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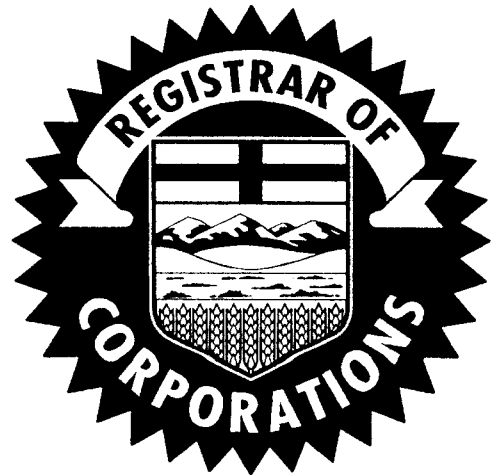
CERTIFICATE

The Registrar of Corporations for the Province of Alberta, Canada, certifies that the documents annexed to this certificate, and relating to

**- DR. E. P. SCARLETT PARENTS' AND ALUMNI ASSOCIATION
"FRIENDS OF SCARLETT" -**

are true and accurate copies of documents which are on the file maintained in this office.

GIVEN UNDER HIS SEAL of office in the Province of Alberta, this twenty-fourth day of
November, 2010





Corporate Access Number

504759648

CERTIFICATE OF STATUS

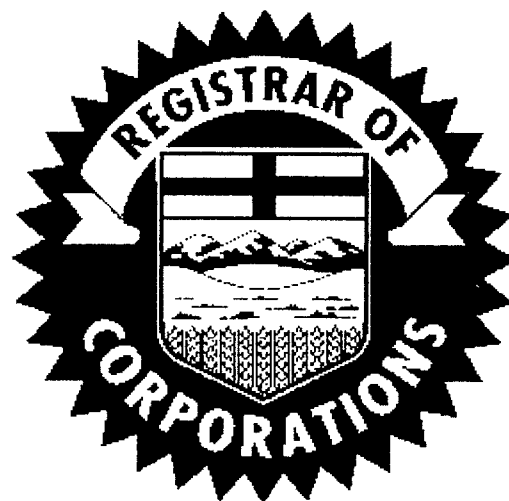
Form 32

I CERTIFY THAT ACCORDING TO THE OFFICIAL RECORDS OF THE CORPORATE
REGISTRY

DR. E.P. SCARLETT PARENTS' AND ALUMNI ASSOCIATION "FRIENDS OF SCARLETT"
INCORPORATED IN ALBERTA ON 1990/12/03
IS AS OF THIS DATE A VALID AND SUBSISTING CORPORATION.

GIVEN UNDER MY SEAL OF OFFICE IN THE PROVINCE OF ALBERTA.

DATED: 2011/02/08



DR. E.P. SCARLETT PARENTS' AND ALUMNI ASSOCIATION
"FRIENDS OF SCARLETT"

BY-LAWS

ARTICLE I
DEFINITIONS

1.01 Definitions

In these Bylaws, the following terms have the meanings below:

- (a) "Act" means the Alberta Societies Act;
- (b) "Association" means the Dr. E. P. Scarlett Parents' and Alumni Association "Friends of Scarlett";
- (c) "Board of Directors" means the Executive members elected pursuant to section 3.01;
- (d) "Members" means all persons described in Section 2.01(a);
- (e) "Officers" means the Members that occupy the offices of Chairperson, Vice-Chairperson, Secretary, Treasurer and Casino Coordinator;
- (f) "Parents" means the parents, guardians or legal custodians of students enrolled in the School;
- (g) "Principal" means the principal of Dr. E.P Scarlett High School as defined in the Alberta School Act and the Regulations;
- (h) "School" means Dr. E.P. Scarlett High School;
- (i) "School Year" means the period September 1 of a year to August 31 of the next year;
- (j) "School Council" means the Dr. EP Scarlett High School School Council established pursuant to the Alberta School Act;
- (k) "Special Resolution" means a special resolution as defined in the Act and includes a resolution passed at a general meeting of the Members of which not less than 21 days' notice has been duly given specifying the intention to propose the resolution, by a vote of not less than 75% of those Members who, if entitled to do so, vote on the resolution.



