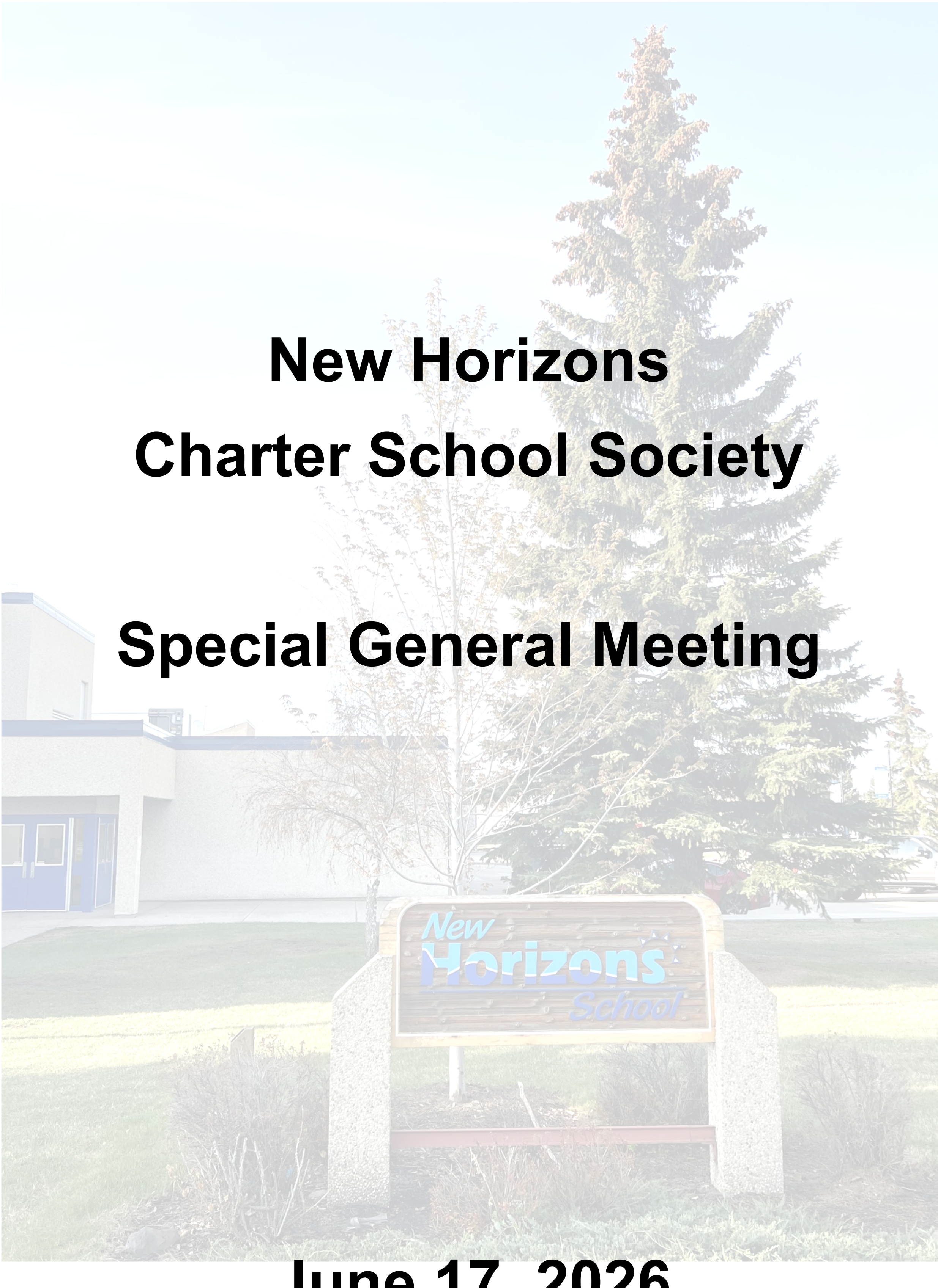
New Horizons
Charter School Society

Special General Meeting



June 17, 2026

New Horizons School will enable gifted students to strive for excellence in a positive academic learning environment that fosters social and emotional support for each student.

NEW HORIZONS CHARTER SCHOOL SOCIETY
SPECIAL GENERAL MEETING
JUNE 17, 2026
AGENDA

1.	**Call to Order**	P. Jackson	6:30 pm
2.	**Statement of Territorial Acknowledgment**	P. Jackson	6:31 pm

The Board of Directors of the New Horizons Charter School Society respectfully acknowledges that the land on which we meet is Treaty 6 territory, a traditional home, gathering place, and travelling route for diverse Indigenous Peoples, including Cree, Saulteaux, Blackfoot, Nakota, Sioux, as well as the homeland of the Métis Nation. We recognize our responsibility as Treaty members and honour the heritage and gifts of the First Peoples of this land.

