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**Fundraising Association for
Nose Creek School (FANS)**

135 Covepark Square N.E., Calgary, AB T3K 5W9

ATTN: Service Alberta Registries
PERSONAL & CONFIDENTIAL
P.O. Box 1007 Stn. Main
Edmonton, AB T5J 4W6

RE: Fundraising Association for Nose Creek School (FANS)
Corporate Access Number: 5010659744
Special Resolution: Notice of Bylaw Change

I hereby certify that a special resolution was passed at a meeting of the members for our Society - **Fundraising Association for Nose Creek School (FANS)** on Tuesday, February 17, 2026. The existing by-laws are to be repealed and replaced with the enclosed amended by-laws.

Date: February 17, 2026

Signature: *Nadine J Guard*

Printed Name: Nadine J Guard

Title: President, Fundraising Association for Nose Creek School (FANS)

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Fundraising Association for Nose Creek School (FANS) Society Bylaws

By-law relating generally to the transaction of the affairs of the Fundraising Association for Nose Creek School (hereinafter called the "Society"), and commonly referred to as "FANS".

IT IS ENACTED as a by-law of the Society as follows:

1. Head Office

The head office of the Society shall be in the City of Calgary, in the Province of Alberta, and at such place the board of directors of the Society may from time to time determine, currently Nose Creek School located at 135 Covepark Square NE Calgary AB T3K 5W9.

2. Board

The affairs of the Society shall be managed by a board of directors (hereinafter individually referred to as a "Director" and collectively referred to as the "Board"), ranging in composition between four (4) and ten (10) members, to hold office until the end of the annual general meeting (AGM) of the Members of the Society after election, at which time the term of office terminates, or until a successor shall have been duly elected and qualified. After each annual election of the Board, that number of Directors shall be fixed for that year so as to enable the determination of quorum and majority.

The entire Board shall be retired at each annual general meeting (AGM) of the Members of the Society but shall be eligible for reelection or reappointment if otherwise qualified. The election at the annual general meeting (AGM) of Members of the Society may be by a show of hands (in person or electronically, depending on the format of the meeting), unless a poll or a ballot is demanded by any Director.

The Members of the Society may, by resolution passed by at least two-thirds (2/3) of the votes cast by the Members at a general meeting, of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the Director's term of office and may, by a majority of the votes cast at that meeting, elect any qualified person instead of such Director, for the remainder of the term.

The office of a Director of the Society shall be vacated if the Director:

- a. becomes bankrupt or is declared insolvent;
- b. becomes of unsound mind; or
- c. Resigns office by notice in writing to the Society. Any Director may resign his/her position by providing a minimum of 60 days written notice to the President and Principal.

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3. Vacancies, Board

Vacancies on the Board, however caused, may, so long as a quorum of Directors remains in office, be filled by the Board from among the Members of the Society, if they see fit to do so. Otherwise, the vacancy shall be filled at the next general meeting of the Members, but if there is not a quorum of Directors, the remaining Directors, shall forthwith call a meeting of the Members to fill the vacancy.

If the number of Directors is increased between the terms, then a vacancy or vacancies to the numbers of the authorized increase shall be deemed to have occurred, which may be filled in the manner provided.

4. Quorum and meeting, Board

A majority of Directors shall form a quorum for the transaction of business. The board may hold its meetings at the head office of the Society or, at any place or places as it may from time to time determine, including a virtual meeting format.

No formal notice of any such meeting is necessary, if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meetings, no notice need be sent.

A meeting of the Board may also be held without notice immediately following the annual general meeting (AGM) of the Members of the Society. Otherwise, notice of meetings shall be emailed to each Director not less than three (3) days before the meeting is to take place.

Meetings of the Board may be formally called by the President, the Vice President or by any one Director, or by the Secretary, on direction of any of these Officers or Directors. The statutory declaration of such a person that notice has been given pursuant to this by-law, shall be sufficient and conclusive evidence of the giving of such notice. The Board may consider or transact any business, either special or general, at any meeting of the Board.

5. Errors in notice, Board

No errors or omissions in giving the notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting. Any Director may, at any time, waive notice of the meeting in any manner, and may ratify and approve of any or all proceedings taken or had at the meeting.

6. Voting, Board

Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chairman of the meeting, being the President or Vice President (if delegated), shall have a second or casting vote. All votes at any such meeting shall be taken by ballot, if demanded by any Director present, but if no demand is made, the votes shall be taken in the usual way by assent or dissent.