ARTICLE 2
FRIENDS OF SCARLETT MEMBERSHIP AND DUTIES

2.01 Membership

- (a) Membership of the Association shall be made up of the Parents, Students, and Staff of the School.
- (b) A Member is disqualified if that person no longer meets the qualifications of the By-laws. A Member may withdraw by notice in writing to the Chair or, if the withdrawing Member is the Chair, by notice in writing to the Vice Chair. A Member who, in the opinion of the Board, has conducted him or herself in gross disregard of the interests of the Association, may be expelled by a Special Resolution of the Members provided that the Member has been notified in writing at least 21 days in advance of the meeting to remove him or her, and is afforded the opportunity to be heard at the meeting.
- (c) Each Member present at any meeting of Members will have one equal vote.

ARTICLE 3
BOARD OF DIRECTORS

3.01 Number, Qualification and Term

The Association shall have not less than five (5) and up to nine (9) Directors who must be Parents, and who shall be elected by the Members at the Annual General Meeting. A Director's term shall commence upon election and continue for one year or until a successor is elected or appointed.

3.02 Powers of the Board

Subject to these by-laws or directions given by the vote of Members at a meeting properly called and constituted, the Board of Directors shall have all power to manage the affairs of the Association and may delegate any of its powers to the Officers or Committees appointed by the Association. The Board of Directors shall, insofar as is reasonably practicable, ensure that the Association's activities are conducted in cooperation with other interested stakeholders of the School including the School Council.

3.03 Disqualification

A Director is disqualified if that person is no longer a Parent.

3.04 Withdrawal

A Director may withdraw by notice in writing to the Chair or, if the withdrawing Director is the Chair, by notice in writing to the Vice-Chair.

3.05 Removal

The Members may, by Special Resolution, remove any Director, provided that the Director has been notified at least 21 days in advance of the meeting to remove him or her, and is offered the opportunity to be heard at the meeting.

3.06 Vacancies

A vacancy on the Board of Directors caused by the death, resignation or removal of a Director or the failure of the Members to elect the requisite number of Directors, may be filled by a person appointed by resolution of the Board of Directors, to hold office until the next Annual General Meeting.

3.07 Offices

The Board of Directors shall include the following Officers:

- (a) Chair (who shall be the same person elected as Chair of the School Council);
- (b) Vice-Chair;
- (c) Secretary;
- (d) Treasurer (who shall be the same person elected as Treasurer of the School Council);
- (e) Casino Coordinator; and
- (f) such other officers as may be determined by the association from time to time.

ARTICLE 4 **DUTIES AND RESPONSIBILITIES OF THE DIRECTORS**

4.01 Duties of the Chair

Unless otherwise determined by the Board of Directors, the Chair shall have the following duties:

- (a) preside, when present, at all meetings of the Board of Directors;
- (b) have general supervision of all activities of the Association;
- (c) be the official spokesperson of the Association; and
- (d) oversee the completion and filing of all government filings and submissions as required by law.

4.02 Duties of the Vice-Chair

Unless otherwise determined by the Board of Directors, the Vice-Chair shall have the following duties:

- (a) assist the Chair and undertake tasks assigned by the Chair;
- (b) in the absence of the Chair, supervise the affairs of the Association and preside at any meetings of the Board of Directors or Members.

4.03 Duties of the Secretary

Unless otherwise determined by the Board of Directors, the Secretary shall have the following duties.

- (a) cause accurate minutes to be kept of all meetings of the Board of Directors, of any Committees and of Members;
- (b) have charge of all the correspondence and official records of the Association;
- (c) maintain a dated record of all the Directors of the Association and their addresses; and
- (d) cause notices of Board of Directors and Member meetings to be given in accordance with these Bylaws.

