board, francophone regional authority, or Catholic educational entity formed by statute, including within francophone regional authorities, wholly or partially operating within the Province of Alberta, the Yukon Territory or the Northwest Territories and included the St. Paul School Division;
- (j) **“Special Meeting”** means any meeting of the Member Boards that is not an annual general meeting as described in the Act;
- (k) **“Special Resolution”**:
  - (i) has the meaning ascribed to that term in the Act with respect to any matters required by the Act to be approved by a “special resolution”;

- (ii) means in relation to a vote of the Members with respect to any matters not subject to Section 2.1(k)(i),
  - (A) a resolution passed
    - (1) at a general meeting of which not less than thirty (30) days' notice specifying the intention to propose the resolution has been duly given, and
    - (2) by the vote of not less than two-thirds (2/3) of those Members who, if entitled to do so, vote in person, or
  - (B) a resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person;
- (iii) in relation to a vote of the Directors, means a resolution proposed and passed as a special resolution by the vote of not less than two-thirds (2/3) of the Directors who, if entitled to do so, vote in person; and
- (l) **"Weighted Vote"** means a vote where the number of votes that each Member Board may cause to be cast is determined in accordance with the methodology set out at Exhibit 1 to these Bylaws.

2.2 Words importing the singular include the plural and *vice versa*; words importing gender shall include the masculine, feminine and neutral genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

2.3 The headings used throughout these Bylaws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any section nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

2.4 Each of the provisions of the Bylaw shall be independent and severable, and the invalidity or unenforceability in whole or in part of any one or more of such provisions shall not be deemed to impair or affect in any manner the validity, enforceability or affect the remainder of the Bylaw and in such event all the other provisions of this Bylaw shall continue in full force and effect as if such invalid provision had never been included herein

### **3.0 Members**

3.1 General. The ACSTA shall have one class of members comprising of the Member Boards.

3.2 Membership Rights. In addition to other rights of a Member Board as set out in these Bylaws:

- (a) Member Boards are entitled to receive all communications published by the ACSTA and to access all resource information made available to Members by the ACSTA, and
- (b) Members are entitled to:
  - (i) attend and vote at all meetings of the ACSTA, and

- (ii) attend all conventions and other activities sponsored by the ACSTA.

3.3 Annual Assessment.

- (a) At each annual general meeting of the ACSTA, the Board of Directors shall recommend an amount to be paid by each Member Board of the ACSTA as a non-refundable annual assessment for the forthcoming year. Such recommendation shall be reviewed and voted on by the Members, and the amount for the non-refundable annual assessment shall be as approved by the Members at each annual general meeting of the ACSTA.
- (b) A Member Board's annual assessment may, at the discretion of the Board of Directors, be waived in whole or in part.
- (c) An annual assessment is due and payable by a Member Board not later than March 30<sup>th</sup> in each calendar year unless the Board of Directors has approved an alternate due date for payment.

3.4 Termination, Suspension or Withdrawal of Membership.

- (a) A Member Board may, by Special Resolution of the Board of Directors, have its membership terminated or suspended if:
  - (i) such Member Board fails to pay an annual assessment as contemplated in Section 3.3(c); or
  - (ii) such Member Board or any of its Members acts in contravention of these Bylaws, or whose conduct is deemed by the Board of Directors, acting reasonably, to be improper, unbecoming or likely to endanger the interests or reputation of the ACSTA.
- (b) A Member Board may withdraw from membership in the ACSTA by providing written notice to the Board of Directors, in which case such Member Board's membership in the ACSTA shall cease on the date specified in that notice or its earlier acceptance by the Board of Directors.

3.5 Notice and Appeal of Suspension or Termination.

- (a) A Member Board whose membership in the ACSTA has been terminated or suspended in accordance with Section 3.4(a) shall be given thirty (30) days notice in writing of the date upon which the termination or suspension (as the case may be) is to come into effect.
- (b) A Member Board shall have the right to appeal a decision to terminate or suspend its membership in the ACSTA by giving written notice of the appeal to the Board of Directors within seven (7) days of receiving the notice referred to in Section 3.5(a). Upon receipt of a notice of appeal, the Board of Directors shall promptly provide such notice to the Appeal Committee for review and determination.
- (c) Member Boards:

- (i) that appeal a suspension decision of the Board of Directors will retain their membership however in such case such Member Boards and their Members shall not be entitled to exercise any membership privileges, until a final decision of the Appeal Committee has been made, and
- (ii) that appeal a termination decision of the Board of Directors will not retain their membership until a final decision of the Appeal Committee has been made.