3.	**Adoption of Agenda**	P. Jackson	6:32 pm
4.	**Statement of Quorum**	P. Jackson	6:35 pm
5.	**Approval of Minutes**	P. Jackson	6:38 pm
	5.1 Annual General Meeting of November 26, 2025 - attachment		
6.	**New Business**		6:40 pm
	6.1 Approval of Revised Bylaws	P. Jackson	
	6.2 Board Composition and Elections - attachment	P. Jackson	
7.	**Motion to Adjourn**	P. Jackson	7:00 pm

NEW HORIZONS CHARTER SCHOOL SOCIETY
MINUTES

Type of Meeting:	AGM	**Date:**	November 26, 2025	**Initials:**	**Chair**	
Approved:	Draft	**Recorded by:**	A. DeJong		**Secretary**	

November 26, 2025, 7:00 p.m.

Board Members Present at Call to Order:

Paul Jackson CHAIR	Elliot Fraser DIRECTOR	Michael Zalewski DIRECTOR
Ryan Arbour DIRECTOR		

Board Members Joining During the Meeting:

Adam Koziak VICE CHAIR	Andrea Andrews SECRETARY and TREASURER	

Board Members Absent:

Praveen Kakkan DIRECTOR		

Administration Present at Call to Order:

Terry Moghrabi SUPERINTENDENT	Patti Dundas SECRETARY-TREASURER	Lori Vigfusson PRINCIPAL

Society Members in Attendance:

Angela DeJong	Chris Fukushima (virtual)	

1. **Call to Order**
   Chair Jackson called the meeting to order at 6:31 pm.

2. **Statement of Territorial Acknowledgment**
   The Board of Directors of the New Horizons Charter School Society respectfully acknowledges that the land on which we meet is Treaty 6 territory, a traditional home, gathering place, and travelling route for diverse Indigenous Peoples, including Cree, Saulteaux, Blackfoot, Nakota, and Sioux, as well as the homeland of the Métis Nation. We recognize our responsibility as Treaty members and honour the heritage and gifts of the First Peoples of this land.

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Approved:	Draft	**Recorded by:**	A. DeJong		**Secretary**	

3. Adoption of Agenda

Motion 2025-11-26-01	*Moved that the agenda for the Annual General Meeting on November 26, 2025, be adopted as distributed.* *Moved: Director Zalewski* *Seconded: Director Fraser* *Carried*

Vice Chair Koziak joined the meeting during this item.

4. Statement of Quorum

Membership as of the date of Notice of Meeting (November 4, 2025) stands at 121 members and 9 members attending. Quorum reached.

5. Approval of Minutes

5.1 Minutes of Special General Meeting of October 8, 2025

Motion 2025-11-26-02	*Moved that the Minutes of the Special General Meeting of October 8, 2025 be approved as presented.* *Moved: Director Zalewski* *Seconded: Director Arbour* *Carried*

6. Presentation of Audited Financial Statements for Year Ended August 31, 2025

Secretary-Treasurer Dundas introduced Elissa Klassen from Yaremchuk & Annicchiarico, who provided an overview of the Audited Financial Statement for the year ending August 31, 2025. Discussion followed.

Board Treasurer and Secretary Andrews joined virtually during this presentation.

Motion 2025-11-26-03	*Moved that the Audited Financial Statements for the year ended August 31, 2025, be accepted as presented.* *Moved: Vice Chair Koziak* *Seconded: Director Fraser* *Carried*

Type of Meeting:	AGM	**Date:**	November 26, 2025	**Initials:**	**Chair**	
Approved:	Draft	**Recorded by:**	A. DeJong		**Secretary**	

7. Adjournment

Chair Jackson adjourned the meeting at 6:56 p.m.

Next meeting of the Board of Directors will be November 26, 2025, immediately following the Annual General Meeting.

NHCS SOCIETY BYLAWS

New Horizons Charter School Society

Chair Initials: ______________________ **Date:** ________________________

Table of Contents

Chair Initials: ______________________ **Date: ________________________**

ARTICLE 1 - PREAMBLE

1.1 The Society

The name of the Society is New Horizons Charter School Society, which may also be known or referred to as NHCSS.

1.2 The Bylaws

The following articles set forth the Bylaws of the New Horizons Charter School Society.

1.3 Repeal and Replace

The Society's previous bylaw, originally approved on February 2, 1995, and amended June 11, 2012, November 29, 2017, and November 25, 2020, is hereby repealed and replaced by this Bylaw.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

2.1.1 ***"Annual General Meeting" or "AGM"*** means the meeting of Members to be held as set forth in Article 5.1 hereof;

2.1.2 "***Board***" means the Board of Directors of the Society;

2.1.3 ***"Board Meeting"*** means the meeting of the Board as set forth in Article 6.1.8 hereof;

2.1.4 ***"Board Resolution"*** means a resolution passed at a board meeting by a majority of Directors present;

2.1.5 "***Business Day***" means a day other than a Saturday, Sunday, or statutory holiday in the Province of Alberta;

2.1.6 "***Bylaws***" mean the Bylaws of the Society as amended;

2.1.7 "***Chair***" means the Director appointed as the Chair under these Bylaws;

2.1.8 "***Community Member***" means a person that has complied with the requirements as set forth in Article 4.1.2 herein;

2.1.9 "***Declaration of Understanding***" means the document indicating understanding and support of the object of the Society, to be signed by all Members of the Society;

2.1.10 "***Directors***" means the elected or appointed Directors of the Society and a "***Director***" means one of them;

2.1.11 ***"Education Act"*** means the *Education Act, S.A. 2012, c. E-0.3*, as amended from time to time;

