

CONSOLIDATED
BY-LAWS
OF
CALGARY SOCIETY FOR CHRISTIAN EDUCATION

Consolidated as of February 9, 2021

RECITALS

- A. The Society was incorporated on August 12, 1960 and has as its Objects to undertake and promote scripturally directed learning for children - so that the word of God in all its power is brought to bear upon the whole of their lives - and to this end, to establish, control and develop Christian elementary and Christian secondary schools for their daily instruction and education.
- B. To better carry out its Objects, and in particular to provide greater access to financial and other resources for the benefit of both students and teachers at CCS, effective the 2008/2009 academic year the Society entered into the Palliser Agreement whereby Palliser is instrumental in the day to day operation of CCS.
- C. The Society maintains an integral role in and control over fundamental aspects of operations at CCS and continues to own the lands and buildings in which CCS operates and other assets of the Society.
- D. The Society is charged with overseeing the operations of CCS and ensuring that the Objects, the Vision Statement and the Basis and Educational Creed are adhered to at CCS.

ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these By-laws and the recitals hereto, unless the context otherwise requires:

- (a) "**Act**" means the *Societies Act* (Alberta), as amended from time to time;
- (b) "**Annual Meeting**" means the annual meeting of the Members, required under the Act;
- (c) "**Basis and Educational Creed**" means the basis and educational creed adopted by the Board, as amended from time to time, which sets forth the principles upon which the Society desires to operate and by which it intends to carry out its Objects;
- (d) "**Board**" means the board of directors of the Society;

- (e) **"By-laws"** means these by-laws, and all other by-laws of the Society from time to time in force and effect, including without limitation any amendment to such by-laws;
- (f) **"CCS"** means the pre-school, ECS, primary and secondary school commonly known as "Calgary Christian Schools" and currently operated in facilities owned by the Society and located at 2839 - 49 Street, S.W., Calgary, AB and 5029 - 26 Avenue, S.W., Calgary, AB and which has in the past and may in the future be operated by the Society;
- (g) **"Meeting"** means any meeting of the Members held pursuant to these By-laws, including any Annual Meeting or Special Meeting;
- (h) **"Members"** means the members of the Society from time to time and each of whom is individually a **"Member"**;
- (i) **"Objects"** means the objects of the Society set forth in the application for incorporation of the Society, as amended from time to time;
- (j) **"Palliser"** means the Palliser Regional School District and its successors;
- (k) **"Palliser Agreement"** means the alternative school program agreement the Society has entered into with Palliser, as amended, extended, renewed or replaced from time to time;
- (l) **"Robert's Rules of Order"** means such commonly accepted edition of the rules for parliamentary procedure originally formulated by Henry Martyn Robert as the Board may adopt from time to time to govern procedure at meetings of the Society and the Board;
- (m) **"Society"** means the Calgary Society for Christian Education;
- (n) **"Special Meeting"** means any meeting of the Members which is not the Annual Meeting;
- (o) **"Special Resolution"** means:
 - (i) a resolution passed at any Meeting, by not less than 75% of the Members who voted thereon; or
 - (ii) a resolution consented to in writing by all Members; and
- (p) **"Vision Statement"** means the "CCS Educational Vision and Philosophy" as adopted and approved by the Board, from time to time.

1.2 **Gender and Number**

In these By-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the

case may be, and vice versa, and references to persons shall include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

ARTICLE 2 **MEMBERSHIP**

2.1 Members

Any natural or legal person:

- (a) who has a child or children enrolled at CCS; or
- (b) who has been approved in accordance with procedures established by the Board,

and who pays the annual or other membership dues shall be admitted as a Member. Procedures for admission of Members shall be established by the Board from time to time.

2.2 Membership Dues

Any dues required to become or remain a Member shall be determined by the Board from time to time. Each Member shall pay his or her dues, if any, to the Society within thirty (30) days of the date of notice thereof. Membership shall cease upon failure to pay dues.

2.3 Membership Ceases

Any Member who desires to resign or withdraw from membership in the Society may notify the Board in writing to that effect and on receipt by the Board of such notice the Member shall cease to be a Member. Membership is non-transferable and ceases on the death or dissolution of a Member.

