



# AURORA SCHOOL LTD. ARTICLES OF ASSOCIATION

RATIFIED AT THE ANNUAL GENERAL MEETING  
NOVEMBER 23, 2023

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## 1.0 DEFINITIONS

- a. **Annual General Meeting** means the Annual General Meeting of members;
- b. **Board** or **Board of Directors** means the Board of Directors of Aurora School Ltd.;
- c. **Bylaws** means these Articles of Association and all amendments from time to time in force and effect;
- d. **Director** means a member of the Board of Directors of Aurora School Ltd.;
- e. **Committee** means a committee appointed in accordance with section 12;
- f. **Company** means Aurora School Ltd. incorporated by the Memorandum and Articles of Association and known as Aurora School Ltd.;
- g. **Family member** means, but is not limited to, the grandparent, brother, sister, step-brother, step-sister, brother-in-law, sister-in-law, aunt, uncle, niece or nephew of a child enrolled in Aurora Academic Charter School District.;
- h. **Parent** means the legal parent or legal guardian of a child enrolled in Aurora Charter School District;
- i. **Officer** means an officer of Aurora School Ltd.;
- j. **Recording Secretary** means the secretary to the Board of Directors;
- k. **School Act** means the School Act, R.S.A. 2000, c.S-3 as amended from time to time;
- l. **School** means Aurora Charter School District;
- m. **Special General Meeting** means any meeting of members other than the Annual General Meeting; and
- n. **Staff** includes all full-time and part-time employees of Aurora School Ltd.

## 2.0 **HEAD OFFICE**

2.1 The head office of Aurora School Ltd. shall be at 12245-131 Street, Edmonton, Alberta, T5L 1M8.

## 3.0 **CORPORATE SEAL**

3.1 The seal, an impression whereof is stamped in the margin of the Articles of Association, shall be the seal of AURORA SCHOOL LTD. The seal shall be in the custody of the Aurora Secretary-Treasurer.

## 4.0 **CONDITIONS OF MEMBERSHIP**

4.1 Membership of the Company shall be limited to Directors and Parents.

4.2 Committee members and School Council members who are not Directors or Parents are not eligible to be a member of the Company.

4.3 Each member has one vote.

## 5.0 **WITHDRAWAL FROM MEMBERSHIP**

5.1 Any member may withdraw from the Company by delivering to the Company notice in writing indicating an intention to withdraw and lodging a copy of the same with the Chairperson and Recording Secretary.

5.2 The member's resignation is effective on the date specified in the notice. If the notice does not contain an effective date, the resignation is effective on the date that the notice is received by the Chairperson and Recording Secretary.

## 6.0 **EXPULSION**

6.1 Any member may be expelled from membership in the Company for cause upon a vote approved by three-quarters (3/4) of the members present at an Annual General Meeting or Special General Meeting.

## 7.0 **BOARD OF DIRECTORS**

### **Number**

- 7.1 The Board of Directors shall be comprised of a minimum of five and a maximum of seven Directors elected by the members at the Annual General Meeting or as appointed in accordance with Article 7.12. A majority of Directors must be parents of students attending the School.

### **Election and Term**

- 7.2 The members shall vote for Directors by ordinary resolution at each Annual General Meeting.
- 7.3 Each Director shall serve a term of three years commencing at the close of the Annual General Meeting in the year of the Director's election.

To transition from two-year to three-year terms for Directors, a transitory provision will be implemented for the 2024 to 2026 period, allowing the two longest-standing board members to add an additional year for continuity of governance, with removal of this provision scheduled for 2027, eliminating the need for a separate vote on said removal.

- 7.4 No person shall serve more than three consecutive terms as a Director.
- 7.5 No person shall serve as Director if a family member is an employee of the Company.
- 7.6 Directors need not be parents of students enrolled in the School.

### **Chairperson**

- 7.7 The Board shall elect the Chairperson from among the Directors at the first Board meeting following the Annual General Meeting. The Chairperson must be a parent of a student enrolled in the School.
- 7.8 The term of the Chairperson shall be one year

### **Qualification of Directors**

- 7.9 No person shall be qualified for election as Director if: a. found by a Court to be of unsound mind; b. has the status of a bankrupt; and/or; c. is less than eighteen (18) years of age.
- 7.10 Directors must remain qualified for election throughout their term.