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A declaration by the chairman of the meeting, being the President or Vice President (if delegated), that a resolution has been carried, and an entry to that effect in the minutes, shall be admissible in the evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded, in favour of or against such resolution.

7. Action in writing by Directors

A resolution in writing, signed by all the Directors entitled to vote on that resolution, at a meeting of Directors, is as valid as if it had been passed at a meeting of the Directors.

8. Powers of Directors

The Board shall have full power with respect to all affairs of the Society and subject to the provisions of paragraph 44 (entitled "Amendment") and the provisions of the *Societies Act* (Alberta), no by-law or resolution passed or enacted by the Board or any other action taken by the Board, requires confirmation or ratification by the Members of the Society in order to become valid or to bind the Society.

Without limiting the generality of the powers of the Board, as set out in this paragraph, the Board shall have the power to pass, without any confirmation by the Members, all necessary rules and regulations related in any way to the operations of the Society including, without limitation, conduct of Members, rules of order for meetings and all other aspects of operation, occupation and leasing of the premises of the Society.

9. Borrowing powers

The Society, nor the Board of Directors on behalf of the Society, do not have the power or ability to borrow money.

10. Delegation

The Board may from time to time delegate to a committee of the Board, or a Director of the Society, or any other person as may be designated by the Board, all of any of the powers conferred on the Board by paragraph 9 (entitled "Borrowing Powers") or by any applicable statutory enactment to such extent and in such manner as the Board may determine at the time of such delegation.

11. Remuneration of Directors

The Directors shall receive no remuneration for acting as Directors, but shall be entitled to compensation for any expenses incurred by them, upon proof of such expenses.

12. Committees

The Board may appoint such committees as it, from time to time, considers advisable. Each committee shall include the President or Vice President (if delegated), in all meetings of the committee.

13. Power of committees

No committee shall have the power to act for or on behalf of the Society, or otherwise commit or bind the Society, to any course of action. Committees shall only have the power to make recommendations to the Board or to the Members, as the Board may from time to time direct.

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14. Membership on committees

Members of committees shall be appointed by, and hold office at the pleasure of, the Board.

15. Reports of committees

Each committee shall submit to the Board such reports, as the Board may from time to time request, but in any event, each committee shall prepare and present updates at all scheduled meetings of the Members of the Society, in addition to providing written updates, as directed by the Board.

16. Officers of the Society

There shall be a President, a Vice President, a Secretary and a Treasurer, and such other Directors as may be appointed by the Board, or voted in by Members of the Society, if determined by the Board, from time to time.

All the other Directors shall either be appointed by the Board, at the first meeting of the Board after the election of Directors, or voted in by Members of the Society at the election, if determined by the Board.

- a) Fundraising Director
- b) AGLC Director

Provided that in default of such election, the then incumbents shall hold office until their successors are elected. Any vacancy in Directors shall be filled by the Board, appointing a replacement forthwith after the creation of the vacancy.

17. Duties of President and Vice President

The President shall when present, preside at all meetings of the Members of the Society and the Board. The President, subject to the authority of the Board, shall have general supervision of the Society. The President, with the Secretary or other Director appointed by the Board for the purpose, shall sign all by-laws. The President and Vice President will be authorized as a signing authority on the Society's bank account(s). The President shall be, ex officio, a member of all committees. The President shall perform such other duties as may be required, from time to time as determined by the Board.

During the absence or inability of the President, the President's duties and powers may be exercised by the Vice President, or such other Director as the Board may from time to time appoint for the purpose, and if the Vice President or such other Director shall exercise any such duty of power, the absence or inability of the President shall be presumed with reference to it.

18. Duties of Secretary

The Secretary shall be clerk of the Board who shall:

- A. attend all meetings of the Board and the Members of the Society and keep accurate minutes of all proceedings in the books kept for the purposes;
- B. give all notice required to be given to Members and to Directors;
- C. have charge of the seal of the Society, which seal whenever used shall be authenticated by the signature of a Director of the Society;
- D. be the custodian of all minutes, books, papers, records, contracts and other documents belonging to the Society which shall be delivered up only as required under paragraph 26

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- (entitled "Books, records and reports"), or when authorized by a resolution of the Board, and to such person or persons as may be named in the resolution; and
- E. perform such other duties as may from time to time be determined by the Board.