2.4 Suspension and Termination of Member

The Board may suspend the membership of any Member for a period of up to three (3) months if the Member has:

- (a) done or failed to do anything judged by the Board to be harmful to the Society;
- (b) been disloyal to the Society; or
- (c) failed to abide by the Basis and Educational Creed and/or the By-laws.

The affected member shall be provided with notice of suspension or any intended suspension and shall have the right to respond to the allegations giving rise to the suspension or intended suspension in writing, which allegations shall be specified in such notice provided such response is made no later than fourteen (14) days after the giving of notice. In addition, following suspension and the consideration by the Board of any response by the affected Member, the Board may expel such Member if the Board deems it in the interests of the Society to do so. Any decision of the Board to suspend or expel a Member is final. While a Member is suspended, he or she shall not be entitled to any right, claim or interest arising from or associated with membership in the Society.

2.5 Loss of Membership

Any Member who resigns, withdraws or is expelled from the Society shall forthwith forfeit all right claim and interest arising from or associated with membership in the Society.

ARTICLE 3 MEETINGS OF MEMBERS

3.1 Meeting of Members

An Annual Meeting shall be held once in each year at a place within Alberta and on a day to be fixed by the Board and notice of such meeting shall be mailed or otherwise delivered to all Members in accordance with the By-laws.

3.2 General Meetings and Special Meetings

Special Meetings may be called by the Board, any two officers of the Society, or any group of Members who together constitute more than ten (10%) percent of all the Members of the Society. Special Meetings shall be held at a time and place within Calgary, Alberta determined by the Board.

3.3 Notice of Meetings

Notice of the place and time of every Meeting shall be given to each Member entitled to attend such Meeting, not less than ten (10) days before the time fixed for the holding of such Meeting, unless a Special Resolution is to be placed before such Meeting, in which case not less than twenty-one (21) days notice shall be given. Any Meeting may be held at any time and place without such notice if all the Members entitled to attend such meeting are present thereat, and at such meeting any business may be transacted which the Society may lawfully transact. Subject to the foregoing, and except where the Act otherwise provides or the By-laws otherwise require, the Members may consider and transact any business at a meeting without any notice of the nature of such business.

3.4 Special Resolution

No Special Resolution may come before the Meeting unless the full written text thereof has been included with the notice calling the Meeting. No less than twenty-one (21) days notice shall be given of any meeting at which a Special Resolution is to be considered.

3.5 Error or Omission in Notice

No error or omission in giving notice of the Meeting or any such adjourned Meeting shall invalidate such Meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

3.6 Quorum

A quorum for the transaction of business at the Meeting shall exist if not less than ten (10%) percent of the Members entitled to attend and vote at such Meeting are present in person

within thirty (30) minutes of the appointed time of such Meeting. If within thirty (30) minutes of the appointed time for any Meeting a quorum is not present, the Meeting shall stand adjourned for thirty (30) minutes and notwithstanding anything to the contrary in these By-laws, if at the time that the Meeting reconvenes a quorum is not present the Members entitled to attend and vote at such Meeting who are then present shall constitute a quorum.

3.7 Adjournment

The Meeting may be adjourned to any time and from time to time and all business may be transacted at such adjourned Meeting as might have been transacted at the original Meeting. No notice shall be required of any adjournment of any such Meeting. A Meeting may be adjourned even if no quorum is present.

3.8 Voting Rights

Each Member in good standing shall be entitled to one vote at the Meeting. A Member who has not paid all dues and fees payable by such Member before the commencement of such Meeting shall be deemed to not be in good standing. A Member shall not be full admitted to Membership in the Society and shall not have the right to vote at any Meeting unless he or she has held his or her membership at least fourteen (14) days prior to such Meeting.

3.9 Voting Procedures

- (a) At any Meeting every question shall be decided by a majority of the votes of the Members present in person unless otherwise required by the By-laws or by law.
- (b) Except for votes cast:
 - (i) in the election of directors; or
 - (ii) on Special Resolutions,every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member.
- (c) All elections of directors and all voting on Special Resolutions shall be conducted by ballot in such manner as the chairman shall direct and the result of such ballot shall be deemed the decision of the Society upon the matter in question, provided that ballots shall be counted by a committee of three (3) persons established by the Board for such purpose, who shall announce the results of the ballot as soon as reasonably possible and who shall cause one of their members to preserve the ballots in confidence until they are ordered destroyed by resolution of the Society at a Meeting subsequent to the Meeting at which the ballots were cast.
- (d) Upon a show of hands, a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be sufficient evidence of that fact without proof of the number or proportion of the vote accorded in favour of or against such resolution.