## **Vacation of Office**

- 7.11 A Director automatically ceases to hold office when the Director:
- a. resigns office by delivering a written resignation to the Recording Secretary of the Board of Directors, or if a time is specified in such resignation, at the time specified, whichever is later;
  - b. is removed from office by a majority vote of the members present at a Special General Meeting to remove the Director, for which proper notice has been given in accordance with Article 15;
  - c. dies;
  - d. misses three consecutive meetings of the Board of Directors unless the Board of Directors decides otherwise.
- 7.12 If a vacancy occurs for any reason contained in Article 7.11, the Directors may, by majority vote of the Board of Directors, fill the vacancy with a member of the Company until the next Annual General Meeting, at which time a new Director shall be elected for the balance of the outstanding term, if any.

## **Remuneration**

- 7.13 No salary will be paid to Directors. The Board may grant Directors an honorarium in recognition of their time and effort.
- 7.14 A Director is entitled to be paid out-of-pocket expenses incurred in the performance of duties as set by policy or administrative regulation. Out-of-pocket expenses may be allowed for a Director's attendance at each regular or special meeting of the Board of Directors.

## **8.0 NOMINATIONS**

- 8.1 Nominations for Directors to be elected at the Annual General Meeting shall be:
- a. made in writing;
  - b. Signed by at least two Members;
  - c. consented to in writing by the person who is nominated; and
  - d. filed at the office of the Superintendent of the School at least 28 days before the date scheduled for the Annual General Meeting.
- 8.2 If there are no nominees or an insufficient number of nominees for the positions available, then a second call nominations shall be issued, to be filed at the office of the Superintendent of the School at least 14 days before the Annual General Meeting.

- 8.3 No nominations shall be accepted from the floor of the Annual General Meeting, except if there are not enough nominations after both 8.1 and 8.2, in which circumstances there may be nominations from the floor of the Annual General Meeting, still filed in accordance with 8.1, a-c.

## **9.0 MEETING OF THE BOARD OF DIRECTORS**

### **Notice**

- 9.1 Meetings of the Board of Directors shall be held at least 3 times per year, at the call of the Chairperson, or any 3 Directors. Notice of the upcoming meeting shall be given at least 5 business days in advance of the meeting in writing using email, text or similar digital communication method(s).
- 9.2 In emergent circumstances, any Director may at any time waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or had at a meeting for which notice has been waived. Each director shall be asked to waive notice and this shall be recorded in the minutes by the Recording Secretary of the Board of Directors.
- 9.3 The quorum of the Board of Directors is four Directors.

### **Voting and Participation**

- 9.4 Each Director is authorized to exercise one (1) vote.
- 9.5 In the case of a tie, the motion is defeated.
- 9.6 Mail ballot or proxy voting is not acceptable.
- 9.7 Voting by email ballot is acceptable in extenuating circumstances and when the motion is clearly communicated to all Directors in writing. The results of such a ballot will be recorded in the next regular Board meeting minutes.
- 9.8 Only Directors may participate and vote at a meeting. Any other attendee at a Board of Directors meeting may not speak unless specified on the agenda or at the invitation of the Chairperson.

## **Meetings**

- 9.9 Meetings of the Board of Directors shall be open to all members of the public.
- 9.10 The Board of Directors may exclude the public when it considers personnel matters, negotiations or legal matters.
- 9.11 The only resolution permitted in meetings of the Board of Director closed to the public (in camera) is a resolution to move out of the private meeting.

## **Minutes**

- 9.12 The minutes of the meetings of the Board of Directors shall be available to the members of the Company.
- 9.13 The Recording Secretary of the Board of Directors shall send a copy of all minutes of meetings of the Board of Directors to each Director no later than fourteen (14) days after the meeting at which the minutes were approved.
- 9.14 A copy of the approved minutes of meetings of the Board of Directors shall be available at the Head Office of the Company and posted on the School website.
- 9.15 The minutes of all Board of Director meetings shall include the names of those in attendance, those absent, a record of actions, committee reports, recommendations and resolutions.