2.1.12 "***Electronic Means***" means the use of publicly available electronic communication tools which permit multi-party audio and/or video communications such that participants may have both audio and video, but all participants must have audio access;

2.1.13 ***"General Meeting"*** means an Annual General Meeting or a Special General Meeting;

2.1.14 ***"Guardian"*** means a guardian as defined in the Education Act;

2.1.15 ***"In Camera"*** means any confidential portion or portions of a Board Meeting;

2.1.16 "***Members***" means both the Community Members and the School Members of the Society;

2.1.17 ***"Officers of the Society"*** or ***"Officers"*** means the Board roles of Chair, Vice Chair, Secretary, and Treasurer;

2.1.18 ***"Ordinary Resolution"*** means a resolution passed at a general meeting by a majority of Members present;

2.1.19 "***Parent***" means a parent as defined in the Education Act;

2.1.20 "***Register of Members***" means the register maintained by the Secretary containing the names of the Members of the Society;

2.1.21 ***"Resolution"*** means the official, binding decision resulting from a motion that has been formally voted on and passed;

2.1.22 "***School***" means any school operated by the Society;

2.1.23 "***School Member***" means a person that has complied with the requirements as set forth in Article 4.1.1 herein;

2.1.24 "***Secretary***" means the Director appointed as the Secretary under these Bylaws;

2.1.25 "***Societies Act***" means the *Societies Act, RSA, 2000 c. S-14*, as amended from time to time;

2.1.26 "***Society***" means the New Horizons Charter School Society;

2.1.27 "***Special General Meeting***" means the meeting of Members to be held as set forth in Article 5.2 hereof;

2.1.28 "***Special Resolution***" means:

(a) a resolution concerning fundamental organizational changes such as, but not limited to, changing the objects of the Society, amending the Bylaws, or amending the Charter; and

(b) a resolution passed:

Chair Initials: ______________________ Date: ________________________

(i) at a General Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given; and

(ii) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by Electronic Means; or

(c) a resolution proposed and passed as a special resolution at a General Meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree;

2.1.29 **"*Superintendent*"** means the individual appointed by the Board to be the Superintendent of the School;

2.1.30 **"*Treasurer*"** means the Director appointed as the Treasurer under these Bylaws;

2.1.31 **"*Vice Chair*"** means the Director appointed as the Vice Chair under these Bylaws.

2.2 Terminology

Words using the singular number shall include the plural number, and vice versa; words using specific gender shall include any gender, and vice versa; references to persons, organizations or corporations shall include individuals, partnerships, firms, societies and corporations; all as the context requires.

2.3 Interpretation of the Bylaws

Any question regarding the proper application and interpretation of these Bylaws shall be determined by the Chair.

ARTICLE 3 - OBJECTS OF THE SOCIETY

3.1 The Object of the Society

The object of the Society is to operate a school for gifted children.

ARTICLE 4 - MEMBERSHIP

4.1 Classification of Members

There are two categories of Members:

(a) School Members; and

(b) Community Members.

4.1.1 School Members

The following persons may become a School Member:

(a) any Parent or Guardian of a student registered in the School; and

(b) a teacher at the School, a member of the School administration, the Superintendent, the School Secretary, the School Treasurer, or any other employee of the Society

provided that the person must:

(c) be at least eighteen (18) years of age; and

(d) execute a Declaration of Understanding.

4.1.2 Community Members

Any person who is not eligible to become a School Member may become a Community Member, subject to:

(a) the prior approval of a majority of the Board;

(b) the person executing a Declaration of Understanding;

(c) the person being at least eighteen (18) years of age; and

(d) the payment of such annual dues as established by the Board from time to time.

The application for any person to become a Community Member shall be considered by the Board at the next board meeting following receipt of the application for membership.

4.2 Membership

4.2.1 Membership Year

(a) The membership year runs from the commencement of the Annual General Meeting of the Society to the commencement of the Annual General Meeting of the Society in the following year.

(b) A Member may renew their membership in the Society for the upcoming membership year in accordance with the procedures adopted by the Board.

4.2.2 Setting Community Member Fees

(a) Yearly membership fees for Community Members shall be fixed by resolution of the Board.

(b) No membership fees shall be payable by School Members.

(c) Yearly membership fees for Community Members are due on the date of the Annual General Meeting of the Society.

4.2.3 Declaration of Understanding

All Members must submit to the Board an executed Declaration of Understanding, in the form adopted by the Board, on an annual basis. Declarations of Understanding shall be valid for the

Chair Initials: ______________________ **Date:** ________________________

membership year, and a Member shall be required to execute a Declaration of Understanding upon each renewal of their membership.

4.2.4 Membership in Good Standing

The rights and privileges of membership in the Society are reserved for those Members who are in good standing. A Member is in good standing if:

(a) the Member has executed and delivered to the Society a Declaration of Understanding valid for the current membership year;

(b) in the case of a Member who is a Community Member, the Member has paid their yearly membership fees to the Society in full;

(c) the Member has not had their membership in the Society suspended pursuant to Article 4.4.4 or been expelled as a Member of the Society pursuant to Article 4.4.5.

4.2.5 Non-Transferability of Membership

Membership in the Society is non-transferable. All rights and privileges of membership cease when the Member resigns, dies, is expelled, or ceases to be eligible for membership in the Society.