3.6 **Reinstatement of a Member Board.**

- (a) A former Member Board may be reinstated as a Member Board by submitting a written request to the Board of Directors to reinstate its membership. A decision to reinstate shall be entirely in the discretion of the Board of Directors.
- (b) A former Member Board whose membership in the ACSTA was terminated or suspended exclusively on account of unpaid annual assessments shall be reinstated without further formality upon receipt by the ACSTA of all outstanding amounts due.

3.7 **Transfer of Membership.** Membership in the ACSTA is non-transferrable.

4.0 **Governance of the ACSTA**

4.1 **General.** The Board of Directors shall manage or supervise the management of the business and affairs of the ACSTA. The Board of Directors may delegate to the Executive Officers and/or any committee of the Board of Directors any or all powers, duties and authority of the Board of Directors which may be lawfully granted.

4.2 **Board Composition.** Subject to Sections 6.2 and 6.3, the Board of Directors shall consist of:

- (a) the President;
- (b) the Vice-President;
- (c) the Past President; and
- (d) one nominee from each Member Board, provided that, where applicable, no Member Board can nominate the President, the Vice-President or the Past President to simultaneously serve as its nominee to the Board of Directors.

4.3 **Non-Voting Observers.** The following individuals shall be entitled to attend and participate at each meeting of the Board of Directors as observers and receive all materials and information provided to the Board of Directors:

- (a) a Bishops' liaison representative, who shall be the contact person between the Board of Directors and the Bishops of Alberta, the Yukon and the Northwest Territories, and such liaison shall act as Chaplain to the Board of Directors; and
- (b) the executive director and the president of the Council of Catholic School Superintendents of Alberta.

No observer has the right to vote at any meeting of the Board of Directors. The Board of Directors may, in its discretion, exclude an observer from access to any material or meeting or portion thereof if the Board of Directors believes, acting reasonably, that such exclusion is reasonably necessary to preserve solicitor-client privilege or that a conflict of interest exists.

4.4 *Director Eligibility.* A Director must hold the position of Catholic trustee (or an equivalent) with a Member Board in good standing of the ACSTA, and cannot be an employee of the ACSTA.

## **5.0 Specific Powers of the Board of Directors**

5.1 The Board of Directors shall exercise all such powers of the ACSTA except those required to be exercised by the Members at a general meeting by virtue of the Act or these Bylaws. In addition to such authority, and for greater certainty, the Board of Directors has the following specific powers:

- (a) the power to institute and amend policies, procedures and standards for the conduct of its business and affairs, consistent with these Bylaws;
- (b) the power to open one or more bank accounts for the ACSTA, designate signing officers, execute all documents and do all other things incidental to or in connection with the transaction of the business of the ACSTA with its financial institution(s);
- (c) in the event that the ACSTA affiliated with any other person, the power to allocate funds to such affiliate;
- (d) the power to establish committees whose mandate and function within the ACSTA shall be specified, along with the power to appoint members to such committees; and
- (e) the power to hire, supervise and evaluate a paid Executive Director to help carry out management functions under the direction and supervision of the Board of Directors.

## **6.0 Management of the ACSTA**

6.1 *Executive Officers.* The executive officers of the ACSTA shall consist of the President, the Vice-President, and the Past President (collectively, the “**Executive Officers**”). The Executive Officers shall carry out such duties and perform such obligations as are ascribed to their respective offices in accordance with Sections 6.2, 6.3 and 6.4.

6.2 *Office of the President.* The Members shall biennially elect a President of the ACSTA at the annual general meeting except in instances where the President is elected by acclamation. Each elected President of the ACSTA shall serve for a term of two (2) years. The President shall:

- (a) \_\_\_\_\_ preside at all meetings of the Members and of the Board of Directors as Chair;
- (b) \_\_\_\_\_ see that all orders and resolutions of the Board of Directors are carried into effect;
- (c) \_\_\_\_\_ ensure that Directors behave in a manner consistent with the rules, policies and procedures of the Board of Directors and any other rules, policies and procedures applicable to the Board of Director;

(d) \_\_\_\_\_ provide leadership with respect to the religious orientation, the effectiveness and the sound management of the ACSTA;

(e) \_\_\_\_\_ represent the ACSTA appropriately and positively at the provincial and national levels;

(f) \_\_\_\_\_ report to the Members at each annual general meeting with respect to all significant activities of the Board of Directors; and

(g) \_\_\_\_\_ be the liaison between the Board of Directors and the Executive Director.