## **10.0 POWERS OF DIRECTORS**

- 10.1 The sole responsibility of the Board of Directors shall be the governance of the Company. The Directors shall be guided by the philosophy, objectives and focus of the Company.
- 10.2 The Board of Directors may:
- a. govern the affairs of the Company;
  - b. make or cause to be made for the Company, in its name, any contract which the Company may lawfully enter into;
  - c. exercise all other powers and do all other acts and things as the Company is permitted by the School Act, the Companies Act and its Charter or is otherwise authorized to exercise and do, except as hereinafter provided.
- 10.3 The Board of Directors delegates to the Superintendent the right to:
- a. Employ and pay salaries to employees;
  - b. Hire and dismiss employees.
- 10.4 The Board of Directors may appoint such agents and engage such employees or contractors as it determines is necessary. Such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors.
- 10.5 The remuneration of all agents, contractors, employees and Committee members shall be fixed by resolution of the Board of Directors.
- 10.6 The Board of Directors has the power to enter into a trust arrangement with a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Company in accordance with such terms as the Board of Directors may prescribe.
- 10.7 The Board of Directors has the power to authorize expenditures on behalf of the Company.
- 10.8 The Board of Directors may take such steps as it determines is appropriate to enable the Company to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Company.

## **11.0 ACCOUNTABILITY OF THE BOARD OF DIRECTORS**

- 11.1 The Board of Directors is accountable to the membership of the Company and the Minister of Education. The areas of accountability include the operation of the Company and ensuring that the goals and objectives of the Company are met.
- 11.2 The Board of Directors is responsible for ensuring that the Company operates in accordance with the Companies Act and that the School and Company operate in accordance with applicable provisions of the School Act, Regulations and the Charter.

## **12.0 COMMITTEES**

- 12.1 The Board of Directors may establish Committees as needed in accordance with the School Act.
- 12.2 The role of a committee is to inform and make recommendations to the Board of Directors regarding issues related to the committee as directed by the Board of Directors.
- 12.3 The types of committees that may be established are standing and ad hoc committees.
- 12.4 Upon the creation of a Committee, the Board of Directors shall:
- a. identify the Chairperson of the Committee or make provision for the selection of Chairperson of the Committee;
  - b. approve the terms of reference of the committee, including, but not limited to committee purpose, composition and selection of membership, roles and tasks, budget, timeline and reporting requirements;
  - c. define other requirements and/or regulations as deemed appropriate by the Board of Directors.

### **13.0 OFFICERS OF AURORA SCHOOL LTD. (COMPANY)**

13.1 The Officers of the Company shall be:

- a. the Chairperson who is elected by the members of the Board as set out in section 7.7.;
- b. the Vice-Chairperson;
- c. a Director of Finance;
- d. the Superintendent of School; and
- e. such other officers as the Board of Directors may establish.

13.2 The Vice-Chairperson and Director of Finance shall be elected by resolution of the Board of Directors at the first meeting following each Annual General Meeting.

13.3 The Chairperson shall:

- a. call and preside at all meetings of the Board of Directors and the Company;
- b. be responsible for the general administration of the affairs of the Board of Directors;
- c. ensure that all orders and resolutions of the Board of Directors are carried into effect;
- d. on behalf of the Board of Directors, inform and direct the Superintendent;
- e. perform such other duties as are, from time to time, delegated by the Board of Directors;
- f. be the chief spokesperson for the Company, unless otherwise delegated.

13.4 The Vice-Chairperson shall:

- a. in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson; and
- b. perform such other duties as may, from time to time, be delegated by the Board of Directors.

- 13.5 The Director of Finance, shall, in consultation with the Secretary-Treasurer:
- a. review the financial affairs of the Company and School;
  - b. report to the Board on assets, liabilities, receipts and disbursements of the Company;
  - c. render to the Directors at the regular meetings of the Board of Directors or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Company;
  - d. contribute to the process of maintaining a balanced budget for the Company, and present all budgets to the Board for approval;
  - E. review and report to the Board on the accounting records of the Company and School.
- 13.6 The Board shall employ a person to act as Secretary-Treasurer, as per the School Act.
- a. The Secretary-Treasurer shall perform all duties as set out by the School Act, under the supervision of the Superintendent.
- 13.7 The Superintendent:
- a. is the Chief Executive Officer of the Board;
  - b. is the Chief Education Officer of the School;
  - c. attends all Board meetings, but does not have voting rights.