4.3 Rights and Privileges of Members

4.3.1 Entitlements of Membership

Any Member in good standing is entitled to:

(a) receive notice of meetings of the Society;

(b) attend any meetings of the Society; and

(c) exercise any other rights and privileges provided to Members in these Bylaws.

4.3.2 Number of Votes

Each Member in good standing shall be entitled to one (1) vote on every matter properly put before the Members for a vote. If a Member is a person either hired by the Society as an employee or retained by the Society as an independent contractor, the Member shall not be entitled to vote on any matter that directly affects that Member's employment or contract with the Society.

4.4 Termination of Membership

4.4.1 Resignation

A Member may terminate their membership in the Society by providing written notice to the Secretary of the Society or the Chair of the Board. Once the notice is received, the Member's name shall be removed from the Register of Members. The Member is deemed to have ceased being a Member on the date the Member's name is removed from the Register of Members.

Chair Initials: ______________________ Date: ________________________

4.4.2 Death of Member

A Member ceases to be a Member upon the death of the Member.

4.4.3 Deemed Withdrawal

4.4.3.1 If a Community Member has not paid the yearly membership fees within three (3) months following the date the fees are due, the Member shall be deemed to have resigned their membership;

4.4.3.2 If a Member has membership in the Society pursuant to their position as a teacher at the School, a member of the School administration, the Superintendent, the Secretary, the Treasurer, or an employee of the Society, and the Member's employment or contract is terminated, or the Member otherwise ceases to work for the Society, the Member shall be deemed to have resigned their membership on the date their employment ceases or their contract termination takes effect;

4.4.3.3 If a Member has membership in the Society as a Parent of a student in the School, and the Member withdraws their child from the School, the child graduates, or for whatever reason the Parent no longer has any children attending the School, the Member is deemed to have resigned their membership on the date the child ceases to be enrolled in the School;

4.4.3.4 A Member described in Articles 4.4.3.2 and 4.4.3.3 who ceases to meet the criteria of a School Member may apply to become a Community Member in accordance with Article 4.1.2.

4.4.4 Suspension of Membership

Any Member may have their membership suspended by the Board, for a period not to exceed three (3) months, for any cause, whenever in the Board's judgment the best interest of the Society will be served.

4.4.5 Expulsion of Membership

Any Member may be expelled from the Society and have their membership terminated by the Board, for any cause, whenever in the Board's judgment the best interest of the Society will be served.

4.4.6 Continued Liability for Debts Due

A person who ceases to be a Member shall remain liable for any debts owed to the Society.

ARTICLE 5 - GENERAL MEETINGS OF THE SOCIETY

5.1 Annual General Meeting

5.1.1 Date of Annual General Meeting

Chair Initials: ______________________ **Date:** ________________________

The Society shall hold an Annual General Meeting every year, with the deadline being defined by the election procedure as established by Board resolution.

5.1.2 Notice of Annual General Meeting

Written notice of the time and place of an Annual General Meeting and the agenda of the business to be transacted (including notice of any Special Resolutions that may be presented) shall be given to each Member, as applicable, at least twenty-one (21) days before the meeting is held.

5.1.3 Agenda for Annual General Meeting

The Annual General Meeting agenda shall include the following matters:

(a) approving minutes of the previous General Meeting;

(b) presentation of the Society's audited financial statements; and

(c) consideration of other matters as specified in the notice of the meeting.

5.1.4 Register of Members

For the purposes of the Annual General Meeting, Members are considered to be those Members who are in the Register of Members at the date that notice of the Annual General Meeting is sent.

5.2 Special General Meeting

5.2.1 Calling of Special General Meeting

A Special General Meeting shall be called by the Board at any time with appropriate notice to the Members upon:

(a) receipt of a petition signed by no less one-third of the Members setting forth the reasons for calling such a meeting and the resolutions intended to be submitted at the meeting; or

(b) a resolution of the Board to that effect.

5.2.2 Notice of Special General Meeting

Written notice of the time and place of a Special General Meeting of the Members and the agenda of the business to be transacted (including notice of any Special Resolutions that may be presented) shall be given to each Member, as applicable, at least twenty-one (21) days before the meeting is held.

5.2.3 Agenda for Special General Meeting

Beyond approving minutes of the previous General Meeting, only the matter(s) set out in the notice for the Special General Meeting shall be considered at the Special General Meeting.

5.2.4 Register of Members

Chair Initials: ______________________ Date: ________________________

For the purposes of a Special General Meeting, Members are considered to be those Members who are in the Register of Members at the date notice of the Special General Meeting is sent.

5.3 Proceedings at General Meetings

5.3.1 Quorum for Meetings

A quorum for the transaction of business at any General Meeting shall consist of no less than five percent (5%) of the Register of Members being in attendance.

5.3.2 Failure to Reach Quorum

The Chair shall cancel the General Meeting if quorum is not present within thirty (30) minutes after the scheduled start time of the meeting. If cancelled, the meeting shall be rescheduled for one (1) week later at the same time and place. If quorum is not present within thirty (30) minutes after the start time of the re-scheduled meeting, the meeting will proceed with the Members in attendance, which shall be deemed to constitute quorum.

