

CORPORATE ACCESS NUMBER: 508736923



SOCIETIES ACT

**CERTIFICATE
OF
INCORPORATION**

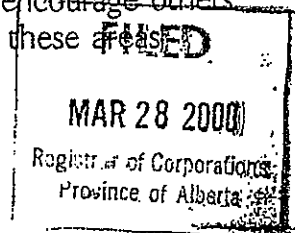
**NORTHERN ALBERTA READING SPECIALISTS' COUNCIL
WAS INCORPORATED IN ALBERTA ON 2000/03/28.**



The Societies Act
APPLICATION

We, the undersigned, hereby declare that we desire to form a Society under The Societies Act, R.S.A. 1980 and that:

1. The name of the Society is NORTHERN ALBERTA READING SPECIALISTS' COUNCIL.
2. The activities of the Society are to be chiefly carried on in Edmonton, Alberta.
3. The objects of the Society are to:
 - a) Promote the significance of reading within a language arts curriculum;
 - b) Stimulate and promote research in the area of reading-language;
 - c) Provide opportunities for reading specialists to meet, to socialize, and to discuss questions/issues affecting their professional role/interests;
 - d) Provide education in the area of professional development for reading specialists;
 - e) Disseminate information about issues in reading-language to a concerned public;
 - f) Initiate and to support efforts for the betterment of reading-language, teaching and learning;
 - g) Maintain an audiotapes/videotapes library.
 - h) Provide all necessary equipment and furniture for carrying on its various objects.
 - i) Acquire lands, by purchase or otherwise, so as to provide a center and suitable meeting place for the various activities of the Society in the community.
 - j) Encourage, foster and develop among its Members and the public a recognition of the importance of reading.
 - k) Sell, manage, lease, mortgage, dispose of or otherwise deal with the property of the Society.
 - l) Publish works to promote reading-language skills, and to encourage others to carry on research into the betterment of education in these areas generally;



- m) Obtain and maintain affiliations with national or international entities or groups including but not limited to the International Reading Association, which have objects or purposes similar to the above-noted objects.

DATED at the City of Edmonton, in the Province of Alberta, this 8th day of December A.D. 1999

AND SIGNED BY THE FOLLOWING

WITNESS

DIANNE G. CHRISTIANSON
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EDMONTON, AB
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Judith Moen
JUDITH MOEN

Jan Coles
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~~BYLAWS OF THE~~
NORTHERN ALBERTA READING SPECIALISTS' COUNCIL

ARTICLE I
Name and Area Served

The Society shall be called the NORTHERN ALBERTA READING SPECIALISTS' COUNCIL, serving the area of Northern Alberta

ARTICLE II
Nature and Purpose

Section 1 - Nature:

The Northern Alberta Reading Specialists' Council shall be composed primarily of individuals who are concerned with the improvement of reading and who hold professional qualifications applicable thereto.

Section 2 - Purposes:

The purpose of the council shall be as set out in the Objects incorporated into its Application for Registration as a Society Under the Societies Act.

ARTICLE III
Membership and Dues

Section 1 - Eligibility:

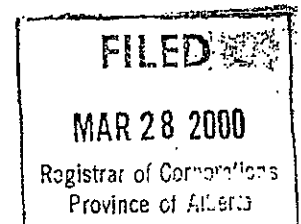
1. For eligibility as a NARSC member, the applicant must have successfully completed graduate level coursework with a substantial focus in reading. The coursework must include a minimum of three credit semester hours (39) in each of the following 4 areas:

1. Theories/Philosophies of Reading
2. Diagnostic Assessment of Reading Strategies;
3. Intervention Strategies in Reading;
4. Research Methodology;

plus a minimum of three credit semester hours (39) in one of the following areas:

1. Organizing and Planning Curriculum in Reading;
2. Early Literacy Development;
3. Children's Literature in the Elementary School;
4. Theories and Models of Language;
5. Contemporary Theories and Practices of Reading;
6. Developing Writing Abilities.

2. If an applicant's coursework has been done at a university where any one of the above areas was unavailable, other coursework may be considered.



~~3. Students pursuing appropriate coursework will be invited as guests for a year. All~~
qualifying students will then become eligible for membership. Those who still do not
meet qualifying criteria may continue as guests until they meet the criteria.

4. Life members are those who were accorded that status on the basis of their
contribution to reading and/or the Northern Alberta Reading Specialists' Council.

