

The Constitution of the Medicine Hat Catholic Schools' Education Foundation

Article I – Name

The name of the organization shall be the Medicine Hat Catholic Schools' Education Foundation. Hereafter referred to as the Education Foundation.

Article II – Purpose

The purpose of the Education Foundation is to enhance Catholic Christian leadership in the schools and communities within the Medicine Hat Catholic School Division

Objectives:

1. To establish an education trust, grants from which can be allocated to programs and projects that enhance Catholic Christian leadership.
2. To provide for scholarships to students.
3. To encourage, foster, and develop among its members a recognition of the importance of education leadership.
4. To encourage and promote educational and associated activities for the betterment of learning Catholic Christian leadership skills.

Article III – Ethics

The work of the Education Foundation shall be carried on without purpose of gain for its members, and any profits or other gains to the Education Foundation shall be used in promoting its purpose.

Article IV – Committee of Directors

Membership

1. Any Catholic person being of the full age of 18 years, may become a member by a favourable vote passed by a majority of members at a regular meeting of the Foundation.
2. There shall be no membership fee.
3. The membership of the Foundation shall include the Chairman and members of the Board of Directors and all registered members.
4. Any member wishing to withdraw from membership may do so upon written notice to the Secretary of the Board.

5. Any member, upon a two-thirds vote of all members of the Society in good standing, may be expelled from membership for any cause that the Foundation may deem reasonable.
6. Membership must be suggested to the Chairman of the Foundation.

Committee of Directors shall mean the Committee of Directors of the Foundation.

The Committee shall consist of the following:

- Seven community members
- One trustee to be appointed by the Medicine Hat Catholic Board of Education
- Secretary-Treasurer of the Medicine Hat Catholic Board of Education

The initial terms will be:

4 – three-year term

3 – two-year term

Subsequent to the initial terms, appointments will be for three years. Wherever possible at least once member of the Committee of Directors will be from the Bow Island area.

A person appointed or elected a Director becomes a Director if they are present at the meeting when being appointed or elected and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director.

Article V – Organizational Structure

A Chairman of the Committee or Directors shall be elected annually by a majority of the total membership of the Committee of Directors. It shall be the duty of the Chair to preside at meetings of the Committee of Directors and to perform such other duties as ordinarily pertain to this office.

A Vice-Chair of the Committee of Directors shall be elected annually by a majority of the total membership of the Committee of Directors. It shall be the duty of the Vice-Chair to preside at meetings of the Committee of Directors in the absence of the Chairman and to perform such other duties as ordinarily pertain to this office.

Article VI – Meetings

Annual General Meeting

The Annual General Meeting of the Education Foundation, which shall be open to the public, shall be held no later than December 31 of each year in which the Education Foundation is entitled to operate.

The notice of the Annual General Meeting will be given not less than 21 days prior to the holding of the meeting. The notice of the Annual General Meeting shall be published in church bulletins and school newsletters.

Regular Meetings

Regular meetings of the Education Foundation shall be called according to the wishes of a majority of members of the Committee of Directors. Formal written agendas will be provided to each member at least four days prior to each meeting.

Special Meetings

Special Meetings of the Education Foundation may be held at the call of the Chairman and in the absence of the Chair at the request of the Vice-Chair or any two Directors, with at least four days notice.

Article VII – Proceedings at Meetings

Quorum

Except where otherwise provided a quorum for all meetings shall consist of a majority of directors.

Chairing of Meetings

The Chairman of the Committee of Directors, or in the absence of the Chair, the Vice-Chair, shall preside at every meeting of the Foundation. If neither the Chairman nor the Vice-Chair is present at the time appointed for the meeting, the members present shall choose one of their number to chair such meeting.

Voting

Each member shall have one vote, and all votes shall be given personally. A simple majority shall decide the decisions of the Committee.

Mode of Voting

Questions arising at any meeting shall be decided by a majority of votes.

At each meeting, every question shall be decided in the first instance by a show of hands, unless more than 50% of the members present vote in favour of a vote by ballot, before the declaration of the result of the show of hands.

Article VIII – Proceedings of Directors

The Directors may meet, adjourn, and otherwise regulate their meetings, as they shall decide.

The Secretary-Treasurer will record and maintain the minutes and records of the Foundation. Any Director of the Foundation may have access to the minutes and records of the Foundation during regular office hours of the Secretary-Treasurer.

The directors shall have the authority to establish policy and procedural bylaws for the operations of the Education Foundation.

Article IX – Indemnity and Protection of Directors

Each and every Director shall be deemed to have assumed office on the express condition that the Director, the Director's heirs, executors, administrators and estate respectively shall at all times be indemnified and saved harmless out of the funds of the Medicine Hat Catholic Board of Education against all damages, costs, charges, and expenses whatsoever, which such Director sustains or incurs in any action or proceedings which is brought or prosecuted against the Director in respect of any act or matter done or permitted by the Director in the execution of the duties of the Director's office and also all costs, charges, and expenses which the Director may sustain or incur in relation to the affairs of the Foundation except such damages, costs, charges, and expenses as are occasioned by his own fraud, dishonesty, willful neglect or default.

Article X – Finances

The Secretary-Treasurer shall deposit all funds of the Foundation in trust in a bank or credit union to be named by the Committee of Directors.

Officers having charge or control of funds shall be bonded for the safe custody of the funds of the Foundation, with the cost of the bond to be paid by the Medicine Hat Catholic Board of Education.

The custody and use of the corporate seal of the Foundation shall be the responsibility of the Secretary-Treasurer.

The signing officers of the Foundation will be the Secretary-Treasurer and Chair or Vice-Chair.

The audit of all financial accounts of the Foundation will be completed annually.

Article XI – Constitution Amendment

The constitution may be amended, added to and/or rescinded at any meeting by special resolution of the Foundation approved by not less than two-thirds of all directors, provided that

notice of such proposed change shall have been mailed to each Director at least 21 days before such meeting.

All changes to this constitution shall be submitted to the Medicine Hat Catholic Board of Education for information at least 21 days prior to adoption by the Foundation.

Article XII – Record Keeping

The minutes of all meetings and the record of transactions shall be kept at the Medicine Hat Catholic Board of Education – Catholic Education Centre.

Article XIII – Dissolution

If at any Annual Meeting of the society a resolution for dissolution of the Society shall be passed by two-thirds majority of members present, the Directors shall proceed to realize the property of the Society, and thereafter discharge all of the liabilities of the Society to determine overall equity. That equity shall be paid to an organization, approved by the Directors that will serve to benefit educational opportunities for targeted groups in Medicine Hat.

DATED AT MEDICINE HAT, ALBERTA, THIS _____ DAY OF _____, A.D. 2005.

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