5.3.3 Adjournment

The Chair may adjourn any General Meeting to another date and time, with the consent of a majority of the Members at the meeting. Only the unfinished business from the initial meeting shall be conducted at the adjourned meeting. No notice is necessary if the meeting is adjourned for less than thirty (30) days.

5.3.4 Conduct of Business at Meeting

Business at all General Meetings shall be conducted according to this Bylaw and the rules of order adopted by resolution of the Members and, in the absence of rules so adopted or to the extent that such rules or this Bylaw does not provide, *Robert's Rules of Order* shall govern conduct of the meetings.

5.3.5 Chairperson of General Meetings

The Chair shall preside at every General Meeting, but if the Chair is not present or for any reason the Chair refuses to preside, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, the Directors present at the meeting shall appoint a Director to act as a chair of that meeting.

5.3.6 Voting Procedures

(a) Unless otherwise required by the Bylaws or pursuant to applicable law, any Ordinary Resolution put before the Members must be supported by not less than a majority of the votes cast by the Members present, failing which the resolution shall fail;

(b) Unless otherwise required by the Bylaws or pursuant to applicable law, any Special Resolution put before the Members must be supported by not less than 75% of the votes cast by the Members present, failing which the Special Resolution shall fail;

Chair Initials: ______________________ **Date:** ________________________

(c) The Chair will determine how votes will be called and recorded at the beginning of a meeting. The voting procedure determined by the Chair shall be used for the duration of the meeting and shall be inclusive and accessible, transparent, and verifiable to all present Members;

(d) No Member nor the Chair shall have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated;

(e) A member may not vote by proxy;

(f) A declaration by the chairperson of the meeting 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 the fact without proof of the number or proportion of the vote accorded in favor of or against such resolution.

5.3.7 Error in Notice Not Nullifying Vote

No vote held at a General Meeting shall be invalid as a result of any inadvertent omission to give notice of the meeting to a Member, the non-receipt of a notice of meeting by a Member, or any error in a notice of meeting sent to a Member that does not affect the meaning of the notice.

5.3.8 Electronic Meetings

Any General Meeting may take place by Electronic Means if the majority of the Board determines that meeting in person is not in the best interests of the Society. A Member attending a meeting taking place by Electronic Means shall be entitled to vote at the meeting using the method that the Society has made available for that purpose.

ARTICLE 6 - GOVERNANCE

6.1 The Board of Directors

6.1.1 Governance and Management

The Board shall, subject to the Bylaws, have full control and management of the property and affairs of the Society.

6.1.2 Composition

The Board consists of a maximum seven (7) Directors, provided that no more than two Directors may be Community Members.

6.1.3 Eligibility

(a) Subject to subsection (b), any Member in good standing shall be eligible to serve as a Director.

(b) No school administrator nor any employee of the Board may serve as a Director.

Chair Initials: ______________________ **Date:** ________________________

(c) Each Director shall submit to the School a Vulnerable Sector Police Information Check that is current and absent of disclosed concerns.

6.1.4 Term

The term of each elected Director shall be for approximately two (2) years, commencing upon their election and expiring as described in Article 6.1.6 or at the Annual General Meeting called for election of Board Directors two (2) years thereafter. The term for any appointed Director shall expire at the next Annual General Meeting called for such election.

Any Member in good standing having served their term as Director remains eligible to be nominated for a further term as described in Article 6.1.5.

6.1.5 Election of Directors

6.1.5.1 Nomination Process

Directors are elected by the Members at an Annual General Meeting. Any person presenting themselves as a candidate to be a Director must be a Member in good standing as described in Article 4.2.4. Notification of the nomination procedure will be included with the notice of the Annual General Meeting where the election of Directors shall take place.

Nominations for Directors shall be:

(a) made in writing;

(b) signed by three (3) Members in good standing;

(c) consented to in writing by the person who is nominated; and

(d) filed at the school office at least 5 days prior to the date of the Annual General Meeting for the election of directors.

No nominations shall be accepted from the floor of the Annual General Meeting, unless there are insufficient candidates for the number of positions available, in which event nominations may be accepted from the floor of the meeting, provided that such nominations must be:

(e) made in writing;

(f) signed by three (3) Members in good standing; and

(g) consented to in writing by the person who is nominated.

6.1.5.2 Voting Process

Voting for the election of Directors shall be conducted by secret ballot. The Board shall appoint two individuals to count the ballots. These individuals shall be Members, one of which should be a Director who is not a candidate in the election.

Each Member shall indicate the name(s) of the candidate(s) of the Member's choice up to the number of available Director positions. The candidate(s) who receive the greatest number of votes will be elected. In the event of a tie, a new vote will occur for those candidates who received an equal number of votes.

6.1.6 Ceasing to Be A Director

A Director shall immediately cease to be a Director upon

(a) ceasing to be a Member of the Society;

(b) the Director giving their resignation in writing to the Board;

(c) the Director's death;

(d) being removed by a Board Resolution if the Board judges such a decision is in the best interest of the Society; or

(e) failing to attend or participate, during the Director's term, in three (3) meetings of the Board of which the Director had notice unless the Board has specifically excused the Director from attendance.