5. To apply for membership an individual should submit:
a) a letter indicating his/her intent and eligibility;
b) documentation in support of the application i.e. a University transcript.

6. All applications for and resignations from membership in the Council shall be
submitted, in writing, to the Executive Committee. Resignations may be made at any
time.

7. All members of the Council prior to its registration as a Society shall be deemed
automatically to be Members of the Council, in the status each held immediately prior
thereto, effective immediately after the first meeting of the initial members of the
Council following its registration.

Section 2 - Active Members:

Membership in the council shall become effective upon payment of council dues for the
fiscal year beginning July 1 and ending June 30.

Section 3 - Council Dues:

Dues for annual membership in the council shall be set by the Board of Directors with
the approval of the assembly. Dues are payable to the council for the fiscal year on or
after the preceding May 1 and shall apply to the year beginning July 1 and ending June 30.

Section 4 - Arrears:

Any member who has not paid local dues by November 1 becomes inactive. A
member whose dues are delinquent shall be notified immediately, before the name is
eliminated.

Section 5 - International Dues:

Membership in the International Reading Association shall be strongly recommended. Dues
to the International Reading Association which provide members with benefits and
services dependent upon the type of membership, may be paid directly to IRA
Headquarters.

ARTICLE IV Officers

Section 1 - Officers:

The elected officers of the council shall be a President, Vice President, a Treasurer, and a
Secretary. Any member in good standing, who is also a member of the International

~~Reading Association, is eligible to be an officer of the council.~~

Section 2 - Term of Office:

The terms of each office shall be one year; however, these officers may serve a second term immediately following their first term in office.

Section 3 - Time of Assuming Office:

Each officer shall assume the duties of office on May 1, following the spring election.

Section 4 - Duties of President

The President shall act as the executive officer of the council. The President shall preside at all meetings of the council, shall act ex officio as chairperson of the Board of Directors and Executive Committee, shall act as co-ordinator of programs, and shall exercise general leadership and supervision over the affairs of the council, implementing its purposes.

Section 5 - Duties of Vice President:

The Vice President shall serve as an ex officio member of the Board of Directors and as chairperson of the Program Committee, shall co-ordinate programs, and fulfil such other duties as are assigned by the Board of Directors. The Vice President shall assume and perform the duties of the president in the event of the absence, incapacity, or resignation of the President immediately and shall serve the unexpired portion for the President's term in addition to the year for which the Vice President was elected.

Section 6 - Duties of Treasurer

The Treasurer shall: 1) maintain accurate and up-to-date records; 2) have custody of the funds of the council which shall be deposited in the name of The Northern Alberta Reading Specialists' Council; 3) co-sign cheques with the President on behalf of the Council; 4) ensure that the financial records of the Council are the subject of an annual audit as defined below, and within thirty (30) days of retirement from office, turn over to the successor all funds, accounts, and books of the Treasurer. The audit shall be made by any 2 members of the Council (other than the members of the Board of Directors), who will be selected at the prior year's Annual General Meeting, and which shall be completed prior to the next Annual General Meeting.

Section 7 - Duties of Secretary:

The Secretary shall: 1) record the happenings of all council meetings and all meetings of the Board of Directors; 2) keep a permanent book of all the Minutes of all meetings; 3) notify total membership of the date, time and place of all general meetings at least two (2) weeks before the meeting, subject to the provisions as to special resolutions that follow; 4) circulate proposed amendments to each member at least twenty-one (21) days in advance of the meeting at which the amendments are to be voted upon; 5) cooperate fully with directions from council meetings and/or meetings of the Board of Directors

~~regarding needed correspondence and notices; 6) co-operate fully with the successor by~~
turning over an up-to-date record of correspondence within thirty (30) days of retirement
from office; 7) have custody of the corporate seal of the Council, which may be applied
to documents by any two officers.

Section 8 - Replacement and Removal of Directors and Officers

Any director and officer may resign by written resignation submitted to the Board of Directors via the Secretary. In the event of a vacancy in the office of Vice President, Treasurer or Secretary, the Board of Directors shall have the power to fill the vacancy from the membership at large until the next regular election. Any director and officer may be removed from office by Special Resolution of the members of the Council.

Section 9 - Books and Records:

Any member shall be entitled to inspect any books and records of the Council in the care of any director or officer, on reasonable notice to such person.

ARTICLE V Board of Directors

Section 1 - Function:

The Board of Directors shall exercise general supervision over the property and affairs of the council. It shall have the general power to administer the affairs of the council between council meetings and shall report its actions to the membership for approval.