6.3 Office of the Vice-President. The Members shall biennially elect a Vice-President of the ACSTA at the annual general meeting except in instances where the Vice-President is elected by acclamation. Each elected Vice-President of the ACSTA shall serve for a term of two (2) years. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, shall oversee and monitor the ACSTA's finances and financial matters, and shall perform such other duties as shall from time to time be delegated by the Board of Directors.

6.4 Office of the Past President. The Past President shall perform such duties as shall from time to time be delegated by the Board of Directors.

6.5 Office of the Executive Director. The Board of Directors shall appoint an Executive Director, who shall be an *ex-officio* member of the Board of Directors without voting power. The Board of Directors may delegate to the Executive Director full authority (subject to any restrictions contained in the Act or imposed from time to time by the Board of Directors) to manage and direct the business and affairs of the ACSTA and to employ and discharge agents and employees of the ACSTA. The Executive Director shall at all reasonable times give to the Board of Directors all information it may require regarding the affairs of the ACSTA. The Executive Director shall attend and be the secretary of all meetings of the Directors and Members and, as and when requested, be the secretary of all committees of Directors. The Executive Director shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at such meetings, shall give or cause to be given, as and when instructed or required, all notices to Members, Directors, officers, auditors and members of committees of Directors, and shall have such other powers and duties as the Board of Directors may specify and delegate.

6.6 Term of Office. Individuals serving as the President or Vice-President of the ACSTA shall be eligible for re-election to those offices for one (1) successive two (2) year term, and may only serve for a maximum of two (2) terms in any one Executive Officer position, exclusive of service in the office of Past President.

6.7 Removal of Directors and Executive Officers.

(a) Any Director may be removed before the expiration of the Director's term by Special Resolution of the Board of Directors.

(b) Any Director or Executive Officer who acts in contravention of these Bylaws, no longer meets the eligibility criteria set out in Section 4.4, or whose conduct is deemed by the Board of Directors, acting reasonably, to be improper, unbecoming or likely to endanger

the interests or reputation of the ACSTA may be suspended for up to six (6) months or be removed before the expiration of their term of service by Special Resolution of the Board of Directors.

- (c) Except where a Director has been removed from office because such Director no longer meets the eligibility criteria set out in Section 4.4, a Director or Executive Officer who is suspended or removed from office in accordance with Section 6.7(b) shall have the right to appeal such decision by giving written notice of the appeal to the Board of Directors within seven (7) days of being notified of such suspension or removal. Upon receipt of a notice of appeal, the Board of Directors shall promptly provide such notice to the Appeal Committee for review and determination.
- (d) A Director or Executive Officer:
  - (i) that appeals a suspension will be entitled to continue to serve in their office however in such case such Director or Executive Officer will not be entitled to exercise any privileges of that office until a final decision of the Appeal Committee has been made, and
  - (ii) that appeals a removal from office will not be entitled to continue to serve in their office until a final decision of the Appeal Committee has been made.

#### 6.8 Vacancies.

(a) If for any reason, there is a vacancy in the office of:

- (i) the President, then the Vice-President shall immediately assume the office of the President for the balance of the unexpired term of office;
  - (ii) the Vice-President, then the Board of Directors shall appoint a Director to assume the office of the Vice-President until an election for a new Vice-President is held at the next annual general meeting;
  - (iii) the Past President, then such office shall remain vacant until the next annual general meeting at which a new President is elected; or
  - (iv) a Director who is a nominee of a Member Board, then the Member Board who nominated such Director shall appoint a replacement nominee to assume the vacated office for the balance of the unexpired term.
- (b) For the purposes of Section 6.6, an individual who fills a vacancy as contemplated in Section 6.8(a) is not deemed to have served a term in that office unless and until such individual serves for a period of eighteen (18) consecutive months or longer.

#### **7.0 Meetings of the Member Boards**

7.1 Annual General Meeting. The annual general meeting of Member Boards shall be held on a date to be fixed by the Board of Directors which shall not be more than eighteen (18) months following the preceding annual general meeting of the Member Boards for the purposes of:

- (a) electing Executive Officers and the nominees from each Member Board to serve on the Board of Directors,
- (b) if appropriate, appointing auditors,
- (c) presenting the annual audited financial statement for the most recently completed financial year of the ACSTA, and
- (d) the transaction of such other business as may properly be brought before the meeting.