4.04 Duties of the Treasurer

Unless otherwise determined by the Board of Directors, the Treasurer shall have the following duties:

- (a) be responsible for the deposit of all moneys paid to the Association in whatever bank, trust company, credit union or treasury branch the Board of Directors may order;
- (b) properly account for funds of the Association and keep such books as may be directed; and
- (c) compile a financial statement for the Association required to be filed with the Annual Return under the Act and any other legislation.

4.05 Duties of the Casino Coordinator

Unless otherwise determined by the Board of Directors, the Casino Coordinator shall have the following duties:

- (a) coordinate all aspects of the fundraising Casino event;
- (b) organize and coordinate Casino licensing requirements;
- (c) organize and coordinate the necessary Casino volunteers;
- (d) act as the official Casino contact for the Association; and

- (e) regularly update the Board of Directors on the status of Casino associated activities.

ARTICLE 5
MEETINGS OF THE BOARD OF DIRECTORS

5.01 Place of Meetings

Regular and special meetings of the Board of Directors shall ordinarily be held at the School unless the Board resolves otherwise.

5.02 Calling of Meetings

The Board of Directors shall ordinarily meet on the same date of each month as the School Council regular meeting unless otherwise specified by the Chairperson. Notice of such regular meetings for the year may be given to the Directors at the September meeting and no further notice will be required. Other meetings of the Board of Directors may be held at such times as may be called by the Chair, upon at least seven (7) days notice to the Directors in the manner set out in section 8.01. The Chair must ensure that a meeting of the Board of Directors is held within fourteen (14) days after receipt of a written request for a meeting signed by at least one-half of the Directors then in office.

5.03 Quorum

The quorum for any meeting of the Board of Directors shall be a majority of the number of Directors then in office.

5.04 Meeting Agenda

The agenda for any meeting of the Board of Directors shall be set by the Chair. Notwithstanding this, any Member may request an item be discussed at a meeting and such item will be considered by the Board of Directors at that meeting. All Members shall make reasonable efforts to advise the Chair, one week in advance, of any matters proposed to be raised at a meeting.

5.05 Resolutions

Matters to be decided by a vote of the Directors at a meeting at which there is a quorum, shall be decided by a majority of positive votes of the Directors actually in attendance at the meeting. Each Director shall have one vote. A Director may abstain from voting. The Chair shall not have a deciding vote.

5.06 Attendance at Board of Directors Meetings

At the discretion of the Board of Directors, Members and other interested stakeholders will be welcome to attend meetings. Matters of confidentiality shall determine the appropriateness of such attendance.

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5.07 **Telephone Meetings**

Directors may participate in a meeting of the Board of Directors or a committee of the Board of Directors, or such meeting may be held by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and the Directors participating by those means are deemed to be present at the meeting.

ARTICLE 6
COMMITTEES

6.01 **Committees**

The Board of Directors may appoint committees consisting of Members and others from the school community with either delegated powers or advisory responsibilities.

ARTICLE 7
MEETINGS OF MEMBERS

7.01 **Annual General Meeting**

Unless otherwise determined by the Members, every year, the Association shall hold an Annual General Meeting in May upon notice to the Members of at least twenty-one (21) days given in the manner set out in section 8.01. The business to be transacted at the Annual General Meeting shall include:

- (a) election of Directors and the Auditor for the ensuing year.
- (b) presentation of a report on the finances of the Association and the audited financial statement for the previous year.

7.02 **Other Meetings**

Special general meetings of the Members may be called at any time by the Chair and notice of such meeting shall be given in accordance with section 8.01. A special meeting of the Members shall be called by the Chair upon receipt of a written request setting forth the reasons for calling a special meeting and signed by not less than a quorum of Members.

7.03 **Quorum for Meetings of Members**

Five Members shall constitute quorum at any meeting of the Members.