## **14.0 INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS**

- 14.1 The Company shall indemnify and save harmless a Director or Officer from and against all damage, losses, costs, damages, injury or expense of every nature or kind whatsoever resulting from or in any way attributable to any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office, including but not limited to claims for:
- a. injury or death to persons, including persons employed by the Company; and
  - b. damage to or loss of property, except where caused by the intentional misconduct of the Director or Officer.
- 14.2 Irregularities and errors done in good faith do not invalidate acts done by any General Meeting of the Membership or Meeting of the Board. No action taken at a meeting is invalid due to accidental omission to give notice to any Member, any Member not receiving any notice, or any error in any notice that does not affect the meeting.

## **15.0 MEMBER MEETINGS**

### **Annual General Meetings**

- 15.1 The Annual General Meeting or any Special General Meeting of the members shall be held at the head office of the Company or any place, including virtually, as the Board of Directors may determine and on such day as they the Board of Directors shall appoint.
- 15.2 The purpose of the Annual General Meeting (AGM) shall be to:
- a. consider the reports of the Directors, the financial statement and the report of the auditors;
  - b. elect Directors;
  - c. appoint an Auditor in accordance with section 18; and
  - d. transact such other business as may properly be brought before the meeting, but only matters set out in the notice for the AGM.
- 15.3 If more than 12 months have passed from the last Annual General Meeting and the Board has not scheduled an Annual General Meeting, the Chairperson shall call an Annual General Meeting.

## **Special General Meetings**

- 15.4 The Board of Directors may call a Special General Meeting of the members of the Company at any time.
- 15.5 Upon receipt of a written request of members representing not less than 10% of the total voting members, the Board of Directors shall call a Special General Meeting of the members. The notice must state the purpose and specific resolution to be addressed. No other business shall be transacted.

## **Quorum**

- 15.6 Twenty (20) members in person shall constitute a quorum for a member meeting. If quorum is not attained, the meeting will be rescheduled one week to the day later, at the same time and location and quorum shall be considered attained with the members in attendance at the rescheduled meeting.

## **Notice**

- 15.7 Written notice shall be given to each member of any Annual General Meeting or Special Meeting no less than twenty-one (21) days prior to the meeting. Notice of each meeting of members must remind the member that he has the right to vote by proxy and must state the matters to be discussed.
- 15.8 Written notice of any Special Meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
- 15.9 For the purpose of sending notice to any member, Director, or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be the last address recorded on the books of the Company.

## **Voting**

- 15.10 Each member present at a General Meeting shall have the right to exercise one (1) vote.
- 15.11 A member may, by means of a written proxy, on a form obtained from the Secretary of the company, appoint a proxy holder to attend and vote at any meeting of members.
- 15.12 A member may hold a maximum of two proxy votes.
- 15.13 At all meetings of members of the Company, every question shall be determined by a majority of votes received unless otherwise specifically provided by statute or by these Articles of Association.

## **Participation**

- 15.14 Annual General Meetings and Special General Meetings shall be open to all members of the public.
- 15.15 Only members of the Company may participate and vote at a members' meeting.

## **16.0 AGENDA AND MINUTES**

- 16.1 An agenda for an Annual General Meeting or a Special General Meeting shall be available a minimum of 48 hours before the meeting and shall be posted so that parents and the Board of Directors can see it.
- 16.2 The agenda shall be adopted at the beginning of each meeting.
- 16.3 The minutes of all meetings shall include the names of those in attendance, a record of actions, committee reports, recommendations and resolutions.
- 16.4 The minutes of Annual General Meetings and Special General Meetings shall be available to the members of the Company in the Head Office and on the School website.
- 16.5 A copy of the unratified draft minutes of any Annual General Meeting and Special General Meeting will be available at the Board office and posted on the School website no later than thirty (30) days after such meetings.

## **17.0 FINANCIAL YEAR**

- 17.1 The fiscal year of the School shall be September 1 to the following August 31.

## **18.0 AUDITORS**

- 18.1 At each Annual General Meeting, the members shall appoint an auditor to:
- a. audit the accounts of the Company; and
  - b. be in attendance at each Annual General Meeting.
- 18.2 The Board of Directors shall fix the remuneration of the auditor.
- 18.3 No member, Director, Officer or employee of the Company shall be allowed to perform the audit.