7.2 Special Meetings. A special meeting of the Member Boards shall be called:

- (a) upon a requisition in writing by more than twenty (20%) percent of the Member Boards who together have allocated to them more than twenty (20%) of the Weighted Votes;
- (b) by Special Resolution of the Board of Directors; or
- (c) by the President at the President's discretion.

7.3 Place of Meetings. Meetings of the Member Boards may be held at any place within or outside the Province of Alberta.

7.4 Notice. Notice of the time and place of each meeting of the Member Boards shall be sent to each Member and Member Board by regular mail addressed such Member and Member Board at its latest address as shown in the records of the ACSTA, by facsimile or other means of electronic communication, or be delivered personally, in each case not less than thirty (30) days before the meeting. If mailed, such notice shall be deemed to have been received on the third (3<sup>rd</sup>) day following the date of mailing, if delivered by facsimile or other means of electronic communication, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery. A Member who participates in a meeting shall be deemed to have received notice thereof.

7.5 Quorum. The quorum for the transaction of business at any meeting of the Member Boards shall consist of a majority of Members in good standing.

7.6 Voting and Votes to Govern. Any Member Board who has not withdrawn from membership or whose membership has not been suspended or terminated as herein provided shall have the right to vote at any meeting of the Member Boards. Subject to the Act and Section 7.11, every Member shall have one (1) vote. Such votes must be made in person. Questions arising at any meeting of the Member Boards shall be decided by a majority of the votes of the Members. In the case of an equality of votes, the President shall have a casting vote.

7.7 Ballots. Where a vote is to be conducted by show of hands, and prior to the question being put to a vote, a number of Members equal to not less than twenty-five percent (25%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.



- 7.8 Participation. A Member may be given the opportunity to participate in a meeting of the Member Boards by electronic means or in person.
- 7.9 Resolution in Writing. Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Members entitled to vote thereon shall be valid and effectual as if it had been passed at a meeting duly called and constituted.
- 7.10 Persons Entitled to be Present. The only persons entitled to be present at a meeting of the Member Boards of the ACSTA shall be the Members entitled to vote thereat, the auditor of the ACSTA, legal counsel for the ACSTA, the Executive Director, the Bishops' liaison representative referred to in Section 4.3(a) and any other officer of the ACSTA. Any other person may be admitted only on the invitation of the Chair, or with the consent of the meeting.
- 7.11 Voting on Budgetary and Financial Matters. With respect to any resolution put before a meeting of the Member Boards, the subject matter of which is of a budgetary or primarily financial nature, as determined by the President, every Member Board shall have a Weighted Vote.
- 8.0 Meetings of the Board of Directors**
- 8.1 Meetings of Directors. Meetings of the Board of Directors shall be held as often as may be required, but at least once every calendar quarter and shall be called by the President. A special meeting of the Board of Directors may be called upon the written request of sixty (60%) percent of the Directors.
- 8.2 Place of Meetings. Meetings of the Board of Directors may be held at any place within or outside the Province of Alberta.
- 8.3 Participation. A Director may be given the opportunity to participate in a meeting of the Directors by electronic means or in person.
- 8.4 Notice. Notice of the time and place of each meeting of the Board of Directors shall be sent to each Director and the Executive Director by regular mail, by facsimile or other similar means of electronic communication, addressed to the director at his or her latest address as shown in the records of the ACSTA or be delivered personally, in each case not less than ten (10) days before the meeting and specifying the purpose of the meeting. If mailed, such notice shall be deemed to have been received on the third (3<sup>rd</sup>) day following the date of mailing, if delivered by facsimile or other similar means of electronic communication, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery. A Director or Executive Director who participates in a meeting shall be deemed to have received notice thereof.
- 8.5 Quorum. The quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Directors.
- 8.6 Voting and Votes to Govern. Each member of the Board of Directors shall have one (1) vote. Questions arising at any meeting of the Board of Directors shall be decided by a majority of the votes. In the case of an equality of votes, there shall be no second or casting vote.