6.1.7 Director Vacancies

If there is a vacancy on the Board pursuant to Article 6.1.6, the Board may appoint a Member to fill the vacancy for the remainder of the term of the vacated Director position. Any appointment shall be made at the next meeting of the Board. The appointment shall be made by a majority vote of the Board.

6.1.8 Board Meetings

6.1.8.1 Board Meetings may be held at any time and place to be determined by the Chair in consultation with the Board, provided that the Board shall hold at least nine (9) meetings each year.

6.1.8.2 Written notice of the time and place of a Board Meeting shall be given to each Director at least twenty-four (24) hours prior to the meeting.

6.1.8.3 Board Meetings or any meeting of a committee of the Board may take place by Electronic Means if the majority of the Board of Directors, or committee members in the case of committee meetings, determine that meeting in person is not in the best interests of the Board or committee.

6.1.8.4 The Chair shall convene the Board Meeting.

6.1.8.5 A Board Meeting shall be called at the written request of three (3) Directors.

6.1.8.6 A quorum for all Board Meetings shall be a majority of the Directors.

6.1.8.7 If there is no quorum present at a Board Meeting, the Chair shall adjourn the meeting and reschedule it to a reasonably chosen time and place not more than eight (8) days later. The Directors present at the rescheduled meeting shall constitute quorum.

6.1.8.8 Each Director present at a meeting has one (1) vote. Except as otherwise described in these Bylaws, a majority of votes cast at a Board Meeting shall be required to pass a resolution of the Board.

6.1.8.9 The Chair will determine how votes will be called and recorded at the beginning of a meeting. That methodology will be used for the duration of the meeting. The voting methodology determined by the Chair must be inclusive, accessible, transparent and verifiable to all Directors and Members present.

6.1.8.10 The Chair shall have the right to vote on any question, but may only cast one (1) vote that shall be cast at such time as the other votes are cast. The Chair does not have a second or casting vote in the case of a tie.

6.1.8.11 A tied motion is defeated.

6.1.8.12 Directors must vote on all motions, subject to Article 6.1.9.

6.1.8.13 Board meetings are open to Members and the public; however, only Directors may cast a vote.

6.1.8.14 The Chair may cause to be excluded from a meeting any Member or member of the public who, in the opinion of the Chair, is engaging in improper conduct, such as obstructing, hindering, or otherwise disrupting the business of the Board.

6.1.8.15 Members may be permitted to speak at Board meetings, at the time, for the duration, and in respect of the subject matter, as authorized by the Chair.

6.1.8.16 Members may request to add an item to the agenda in accordance with Board policy, subject to the overriding discretion and approval of the Chair.

6.1.8.17 The Directors, by majority vote, may move a meeting, or a portion of a meeting, In Camera, wherein any Members or the public may be excluded and required to leave the meeting, in order to discuss any matter which in the Directors' opinion is best discussed in private. When a meeting is held In Camera, the Board does not have the power to pass a motion in that meeting apart from the motion to revert to an open meeting.

6.1.8.18 The Chair shall preside at every Board Meeting, but if the Chair is not present or for any reason the Chair refuses to preside, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, the Directors present at the meeting shall appoint a Director to act as Chair of that meeting.

6.1.8.19 Board Meetings shall be conducted according to this Bylaw and the procedural rules adopted by the Board and, in the absence of rules so adopted or to the extent that such rules or this Bylaw does not provide direction, *Robert's Rules of Order* shall govern conduct of the meetings.

Chair Initials: ____________________ **Date:** ______________________

6.1.9 Conflict of Interest

A Director shall not vote on a matter in which that Director has a conflict of interest. Where a Director believes a conflict of interest on a given matter exists, that Director shall make that declaration at a meeting. The majority of the rest of the Directors in attendance at the meeting shall determine whether the Director in question shall be allowed to remain in attendance for that part of the meeting where the matter is discussed. Should such determination be that a conflict exists, the Director will be asked to leave the room for that part of the meeting where the matter in question is discussed. In the event that a Director or Directors are asked to leave the room for part of the meeting due to determination of a conflict, resolutions may be passed on the subject regarding such conflict by the majority of those remaining at the meeting.

6.1.10 Duty of Care

6.1.10.1 Subject to the *Societies Act* and the law generally, every Director in exercising the Director's powers and discharging the Director's duties shall:

(a) act honestly and in good faith with a view to the best interests of the Society; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.1.10.2 Every Director shall comply with the applicable provisions of the *Education Act*, *Societies Act*, regulations and legislations as mandated by Alberta Education, this Bylaw, and any other rules and policies adopted by the Society.

6.1.11 Compliance with Code of Conduct

The Board may develop a code of conduct respecting certain obligations and expectations of the Directors from time to time. Each Director shall abide by this code of conduct, as it may be amended or replaced, from time to time.

6.2 Appointment of Officers of the Society

6.2.1 At the first Board meeting following every annual election of Directors, the Board shall appoint, from amongst those sitting as Directors, the Officer roles of Chair, Vice Chair, Secretary, and Treasurer. The appointment of Officers shall be communicated to the Members by written notice within seven (7) days of the appointments.

6.2.2 The Board, in their discretion, may remove any person appointed to an Officer role, upon majority vote, with or without cause, at any time. Such removal does not remove the Director from being a member of the Board.