The Secretary shall be in charge of all the minutes of proceedings correspondence of the Society, and be under the direction of the President of the Board.

The Secretary shall also keep a record of all the Members of the Society and their addresses, send all notices of the various meetings as required, and shall collect and receive the annual dues, assessments, or membership fees, if any, levied by the Society, such monies to be promptly turned over to the Treasurer.

19. Duties of Treasurer

The Treasurer shall:

- A. keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account, and shall deposit all monies or other valuable effects in the name and to the credit of the Society, in such bank or banks as may from time to time be designated by the Board.
- B. be authorized as a signing authority on the Society's bank account(s);
- C. disburse the funds of the Society under the direction of the Board, take proper documentation for the funds and shall render to the Board, at its regular meetings or whenever required, an account of all transactions as Treasurer, and of the financial position of the Society; and
- D. perform such other duties as may from time to time be determined by the Board.

20. Past President (Optional)

The Past President of the Parent Society (CHEFS) will:

- A. Serve in an advisory capacity to the new Society;
- B. Act in the absence of both the President and Vice-President

21. Duties of other Officers

The duties of all other Officers of the Society shall be such as the terms of their engagement calls for, or the Board requires of them.

Fundraising Director

The Fundraising Director will have the following responsibilities:

- A. oversee and coordinate all fundraising activities of the Society;
- B. chair or assist on committees as required;
- C. works with the School Council in setting up realistic and proper fundraising projects;
- D. assist the Treasurer in tabulating money received from fundraising events throughout the year and to keep a record of those funds to assist in the preparation of the Annual Auditor's Report;
- E. provide the Treasurer with documentation to support the amount of money remitted;
- F. to ensure that all monies are remitted and forms sent to the Fundraising companies used throughout the year; and
- G. carry out other duties assigned by the Board.

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AGLC Director

The AGLC Director shall have the following responsibilities:

- A. ensures compliance with licensing conditions and works in conjunction with AGLC to maintain (or obtain, if necessary) a gaming license for the province of Alberta;
- B. ensures proper Use of Proceeds from AGLC;
- C. assists Treasurer, if needed, with the annual AGLC filing and reporting requirements;
- D. primary contact for volunteers for all AGLC initiatives and related shifts - for Casinos or if utilizing, Bingos;
- E. If required, set-ups Raffles (less than \$20,000) and ensures compliance with 60 day filing/reporting requirements.

22. Manager

The Board may from time to time appoint a Manager, and may delegate to that person the authority to manage and direct the affairs and offices of the Society, as the Board may from time to time determine (except for the matters and duties as must, by law, be transacted or performed by the Board or by the Members). The Manager shall report on the affairs of the Society, as may be required from time to time by the Board.

23. Execution of documents

Contracts, instruments and other documents evidencing commitments or obligations of the Society shall be signed by the President, or another Director, as appointed in writing by the President.

24. Trustees

The Board may by resolution, appoint Trustees to hold the property of the Society in trust for the Society and may determine the terms of any such trust. Any persons authorized by the Board to do so, may execute any such trust agreement on behalf of the Society.

25. Conflict of interest

A Director who is a party to, or who is a Director of, or has a material interest in any person who is a party to a material contract or proposed material contract with the Society, shall disclose the nature and extent of his interest at the time and in the manner provided by any applicable statutory enactment.

Any such contract is one that in the ordinary course of the Society's affairs would not require approval by the Board or Members. If such person is a Director, he shall not vote on any resolution to approve any such contract or proposed contract.

26. Books, records and reports

The Board shall see that all necessary books and records of the Society required by the by-laws of the Society or by the *Societies Act* (Alberta), are regularly and properly kept.

The books, accounts and records of the Society shall be audited at least once a year by a duly qualified accountant appointed by the Board, such accountant permitted to be either independent, or a Member of the Society. A complete and proper statement of the standing of the books for the previous year, shall be submitted by such auditor at the annual general meeting (AGM) of the Members of the Society.

The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the Director having charge of the same. Each member of the Board shall at all times have access to such books and records.

27. Fiscal year

The fiscal year of the Society in each year shall end on such day, as may be determined by the Board.

28. Members

There shall be one class of Members.

29. Membership

Membership, together with any membership application or other membership forms, shall be determined for such period and in such form as may be determined by the Board from time to time.