8.7 Resolution in Writing. Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

8.8 Directors' Interest. A Director who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a proposed contract or arrangement with the ACSTA, shall disclose the nature and extent of his or her interest at the meeting of the Board of Directors at which the contract or arrangement is first taken into consideration, or if the Director is not, at the date of that meeting, interested in the proposed contract or arrangement, at the next meeting of the Board of Directors held after the Director becomes so interested. In a case where the Director becomes so interested in any contract after it is made or entered into, the disclosure of the Director's interest shall be made at the first meeting of the Board of Directors held after he or she becomes so interested. Such Director is not entitled to participate in any discussion or vote in respect of any proposed contract or arrangement in which he or she is so interested.

## 9.0 Committees of the Board of Directors

9.1 Appointment. The Board of Directors may, from time to time, constitute such committees as the Board of Directors deems necessary to assist the Board of Directors in carrying on the business and affairs of the ACSTA, and, except as may be otherwise provided for herein, the Board of Directors shall prescribe from time to time the duties of such committee or committees.

9.2 Composition. Committees, excluding the Executive Committee and Appeal Committee, shall be composed of not less than three (3) Directors, and may from time to time have members appointed to them that are not Directors. The President shall be an *ex-officio* member of all committees.

9.3 Transaction of Business. The powers of a committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at any place within or outside the Province of Alberta.

9.4 Procedure. Unless otherwise determined from time to time by the Board of Directors, each committee shall have the power to fix its quorum at not less than the majority of its members, to elect its Chair and to regulate its procedures.

9.5 Termination of Committee Membership. Any member of a committee who ceases for any reason to be a Director shall, upon ceasing to be a Director, thereupon also cease to be a member of such committee.

## 10.0 Executive Committee

10.1 Purpose. The Board of Directors shall establish an Executive Committee of the Board of Directors to facilitate the business of the ACSTA.

10.2 Composition. The Executive Committee shall be composed of the Executive Officers, together with the Executive Director, who shall be an *ex-officio* member of the Executive Committee without voting privileges.

- 10.3 **Powers and Functions.** The Executive Committee shall report to the Board of Directors. The Executive Committee may take action at any time in relation to any matter of any nature within the power and authority of the Board of Directors which requires attention before the date of the next meeting of the Board of Directors. Such action shall not involve any change of policy or the authorization of expenditures of an extraordinary nature. A decision of the Executive Committee must be presented to the Board of Directors for ratification at the next meeting of the Board of Directors following such decision being made.
- 10.4 **Transaction of Business.** The powers of the Executive Committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of the Executive Committee who would have been entitled to vote on that resolution at a meeting of the Executive Committee. Meetings of the Executive Committee may be held at any place within or outside the Province of Alberta.
- 10.5 **Procedure.** Unless otherwise determined from time to time by the Board of Directors, the Executive Committee shall have the power to fix its quorum at not less than the majority of its members, to elect its Chair and to regulate its procedures.
- 11.0 Appeal Committee**
- 11.1 **Purpose.** The Board of Directors shall establish an Appeal Committee of the Board of Directors to, when required, consider appeals of:
- (a) decisions to terminate or suspend a Member Board's membership in the ACSTA; and
  - (b) decisions to remove or suspend a Director or Executive Officer from office.
- 11.2 **Composition.** The Board of Directors shall appoint two (2) Trustee Members and one (1) other individual to serve as the Appeal Committee. Each member of the Appeal Committee shall serve for a term of one (1) year. In the event that a vacancy arises on the Appeal Committee as a result of the resignation, death, incapacity or conflict of interest of a member of the Appeal Committee the Board of Directors shall appoint an individual to fill such vacancy, provided that there shall always be two (2) Directors serving as members of the Appeal Committee.
- 11.3 **Procedure.** Unless otherwise determined from time to time by the Board of Directors, the Appeal Committee shall have the power to fix its quorum at not less than the majority of its members, to elect its Chair and to regulate its procedures, *provided however* that it shall be required to render a decision in any particular appeal process within thirty (30) days of such appeal having been requisitioned.
- 11.4 **Binding Nature of Decisions.** Any decision of the Appeal Committee shall be final and binding upon the parties to such appeal and there shall be no further appeal therefrom.
- 11.5 **Removal by the Board of Directors.** A member of the Appeal Committee may be removed from the Appeal Committee by a Special Resolution of the Board of Directors, and the Board of Directors may then fill the vacancy which is so created.
- 11.6 **Termination of Committee Membership.** Any Director who ceases for any reason to be a Director shall, immediately upon ceasing to be a Director, also cease to be a member of the Appeal Committee and all other committees of Directors.