6.2.3 The Board may appoint the same Director to hold the positions of Treasurer and Secretary at the same time, wherein that position shall be known only as the "Secretary Treasurer."

6.2.4 Each person appointed by the Board to an Officer position shall hold office until:

(a) a successor is elected by the Board;
(b) their resignation; or

(c) their removal by the Board

whichever first occurs.

6.2.5 In the event that an officer position becomes vacant, the Board shall make an appointment in accordance with Article 6.2.1 to fill the vacancy at the next meeting of the Board.

6.3 Duties of Officers of the Society

6.3.1 The Chair shall

(a) be a Parent or Guardian of a child who is a current or prior attendee of the School;

(b) preside over each Board Meeting and General Meeting, and in doing so be the chairperson of such meetings;

(c) vote on all matters before the Board;

(d) be an ex-officio member of all committees of the Society, both standing and those that may be created as needed. Notwithstanding the membership ex-officio of any committee:

(i) the Chair shall not have any voting rights at any committee meeting unless the Chair is appointed by the Board to be a member of the committee beyond its capacity as a member ex-officio; and

(ii) the Chair shall not be a chairperson of the committee unless the members of the committee agree that the Chair of the Board shall be the chairperson of the committee; and

(e) exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Board; and

(f) act as the spokesperson for the Society.

6.3.2 The Vice-Chair shall

(a) be a Parent or Guardian of a child who is a current or prior attendee of the School;

(b) have the powers of the Chair, in the absence or inability of the Chair to discharge its duties;

(c) replace the Chair at various functions when asked to do so by the Chair of the Board; and

(d) exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Board.

6.3.3 The Secretary shall:

(a) maintain and enter or cause to be maintained and entered the minutes of all proceedings of the Board and the committees of the Board at such meetings;

(b) provide or cause to be provided draft copies of minutes to all directors for approval;

(c) post or cause to be posted approved minutes in the School;

(d) maintain or cause to be maintained an up-to-date record of all Board policies;

(e) maintain or cause to be maintained the Register of Members;

(f) distribute or cause to be distributed meeting notices;

(g) be responsible for registering or filing, or causing to be registered or filed, all reports, certificates and all of the documents required by law to be registered or filed by the Society; and

(h) exercise such other powers and authority and perform such other duties as may from time to time be prescribed by the Board.

6.3.4 The Treasurer shall:

(a) keep or cause to be kept proper accounting records in compliance with the *Societies Act* and shall be responsible for the deposit of monies and other valuable effects of the Society in the name and to the credit of the Society in such banks or other depositories as the Board may from time to time designate;

(b) render to the Board whenever so directed an account of all financial transactions and of the financial position of the Society;

(c) ensure that an audited financial statement of the Society is prepared and presented at the Annual General Meeting;

(d) ensure that statutory obligations are filed appropriately; and

(e) exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Board.

6.4 Board Committees

6.4.1 The Board may delegate some, but not all, of its powers to committees as it thinks fit. Notwithstanding any delegation of its powers to committees, the Board remains responsible and accountable for all decisions made by any committee.

6.4.2 The Board may create standing or ad hoc committees that it deems necessary consisting of Directors and others and may assign duties and responsibilities to the committees that

Chair Initials: ______________________ **Date:** ________________________

are not inconsistent with the *Societies Act* and may make regulations governing their conduct.

6.4.3 A Member in good standing is eligible to serve on a Board committee, except committees that deal with confidential information.

6.4.4 All committees shall be accountable to the Society through the Board. Any committee member may be removed for any reason by a majority vote of the Board.

6.4.5 Rules and procedures for Committees shall be as further set out in Board policy.

6.5 Superintendent

6.5.1 The Board will contract a Superintendent in accordance with the requirements of the Education Act to carry out assigned duties in accordance with Board policy.

6.5.2 The Superintendent shall report to and be responsible to the Board, and shall act as an advisor to the Board and all Board committees.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office of the Society

The Registered Office of the Society is located at:
1000 Strathcona Drive, Sherwood Park, AB T8A 3R6

7.2 Finance and Auditing

7.2.1 The fiscal year of the Society ends on August 31 of each year.

7.2.2 The Society shall retain a certified chartered accountant as the auditor of the Society and the books and records shall be audited annually as soon as possible after each fiscal year end of the Society.

7.3 Seal of the Society

The Society may have a seal of such form and device as may be adopted by the Board, and the Board may make provisions as it sees fit with respect to the affixing of the seal and the appointment of a director or directors or other persons to attest by their signatures that such a seal was duly affixed and to have charge of the seal.

7.4 Cheques and Contracts of the Society

7.4.1 Any cheque drawn on the monies of the Society must be signed or, in the case of electronic payments, approved by at least two authorized persons and be in compliance with Board policy.

7.4.2 Authorized signatories shall be determined by Board resolution.

7.4.3 All contracts entered into by the Society must be signed by at least the Chair or such other person who is authorized to do so by the Board.

Chair Initials: ______________________ **Date:** ________________________

7.5 Minutes

7.5.1 The Directors shall cause minutes to be entered in books provided for the purpose of recording:

(a) all appointments of officers;

(b) all names of all Directors present at each meeting of the Directors; and

(c) all resolutions and proceedings of meetings of the Members and of the Board

7.5.2 Any minutes of the Members and the Board, if signed by the chairperson of that meeting or the Chair of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

7.6 Books and Records of the Society

7.6.1 The minutes of proceedings of meetings of the Society, audited financial statements, and other books and records of the Society shall be maintained and stored at the Registered Office of the Society.