- (e) If a poll be demanded, and not withdrawn, the question shall be decided by a majority of votes given by the Members present in person and such poll shall be taken in such manner as the chairman shall direct and the result of such poll shall be deemed the decision of the Society upon the matter in question.
- (f) A resolution in writing, signed by all the Members entitled to vote thereon, shall be valid and effectual as if it had been passed at a Meeting duly called and constituted and such written resolution shall satisfy all of the requirements of the By-laws relating to Meetings. Resolutions in writing may be signed in counterparts.
- (g) Neither voting by proxy nor absentee ballots shall be permitted.

3.10 Procedure

Robert's Rules of Order shall govern proceedings at all Meetings. To the extent possible, the order of business at all Meetings shall follow that established for Board meetings.

3.11 Virtual Meetings

Subject to the requirements of any applicable law, for purposes of these By-laws a Meeting may be conducted in whole or in part in electronic format, via computer, using a telephone conference, or using other electronic or virtual means, provided that all eligible attendees are able to attend, are able to hear one another, have the ability to vote, and are otherwise able to meaningfully participate in the Meeting in the same manner and to the same effect as though the Meeting had been conducted entirely in person. The Board shall from time to time establish procedures to ensure that only eligible attendees or Board invitees are present at any such Meeting, for the establishing of quorum, for the keeping of records, and to ensure votes are taken and recorded in a manner that maintains their integrity. Any person present electronically, via computer, on the telephone, or using such other electronic means shall be deemed for all purposes to be present in person at the Meeting. Any meeting conducted electronically, via computer, on the telephone, or using such other electronic means shall be deemed for all purposes to have taken place in Calgary, Alberta.

ARTICLE 4 BOARD OF DIRECTORS

4.1 Board Composition and Officers

The Board shall consist of not less than five (5) nor more than nine (9) Members, with the majority of directors having a child or children enrolled at CCS. The Board shall consist of a Chair, Vice-Chair, Treasurer, Secretary, and such other officers as the Board may require from time to time. The Chair presides over the meetings of the Board and Meetings of the Members, and shall enforce the provisions of the By-laws. The Vice-Chair shall assist the Chair and shall act in the Chair's place in the absence of the Chair. The Secretary shall oversee the care of all official documents of the Society and correspondence, and enter into the records of the Society the minutes of Meetings, and approved minutes of the Board. The Treasurer shall oversee the custody of the funds and the common seal of the Society. The officers of the Society shall also exercise such other powers and duties as from time to time may be determined by the Board.

4.2 Qualifications of Directors

A director must be 18 years of age or older. A director shall subscribe in writing to the Objects, the Vision Statement and the Basis and Educational Creed. A director must not be: (a) an employee of Palliser; (b) an employee of the Society or spouse of an employee of the Society; or (c) an independent contractor whose place of employment is CCS or be the spouse of such a contractor.

4.3 Election of Board

Individuals shall be nominated and elected to the Board by the Members at the Annual Meeting and shall serve for a three (3) year term expiring at the third following Annual Meeting, provided that elections for particular board positions shall be staggered such that no more than one-half of the Board members' terms shall expire in a particular year. Notwithstanding the foregoing, a member of the Board may be re-elected for an additional term of one (1) year, provided that no person shall be a member of the Board for more than four (4) consecutive years.

4.4 Powers of the Board

The affairs of the Society shall be managed by the Board. The Board shall cause the Society to carry out its Objects and may exercise all such powers and do all such acts and things as are not inconsistent therewith or with the By-laws or by law expressly directed or required to be done by the Society at a Meeting or otherwise.

Without in any way derogating from the foregoing, but subject always to these By-laws and in particular Section 8.4 hereof, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they may deem advisable.