Any person being of the full age of 18 years and who completed a membership application form (if any), pays the membership fee (if any), AND who meets at least one of the following criteria may become a Member of the Society:

- A. the person has one or more children either in attendance or registered for attendance at Nose Creek School;
- B. the person is employed in an administrative, teaching or support staff role at Nose Creek School.

30. Rights of Members

Members shall be entitled to notice of, to attend at and vote at any annual, general or special meeting of the Members of the Society.

31. Removal of and withdrawal by Members

Subject to the requirements of any applicable statutory enactment respecting procedural fairness, any Member may be removed as a Member upon resolutions passed by a two-thirds ($\frac{2}{3}$) majority vote of the Directors present and voting at a meeting of the Board called for that purpose.

Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any Member is in arrears for fees, if any, for any year, such Member shall be automatically suspended at the expiration of the six (6) months from the end of such year and shall thereafter, be entitled to no membership privileges or powers in the Society until reinstated through the payment of all delinquent and current fees AND the approval of the Board.

32. Annual, general and special meetings of Members

The annual or any special or general meeting of the Members, shall be held at the head office of the Society, virtually, or elsewhere in Alberta, as the Board may determine and on such day as the Board shall appoint.

At the annual general meeting (AGM) meeting of Members of the Society, there shall be an election by the Members, for the Board and Directors of the Society. During the election of the Directors, a secret

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ballot is needed when two or more people are nominated for the same position. If there is only one person nominated, the position may be filled by acclamation. In addition, at every annual general meeting (AGM) of the Members of the Society, in addition to any other business that may be transacted, the annual report of the Board, the financial statements and report of the auditors shall be presented.

The Board, or the President, or the Vice President shall have the power to call, at any time, the annual or any general meeting of the Members of the Society. Notice of the time and place of every such meeting, shall be given to Members by posting notice of the time and place of such meeting (i) in the Nose Creek School Council newsletter; (ii) on a public bulletin board within the Nose Creek School; (iii) by email at least five (5) days or more before the time fixed for the holding of the annual or general meeting.

Special meetings of the Members of the Society may be called at any time by the Secretary, upon receipt by him/her of a petition signed by one-third ($\frac{1}{3}$) of the Members in good standing setting forth the reason for calling such meeting, or upon the instruction of the President or the Board. Notice of the time, place and reason for such special meeting shall be given to Members by posting notice of the time and place of such meeting (i) in the Nose Creek School Council newsletter; (ii) on a public bulletin board within the Nose Creek School; (iii) by email at least five (5) days or more before the time fixed for the holding of the annual or general meeting.

33. Fees

Each Member shall pay the membership fees, if any, as shall be determined, from time to time by the Board.

34. Error or omission in notice

No error or omission in giving the notice of an annual, general or special meeting, or any adjourned meeting, whether annual, general or special meeting of the Board or Members of the Society, shall invalidate the meeting or invalidate or make void any proceedings taken at it and any Member or Director may, at any time, waive notice of any of these meetings, and may ratify any proceedings of the meeting.

For the purpose of sending notice to any Director and for the purpose of sending any supplemental notice to any Member of any meeting or otherwise, the address of any Director or Member shall be at the persons' last address and other contact information as recorded on the books of the Society.

35. Adjournments

Any meetings of the Members of the Society or the Board may be adjourned to any time and from time to time, and the business may be transacted at the adjourned meeting, as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of an adjournment. The adjournment may be made in spite of no quorum being present.

36. Quorum of Members

A quorum for the transaction of business at any meeting of Members, shall consist of at least six (6) Members present in person or represented by proxy.

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37. Voting of Members

Each Member shall, at all meetings of Members, be entitled to one vote and may vote by proxy. Such proxy need not be a Member, but before voting the proxy shall produce and deposit with the Secretary, sufficient appointment in writing from such person's constituent or constituents.

At all meetings of Members every question shall be decided by a majority of the votes, of the Members present and voting in person, or represented by proxy, unless otherwise required by the by-laws of the Society or by law. Every question shall be decided in the first instance by a show of hands, unless a poll is demanded by any Member.

Upon a show of hands, every Member shall have one vote, and unless a poll is demanded, a declaration by the President or Vice President (if delegated), as the chairman 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 admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes accorded, in favour of or against the resolution.

The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present in person, or by proxy, and the poll shall be taken in such manner as the President or Vice President (as delegated), as the chairman of the meeting, shall direct and the result of the poll shall be deemed the decision of the Members upon the matter in question.