## **12.0 Protection of Directors and Officers**

- 12.1 Limitation of Liability. No Director, officer or member of a committee of the ACSTA shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee of the ACSTA, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the ACSTA through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the ACSTA, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the ACSTA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the ACSTA shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own wilful neglect or default.
- 12.2 Indemnity. The members and former members of the Board of Directors, officers and former officers, and members and former members of all committees of the ACSTA and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets and profits of the ACSTA from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the members and former members of the Board of Directors, officers and former officers and members and former members of all committees of the ACSTA may be entitled to at law or in equity.
- 12.3 Insurance. The ACSTA shall purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such person as a Director, officer, employee or agent.

## **13.0 Organizational and Management Matters**

- 13.1 Corporate Seal. The corporate seal of the ACSTA shall be in the form as approved by the Board of Directors from time to time. The corporate seal shall be kept in the custody of the Executive Director or nominee of the Executive Director, and shall be affixed to documents signed on behalf of the ACSTA by any two (2) Executive Officers, or by such other person or persons as may be specifically designated by the Board of Directors.
- 13.2 Books and Records. The Board of Directors may from time to time, subject to the rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books, registers or accounting records of the ACSTA, shall be open to the inspection of Members. No Member shall have any right to inspect any document, book, register or accounting record of the ACSTA except as conferred by the Act, these Bylaws, or authorized by the Board of Directors or by a resolution of the Members.
- 13.3 Amendments. These Bylaws may be rescinded, altered or added to by a Special Resolution of the Members of the ACSTA; *provided however* that the Members and Member Boards have received at least sixty (60) days' written notice of the proposed rescission, alteration or addition. A

Member or a Member Board may by writing waive the notice required to be given pursuant to this Section 13.3.

- 13.4 *Borrowing Powers.* For the purpose of carrying out its objects, the ACSTA may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures. In no case shall debentures be issued without the sanction of a Special Resolution of the Members.

**14.0 Remuneration of Directors, Officers and Member**

- 14.1 *General.* No Director, officer or Member shall receive any remuneration for services rendered to the ACSTA, unless authorized at a meeting of the Board of Directors or Members. Directors shall be entitled to be reimbursed for travel and other expenses incurred in attending meetings of the Board of Directors.

- 14.2 *Honoraria.* Both the President and the Vice-President of the ACSTA will be eligible to receive an honorarium at such times and in such amounts as are determined by the Board of Directors.

**15.0 Dissolution**

- 15.1 *Distribution.* Upon the dissolution of the ACSTA, the property of the ACSTA shall be converted into cash and added to the funds of the ACSTA and the amount thereof distributed firstly in payment of all outstanding debts and liabilities of the ACSTA and the balance shall be distributed to a non-profit organization having goals and objectives similar to that of the ACSTA.

**EXHIBIT 1**

*Determination of Weighted Votes*

For any matters to be decided by way of a Weighted Vote, each Member Board shall be allocated a number of votes in accordance with the following methodology, such votes to be allocated among the Members of each Member Board in the discretion of each Member Board:

1. Weighted Votes shall be calculated and the number of votes allocated to each Member Board shall be communicated to each Member Board at least thirty (30) days prior to each annual general meeting of the Members.
2. The calculation of Weighted Votes shall be made using the following formula:
  - (a) the number of students, excluding home education students, enrolled by each Member Board, other than Calgary Catholic and Edmonton Catholic school Divisions, as of the last operational day of September in the year prior to that in which the vote is held, shall be established;
  - (b) every group of 26 students and remaining fractional group established under paragraph Section 2(a) of this Exhibit 1 shall represent one Weighted Vote;
  - (c) the number of home education students enrolled by each Member Board shall be established and the number of votes shall be calculated at 26.86% of the Weighted Vote entitlement as described in Section 2(b) of this Exhibit 1, rounded to the nearest number and not less than one (1);
  - (d) the total number of Weighted Votes as determined under Sections 2(b) and 2(c) of this Exhibit 1 shall represent 50% of the total number of Weighted Votes, and shall be allocated *pro rata* based on total student enrollment to the Member Boards, other than the Calgary Catholic and Edmonton Catholic school divisions; and
  - (e) the remaining 50% of the Weighted Votes shall be allocated *pro rata* based on total student enrollment to the Calgary Catholic and Edmonton Catholic school divisions.