4.5 Duties of the Board

Without limiting in any way the powers of the Board, the duties of the Board shall include:

- (a) establishing vision and policy for the Society and for CCS;
- (b) determining school policies in accordance with the Objects, By-laws and the Basis and Educational Creed;
- (c) administering the Palliser Agreement or any similar or other alternative program agreement between the Society and Palliser or any other qualified party, for so long as it shall remain in effect, and in particular maintaining an integral role in and control over fundamental aspects of operations at CCS;
- (d) managing the lands, buildings, assets and other property of the Society;
- (e) fixing all dues, fees or other amounts payable by Members, from time to time;

- (f) devising ways and means of raising the necessary funds for the purposes of the Society and determining how the funds of the Society shall be used;
- (g) propagating the cause of Christian education in the community by means of public meetings, propaganda, literature or any other means, including by membership in any organization promoting Christian education;
- (h) appointing Members to such committees as it deems fit and necessary;
- (i) making regulations for the general maintenance and operation of CCS and the Society; and
- (j) meeting as often as required to carry out the business of the Board, and at a minimum every three (3) months.

4.6 Vacancies on the Board

Vacancies on the Board, however caused, may be filled by the remaining directors, if they so choose, provided that the term of office of any directors appointed by the Board shall expire at the next Annual Meeting. Otherwise, vacancies on the Board shall be filled at the next Annual Meeting or at any Special Meeting called for the purpose.

4.7 Board Membership Ceases

Any director who desires to resign as a director of the Board may notify the Board in writing to that effect and on receipt by the Board of such notice, the director shall cease to be a director. In addition, a director shall cease to be a member of the Board immediately upon:

- (a) the director ceasing to be a Member;
- (b) the death of the director;
- (c) the director being convicted of any offence under the Criminal Code of Canada;
- (d) the director commencing any court or other action against the Society;
- (e) the director being hired as an employee of Palliser;
- (f) the director or the director's spouse being hired as an employee of the society; or
- (g) the director or the director's spouse becoming an independent contractor whose place of employment is CCS.

4.8 Quorum for Board Meetings

A quorum for the transaction of business at any meeting of the Board shall exist if a majority of the members of the Board are present in person or by telephone, video conference or other means as permitted by these By-laws.

4.9 Location of Board Meetings

Board meetings may be held at such place or places in Calgary, Alberta as the Board may from time to time determine.

4.10 Notice of Board Meetings

No formal notice of any Board meeting shall be necessary if all the directors are present, or if those absent have signified their consent, in any manner, to the meeting being held in their absence. Notice of a Board meeting shall be delivered personally, or telephoned, or e-mailed or sent by any other reliable means of instantaneous communication, electronic or otherwise, to each director not less than two (2) days before the Board meeting is to take place, or shall be mailed to each director, not less than five (5) days before the Board meeting is to take place. The statement of the Secretary or President that notice of a Board meeting has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular Board meetings at an hour to be named and no notice need be sent in respect of any such Board meeting. A Board meeting may also be held, without notice, immediately following any Meeting. The directors may consider or transact any business at any meeting of the Board, without any notice as to the nature of such business.

4.11 Telephone/Video Participation

Directors may participate in Board meetings by means of telephone, video conference, or any other means of communication that permits all participating directors to hear and be heard.

4.12 Voting at Board Meetings

Questions arising at any Board meeting shall be decided by a majority of votes, with each director having one vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken by show of hands. A declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.13 Resolution in Writing

A resolution in writing signed by all the directors entitled to vote on such resolution shall be valid and effectual as if it had been passed at a Board meeting duly called and constituted and such written resolution shall satisfy all of the requirements of the By-laws relating to meetings of the Board. Resolutions in writing may be signed in counterparts.

4.14 Error or Omission in Notice

No error or omission in giving notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

4.15 Adjournment

Any Board meeting may be adjourned to any time from time to time and all business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any such adjournment of a Board meeting. A Board meeting may be adjourned notwithstanding that no quorum is present thereat.

4.16 Continuation in Office

Members of the Board shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with the By-laws at an Annual Meeting, or until removed by the Members in accordance with these By-laws upon a majority vote.

4.17 Remuneration of Directors

Board members shall receive no remuneration for acting as such.