In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President or Vice President (if delegated), as the chairman of the meeting, shall be entitled to a second or casting vote.

38. Banking

All cheques, bills or exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by the President, Vice President or Treasurer, of the Society and in the manner as shall from time to time be determined by resolution of the Board, and any one of the Board may alone endorse notes and cheques for deposit with the Society's bankers for the credit of the Society.

Any one of the Board appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers, and sign all bank forms, or settlement of balances and release or verification slips.

39. Deposit of securities of safekeeping

The securities of the Society shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board.

Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Society signed by the President, Vice President or Treasurer of the Society, and in the manner as

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shall from time to time be determined by resolution of the Board and the authority may be general or confined to specific instances.

The institutions which may be selected as custodians of the Board shall be liable for the due application of the securities so withdrawn from deposit or the proceeds of them.

40. Notice

A notice or other document sent by post shall be held, to be sent at the time when it was deposited in a post office, shall be held to be sent when it was transmitted. Any person entitled to receive any notice may waive in any manner the notice either before or after the meeting to which the notice refers.

41. Limitation of liability

Every Director of the Society in exercising his/her powers and discharging his/her duties, shall act honestly and in good faith with a view to the best interests of the Society, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no Director shall be liable for the acts, receipts, neglects or defaults of any other Director, or employee, or for joining in any receipt or other act for conformity or for any loss, damage or expense happening to the Society, through 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 judgement or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto, provided that nothing herein shall relieve any Director from the duty to act in accordance with any applicable statutory enactment or from liability for any breach thereof.

42. Indemnity

Subject to any applicable statutory enactment, the Society shall indemnify a Director, a former Director, or a person who acts or acted at the Society's request as a Director of a body corporate, of which the Society is or was a shareholder or creditor, and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director of the Society or such body corporate, if:

- A. he/she 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, he/she has reasonable grounds for believing that his/her conduct was lawful.

The Society may also indemnify such person in such other circumstances, as any applicable statutory enactment or law permits. Nothing in this by-law shall limit the right of any person entitled to indemnity apart from the provisions of this by-law.

43. Limit on distribution of income or property to Members

No income or property of the Society shall be distributed to a Member.

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44. Amendment

The Board may, by special resolution, amend, repeal or re-enact any by-law of the Society and any amendment, repeal or re-enactment, unless in the meantime confirmed by a majority of the votes, cast by the Members at a general meeting of the Members called for that purpose.

As per Section 15 of Societies Act (Alberta), the bylaws of a society shall not be rescinded, altered or added to except by special resolution of its members. Society bylaw amendments do not take effect until they have been registered by the Registrar of Corporations.

Definition of a Special Resolution as per Section 1(d) states:

- I. a resolution passed
 - A. at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - B. by the vote of not less than 75% of those members in attendance who, if entitled to do so, vote in person or by proxy.
- II. 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, or
- III. a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

45. Disputes

Any unresolved disputed of the Directors, the Members or between the Directors and the Member(s), if not otherwise settled, shall be next referred to an arbitrator and the arbitration shall take place pursuant to the *Arbitration Act* (Alberta) and the rules and procedures under that Act, as selected or established by the arbitrator shall govern. The decision of the arbitrator shall be final and binding on the parties involved.

46. Dissolution and Winding-up

The dissolution and/or winding-up of the Society shall be in accordance with the *Societies Act* (Alberta), except that any remaining assets of the Society shall be disposed of either to (i) the Calgary Board of Education; or (ii) another not-for-profit entity or charitable organization, in either case as may be determined by resolution of the Directors.

**SPECIAL RESOLUTION OF SOCIETY BYLAW AMENDMENTS for FUNDRAISING
ASSOCIATION FOR NOSE CREEK SCHOOL (FANS)**

These Bylaws were adopted by a majority of the Members in attendance at our February 17, 2026 General Meeting, as a special resolution, and are certified to be in force following approval by Corporate Registries Alberta, under the Societies Act.

Corporate Access Number: 5016591744

Incorporated On: 2012/02/09

Date: February 17, 2026

Nadine J Guard

President's Name

Nadine J Guard

President Signature

Sarah White

Secretary's Name

[Signature]

Secretary Signature

Cheryl Ehret

Witness Name

Cheryl Ehret

Witness Signature

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