7.6.2 A Member may inspect the books and records of the Society at the Registered Office by giving reasonable written notice to the Board and arranging a time satisfactory to the Chair or Vice-Chair respectively. Each Director shall, at all times, have access to such books and records.

7.7 Borrowing Powers

7.7.1 Subject to the Act, the Board may, on behalf of and in the name of the Society, borrow funds in furtherance of the objects of the Society, provided however that a two-thirds majority of Director votes shall be required to pass a resolution authorizing any borrowing.

7.8 Payment to Directors and Officers

7.8.1 No Director or officer of the Society shall receive any payment in their capacity as a Director or officer, but a Director or officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society in accordance with Board policy.

7.9 Board Expenditures

7.9.1 The Board shall have the power to make expenditures for the purpose of furthering the objects of the Society.

7.10 Protection and Indemnity of Directors

7.10.1 To the extent permitted by law and subject to compliance with the provisions of Article 6.1.10 of this Bylaw, no director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee of the Society, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title of any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Society 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 which shall happen in the execution of the duties of their office or in relation thereto.

7.10.2 The Society shall indemnify each Director and officer against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such Director or officer in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the Director or officer is involved by reason of being or having been a Director or officer of the Society (collectively "***Claims***"), if

(a) the director or officer acted honestly and in good faith with a view to the best interests of the Society, and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that the director's or officer's conduct was lawful.

7.10.3 Expenses incurred with respect to any Claims may be advanced by the Society prior to the final disposition thereof at the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount, unless it is ultimately determined that they are entitled to indemnification hereunder.

7.10.4 Subject to Article 7.10.1, the failure of a Director or officer of the Society to comply with the provisions of the *Societies Act* or of this Bylaw shall not invalidate any indemnity to which they are entitled under this Article.

ARTICLE 8 - NOTICE

8.1 Method of Providing Notice

8.1.1 Any notice which is required or permitted to be given under this Bylaw shall be in writing and shall be:

(a) delivered personally or mailed by regular mail to the address of the recipient, to whom is it intended, last known to the Society as recorded on its books or records; or

(b) sent by electronic mail to the electronic mail address of the recipient last known to the Society as recorded on its books or records.

8.1.2 The Society may further publicize notice of a General Meeting or Board Meeting through the Society's website, social media, community newsletters, bulletin boards, and via other mediums accessible to Members of the Society.

Chair Initials: ______________________ Date: ________________________

8.2 Deemed Delivery of Notice

8.2.1 Any notice delivered before 4:30 p.m. (local time) on a Business Day shall be deemed to have been received on the date of delivery.

8.2.2 Any notice delivered or sent by electronic mail after 4:30 p.m. (local time) on a Business Day or delivered on a day other than a Business Day, as the case may be, shall be deemed to have been received on the next Business Day. Any notice mailed by regular mail shall be deemed to have been received four (4) days after the date it is postmarked.

8.2.3 Further, if normal mail service is interrupted by strike, slow-down, force majeure or other cause after a notice has been sent by regular mail, such notice will not be deemed to be received until actually received. In the event that normal mail service is impaired at the time of sending a notice, then the other means of sending such notice shall be the only effective means of giving notice.

ARTICLE 9 - AMENDING THE BYLAWS

9.1 Amending Bylaws

9.1.1 These Bylaws may only be rescinded, altered or added to by a Special Resolution. Such amendment(s) shall not be enforced or acted upon until accepted by the Corporate Registry of Alberta.

ARTICLE 10 - DISSOLUTION OF THE SOCIETY

10.1 Dissolution of the Society

10.1.1 The Society does not pay dividends nor distribute its property among its Members.

10.1.2 The Society shall be dissolved in accordance with the provisions of the *Societies Act* after completing the dissolution process as set out in the School's charter.

Terry Moghrabi
Superintendent
Phone: 780-416-2353
Email: tmoghrabi@newhorizons.ca

MEMORANDUM

Date: June 17, 2026

To: Society Members

From: Terry Moghrabi - Superintendent

Re: Board Composition and Elections

Background:

The Society is advised of the status of the current members of the Board of Directors:

1. Elected on October 9, 2024 for a two-year term (term expires in June 2026)
   - Andrea Andrews
   - Paul Jackson
   - Praveen Kakkan

2. Elected on October 8, 2025 for a two-year term (term expires in June 2027)
   - Ryan Arbour
   - Elliot Fraser
   - Adam Koziak
   - Michael Zalewski

Three (3) directors will be elected at the Special General Meeting to complete the NHCS Society Board of Directors. Nominations can be made up to 4:00 p.m. on June 12, 2026. If the number of valid nominations received meets or exceeds the available vacant positions, no nominations will be accepted from the floor, as per Article 6.1.5.1 in the NHCSS Bylaws.

Immediately following the SGM, the Board will hold an Organizational Board Meeting to select Officers for the 2026-27 school year.

Terry Moghrabi
Superintendent, NHCSS