4.18 Liability of Directors

Every director of the Society shall be deemed to have assumed office on the express understanding, agreement and condition that every director of the Society and his or her heirs, executors and administrators and estate shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses which such director sustains or incurs acting in good faith in or about or in relation to his or her duties, including without limitation all costs, charges and expenses in connection with any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing made, done, or omitted to be made or done, or permitted by him or her or any other director or directors in or about the execution of the duties of his or their office, excepting only such costs, charges or expenses as are occasioned by his or her own wilful neglect or default of duty.

Every director will give the Society notice in writing as soon as practicable of any claim, action or other proceeding made against them for which indemnification will be sought from the Society. Such notice shall specify, in reasonable detail, the nature and circumstances of such claim, action or other proceeding, to the extent the same are then known. In addition, each director will give the Society such information and cooperation as it may reasonably require. In such event, the Society shall promptly retain counsel who shall be reasonably satisfactory to the director to represent such director in any such matter. Notwithstanding the retention of counsel by the Society, a director shall have the right to retain other counsel to act on his or her behalf provided that the fees and disbursements of such other counsel shall be paid by the director unless:

- (a) the director and the Society shall have mutually agreed to the retention of such other counsel; or
- (b) the named parties to any such action, claim, demand or proceeding (including any added third, or interpleaded parties) include the Society and the director and representation of both parties by the same counsel would be inappropriate due to

actual or potential differing interests between them (including the availability of different defenses) in which event the Society agrees to pay the fees and disbursements of such counsel.

4.19 School Programming

Without limiting in any way the powers of the Board under any other provision of these By-laws, the Board may and shall operate the pre-school program at CCS and shall where it is necessary or desirable in the opinion of the Board to do so, assume responsibility for all other day to day operations at CCS and shall appoint an appropriate person or persons to conduct such operations in accordance with all applicable laws. The Board and the person or persons so appointed shall establish a course of study for each grade, hire principals, teachers and other staff and do all other things as may be necessary or desirable for the operation of a first class school in accordance with these Bylaws, the Vision Statement and the Basis and Educational Creed. In addition, the Board shall have the right to admit or refuse admission to the any pupil and without limiting the generality of the foregoing, all pupils shall be the son or daughter of a Member and the Board shall have the right to refuse or revoke admission to any pupil who does not abide by the rules and regulations established by the Board from time to time or whose Member parent is delinquent in their obligations to the Society.

ARTICLE 5 **AUDITORS**

5.1 Appointment and Remuneration of Auditor

The Auditor shall be appointed by the Members at the Annual Meeting. The remuneration of the auditor of the Society shall be fixed by resolution of the Members, or if the Members so resolve, by the Board.

5.2 Qualification of Auditor

A director, manager, officer or employee of the Society, and any person who is a partner of or in the employment of any of the aforesaid, shall not be capable of being appointed auditor of the Society, unless the Society by unanimous vote of its Members appoints one of such persons as auditor. The books, accounts and records shall be audited at least once a year by a duly qualified accountant or by the director, manager, officer or employee of the Society, or any person who is a partner of or in the employment of any of the aforesaid, who has been elected unanimously by its Members at the Annual Meeting.

5.3 Rights and Duties of Auditor

The auditor of the Society shall from time to time and at each Annual Meeting report to the Members and the Board on the accounts examined by them and every balance sheet and statement of income and expenditures laid before the Society. Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Board and the officers of the Society such information and explanation as may be necessary for the performance of the duties of auditor. The auditor of the Society is entitled to attend any meeting of Members of the Society at which any accounts that have been examined or reported on by him or her are to be laid before the Members for the

purpose of making any statement or explanation he desires with respect to the accounts. The rights and duties of the auditor shall extend back to the date up to which the last audit of the Society's books, accounts and vouchers was made, or, where no audit has been made, to the date on which the Society was incorporated.

ARTICLE 6 **SOCIETY RECORDS**

6.1 Books and Records

The Board shall see that all necessary books and records of the Society required by the By-laws, the Act or by any other applicable law are regularly and properly kept. The Secretary or some other officer specially charged by the Board with that duty will maintain and have charge of the minute books of the Society and will record or cause to be recorded therein minutes of proceedings of all meetings of Members and directors.

6.2 Financial Records

The Treasurer or some other officer specially charged by the Board with that duty shall keep or cause to be kept a book or books wherein shall be kept properly recorded:

- (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
- (b) all other transactions affecting the financial position of the Society; and
- (c) any other books, documents or records as may be required by the Board from time to time

6.3 Location of Records

The books and records of the Society referred to in this Article shall be kept at such place in Alberta as the Board determines and shall at all times be open to inspection by the Board.