7.04 **Resolutions at Meetings of Members**

Matters to be decided by a vote of the Members at a meeting at which there is a quorum (other than a Special Resolution), shall be decided by a majority of positive votes of the Members actually in attendance at the meeting. A Member may abstain from voting. Voting by proxy shall not be permitted. The Chair shall not have a deciding vote.

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ARTICLE 8 **NOTICES**

8.01 Time and Method of Notice

Except as otherwise specified in these By-laws or in the Act, it is expected that at least seven (7) days prior notice will be given for all meetings of the Board of Directors or the Members and that all notices of meetings shall be communicated by one or more of the following means:

- (a) posted on the School web site;
- (b) printed in the School newsletter; or
- (c) communicated through any electronic mail or School telephone or computer network system.

8.02 Failure of Notice

Neither the failure to provide a notice to any particular Member or Director, nor any defect in any notice nor the failure of any particular person to actually receive such notice, shall affect the sufficiency of the notice given to the other Members or Directors nor the validity of the business transacted at such meeting.

8.03 Waiver of Notice by Director

A Director may waive notice of a meeting of the Board of Directors in writing before or after the meeting and may ratify, approve and confirm any proceedings taken at such meeting. A Director present at a meeting of the Board of Directors is deemed to have waived notice thereof except where the Director attends the meeting for the express purpose of objecting to the transaction of any business at that meeting on the grounds that the meeting was not lawfully called.

ARTICLE 9 **GENERAL**

9.01 Signing Authority

Any two (2) Directors, together, are authorized to sign cheques or execute agreements on behalf of the Association and the Board of Directors may, from time to time by resolution, appoint any additional signing authorities for specific purposes.

9.02 Fiscal Year

Unless changed by resolution of the Members, the fiscal year of the Association shall be from September 1 to August 31 in each year.

9.03 Seal of the Association

The Association will not have a corporate seal.

9.04 Borrowing Powers

The Association will not have the power to borrow money.

9.05 Audit

The books, accounts and records of the Association shall be audited annually by a professional accountant or by two Members, neither of whom shall be a Director or other Member having signing authority for the Association. The Auditor(s) will ordinarily be elected by the Members at the Annual General Meeting. A complete and proper statement of the standing of the books shall be submitted by the Auditor at the next Annual General Meeting.

9.06 Records of Association Meetings

The Secretary shall maintain records containing the minutes of all meetings, resolutions, and correspondence of the Board of Directors, any committee of the Board of Directors and of the Members. Such records shall be available for inspection by any Member at all reasonable times upon giving reasonable notice to the Secretary and the Treasurer. All records of the Association will be stored at the School.

9.07 Remuneration

No Director, Officer or Member shall receive any remuneration for his or her services as such and no part of the income or property of the Association shall be paid to or otherwise made available for the personal benefit any Director, Officer or Member; provided however, that a Director, Officer or Member may be reimbursed by the Association for reasonable expenses incurred on behalf of the Association.

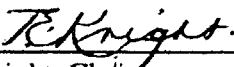
9.08 Wind-up or Dissolution

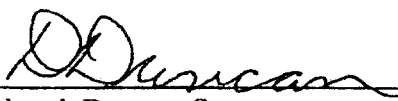
Upon the wind-up or dissolution of the Association, any assets of the Association remaining after payment of its debts and liabilities shall be distributed to the School or to another school in the Calgary Board of Education, or to a registered charity having objects or purposes consistent with those of the Association.

9.09 Effective Date and Amendments

These By-laws and any amendments to these By-laws will only be effective if approved by a Special Resolution of the Members and registered by the Registrar of Corporations under the Act.

These By-laws were approved by a Special Resolution of the Members of the Dr. E.P. Scarlett Parents' and Alumni Association "Friends of Scarlett" on the 14th day of September 2009.


Terry Knight, Chair


Deborah Duncan, Secretary