## **19.0 BOOKS AND RECORDS**

- 19.1 The Directors shall ensure that all necessary books and records of the Company required by the Articles of Association of the Company or any applicable statute or laws are regularly and properly kept.

## **20.0 RULES, REGULATIONS AND POLICY**

- 20.1 The Board of Directors may prescribe such rules and regulations consistent with these Articles of Association relating to the management and operation of the Company as they deem expedient.
- 20.2 The Board of Directors is responsible to develop and review policies, in keeping with the provisions of the School Act and Alberta Education policies and regulations.

## **21.0 ADMINISTRATION IN THE ABSENCE OF POLICY**

- 21.1 The Board of Directors recognizes that situations might arise where there are no specific provisions in policy or precedent and that action must be taken. In such cases, the Superintendent or the Principal shall have the power to act in accordance with the best established practice using common sense procedures.
- 21.2 The Superintendent shall inform the Chairperson as soon as possible of the action taken.
- 21.3 The Board of Directors shall review the actions taken by the Superintendent or Principal at the next Board of Directors meeting and, if it determines necessary, may propose a policy to address the issue.



## **22.0 ADOPTION, AMENDMENT AND INTERPRETATION OF THE ARTICLES OF ASSOCIATION AND MEMORANDUM OF ASSOCIATION**

- 22.1 The process to amend the Articles of Association shall be as follows:
- a. The Board of Directors shall consider an amendment of the Articles of Association;
  - b. If the resolution for amendment is passed by a majority of the Directors, the amendment shall be considered by the members at a General Meeting called to consider the amendment;
  - c. Any resolution to amend the Articles of Association must be passed by at least three quarters (3/4) of the members of the Company present at the General Meeting;
  - d. The amendment of the Articles of Association shall not be enforced or acted upon until the approval of Alberta Corporate Registry and the Minister of Education.
- 22.2 In addition to the procedure in Article 22.1, the provisions of the Memorandum of Association may be changed by a special resolution of the Members confirmed by an order of the Court.
- 22.3 The Articles of Association will be reviewed by the Board of Directors every five years.

## **23.0 CHARTER SCHOOL REVIEW PROCESS**

- 23.1 During the term of the Charter, Alberta Education will conduct an Alberta Education Evaluation.
- 23.2 At the Annual General Meeting following the Alberta Education evaluation, the renewal of the Charter will be discussed with the members. The Board of Directors will consider suggestions by the members on improvement, changes to the Charter, etc.
- 23.3 After the evaluation process is complete, the Board of Directors shall submit a request in writing to the Minister to renew the Charter.

## **24.0 AMENDING THE CHARTER**

24.1 By written request to the Board of Directors, any Director or member of the Company may request the Board of Directors to review a term or condition of the Charter.

24.2 Within eight (8) weeks of receipt of a request pursuant to section 24.1, the Board of Directors shall meet to consider the request.

24.3 Within seven (7) days of the Board of Directors' meeting, the Recording Secretary shall send notice of the Board's decision to the person requesting the review.

24.4 If the amendment proposal is rejected, the Board of Directors may consider the matter again after one year.

24.5 If the Board of Directors accepts the amendment proposal, the Board shall provide the members with a copy of the proposed amendment and take the amendment up at a Special General Meeting in a timely manner.

24.6 At the Special General Meeting, the members must approve the proposed amendment by a vote of at least two-thirds (2/3) of the votes cast. If the proposed amendment does not receive a two-thirds approval, it will be rejected.

24.7 The decision of the members is final.

24.8 The Recording Secretary shall send notice of the result of the vote to the requesting member within seven (7) days of the Special General Meeting.

24.9 If the proposed amendment is approved by the members, the Board shall seek the necessary approval from the Minister in accordance with the School Act regulations

## **25.0 DISSOLUTION OF THE COMPANY**

25.1 The dissolution of the company shall be according to the Companies Act and Memorandum of Association.

## **26.0 GENERAL PROVISIONS**

26.1 In these Articles of Association, unless the context otherwise requires:

- a. 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;
- b. references to persons shall include firms and corporations;
- c. the words "shall" or "must" are to be construed as mandatory; and the word "may" is to be construed as permissive