6.4 Inspection of Books by Members

The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books and records of the Society referred to in this Article or any of them shall be open to the inspection of the Members (not being directors), and non-members shall not have any right of inspecting any book or record of the Society except as conferred by law or authorized by the Board.

ARTICLE 7 **FINANCIAL MATTERS**

7.1 Fiscal Year

The fiscal year of the Society shall be determined from time to time by the Board.

7.2 Deposit of Monies

The funds of the Society shall be deposited within a reasonable period of time in an account with a chartered bank, trust company or credit union approved by the Board.

7.3 Funds

The funds of the Society shall be used and dealt with only for its legitimate purposes. The Board may invest in any securities specified in the Trustee Act (Alberta), if such portion of Society's funds are not required for immediate purposes.

7.4 Borrowing of Monies

- (a) For the purpose of carrying out the Objects of the Society, the Board may authorize the borrowing of money subject to such terms and conditions as the Board thinks fit, provided such borrowing shall not exceed the sum of one million (\$1,000,000.00) dollars unless approved by Special Resolution.
- (b) The Society may, subject always to Section 8.4, assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any matter upon all or any of the real or personal, movable or permanent property rights, powers, choses in action, or other assets, present or future of the Society to secure any such securities or securities of the Society or any money borrowed or to be borrowed here or any obligations or liabilities as of foresaid or otherwise of the Society heretofore, now or hereafter made or incurred directly or indirectly or otherwise.
- (c) Without in any way limiting the of foresaid power, but subject always to Section 8.4, the Society may give security or promises to give security, agreements, documents or instruments in any manner or form under the *Bank Act* (Canada) or otherwise to secure any money borrowed to or be borrowed or any obligations or liabilities as a foresaid or otherwise of the Society heretofore, now or hereafter made or incurred directly or indirectly or otherwise.

7.5 Restrictions on Capital, Dividends and Distributions

The Society shall not divide its capital into shares, declare any dividends or distribute any property other than in accordance with these By-laws.

7.6 Gifts, Donations, Funding and Other Contributions

The Board shall from time to time establish guidelines, policies and procedures governing the giving by the Society of gifts, donations, funding and other kinds of contributions to individuals, organizations and entities, provided all such policies shall be consistent with the Objects, these By-laws, and applicable laws.

ARTICLE 8
GENERAL MATTERS

8.1 Method of Giving Notices

Any notice or communication which is to be sent, delivered or served by the Society to a Member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his or her recorded address, or if mailed to him or her at his or her recorded address by prepaid ordinary or air mail, or e-mailed to him or her at his or her recorded e-mail address, if any, or if sent to him or her at his or her recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch; and a notice so sent by email shall be deemed to have been given when sent to the recorded address. The Secretary may change or cause to be changed the recorded address of any Member, director, officer or auditor in accordance with any information believed by him or her to be reliable.

8.2 Waiver of Notice

Notwithstanding any provision of these By-laws to the contrary, any Member, director, officer or auditor, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under any provision of the Act, the By-laws or otherwise, and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board, which may be given in any manner.

8.3 Dissolution and Distribution of Property

The Society may be dissolved by Special Resolution. Upon the dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to organizations or charities consistent with the Objects of the Society and of benefit to the community. The Society shall be operated on a strictly not-for-profit basis and in no event shall any Member receive any assets of the Society, except that Members may be reimbursed for reasonable expenses approved by the Board.

8.4 Sale of Land and Buildings

The Society shall not sell or otherwise dispose of the whole or any part of the real property of the Society without having first obtained approval from the Members by Special Resolution, provided that nothing in these By-laws shall be taken as restricting or preventing the Board from entering into a lease for a term not to exceed three (3) years if such lease is entered into in conjunction with any agreement for the operation of CCS in accordance with these By-laws in and provided such lease is co-terminus with such agreement.

8.5 Amendment of By-laws

By-laws of the Society may be amended as required from time to time upon approval by a Special Resolution.

8.6 Amendment of Objects

The Objects of the Society may be amended as required from time to time upon approval by Special Resolution.