Section 2 - Composition and Payment:

The Board of Directors shall consist of all current officers and the chairpersons of the standing committees, and all shall serve without payment with the exception of reimbursement for expenses incurred in the performance of their duties as board members.

Section 3 - Meetings:

The first meeting of the Board of Directors shall be held no later than July in order that the standing committees may be appointed with greater part of the official year remaining for their specific work, and in order that the yearly calendar may be established with the Program Committee. The Board of Directors shall be empowered to hold such meetings as it shall deem necessary on the call of the President, at such times and places as the President may determine. No fewer than three (3) meetings shall be held each year.

Section 4 - Quorum:

A quorum for a meeting of the Board of Directors shall consist of three (3) members.

ARTICLE VI Meetings of the Council

Section 1 - Composition:

The meetings of the members of the Council shall be called an "assembly", which shall consist of the Board of Directors and all other members of the council. The most current

~~version of Robert's Rules of Order shall govern the conduct of meetings, where not in~~
specific conflict with these Bylaws. Meetings of the Council other than Special Meetings and the Annual General Meeting shall be held at such dates and places as the Board of Directors deem necessary from time to time, on at least 7 days verbal or written notice to the members, or as may be regularly scheduled and published in a Council newsletter.

Section 2 - Function:

The assembly shall be the legislative body of the Northern Alberta Reading Specialists' Council and shall have full power and authority over the affairs of the council, within the limits set by these bylaws. It shall have authority to review decisions made by the Board of Directors and to accept or reject them. Any member shall have the right to request that any matter be placed on the Agenda for an assembly.

Section 3 - Quorum:

A quorum at both general and special meetings of the assembly shall consist of at least 20% of all those members eligible to vote in the assembly at that particular date; whether a regular meeting or the Annual General Meeting, subject to Section 5 below.

Section 4 - Amendments to the Bylaws

The assembly of the Northern Alberta Reading Specialists' Council shall have the power to amend these bylaws as provided in Article XII.

Section 5 - Annual General Meetings:

The Annual General Meeting of the Council shall be held on at least 30 days written notice to the membership either by ordinary mail or courier delivery to each member's last known address or personally to a member anywhere. At the Annual General Meeting directors and officers will be elected, the Financial Statements of the Council for the preceding fiscal year will be approved, and consideration of such other matters as may properly come before the meeting. Matters for the Agenda must be notified to the Secretary, in writing, at least 7 days prior to the meeting, so as to be placed on the Agenda.

Section 6 - Special Meetings and Resolutions

- 1) Special meetings shall be called by the President, or by the Secretary under direction from the President and require at least twenty-one (21) days written notice to the members, sent by ordinary mail to each member's last known address, or by courier delivery to such address, or personally to a member anywhere;
- 2) If a Special Meeting is not called within fourteen (14) days of a request to the President, made by any member, such member or any member of the Board of Directors shall have the right to call such meeting.

~~3) All business to be conducted at a Special Meeting shall require the vote of a Special Resolution, as defined to follow.~~

Section 5 - Written Resolutions/Mail-Out Ballots

All resolutions of the members may be made by written resolution signed by all the members entitled to vote, whether by one original or by photocopy, or tele-facsimile bearing the signature of a member.

ARTICLE VII

Nomination and Election of Officers

Section 1 - Elections:

All officers shall be elected at the Annual General Meeting.

Section 2 - Nominating Committee:

The Nominating Committee shall be composed of at least three (3) members appointed by the President and approved by the Board of Directors. The Committee shall prepare a slate of nominees annually. Each nominee must be a member of the International Reading Association. Advance consent from each nominee shall be secured by the Committee.

Section 3 - Mode of Election:

The voting is to take place at a meeting of the Council, the President shall give an opportunity to propose nominations from the floor for each office after the slate from the Nominating Committee has been presented. When there are two (2) or more nominees for each vacant elective office, voting shall be by ballot. Space shall be provided on the ballot form for the names of candidates nominated from the floor. A plurality of the votes cast shall constitute an election. In case of a tie, a ballot for the two (2) highest nominees shall then be distributed. The results of the election shall then be announced. Ballots shall be destroyed.

The President shall be responsible for reporting the newly elected officers to IRA Headquarters and to the state/provincial co-ordinator before April 15, using the official forms provided by IRA.

Section 4 - Term of Office:

Each elected officer shall assume the duties of office on May 1 following the Spring election and shall continue to serve for the duration of the term.

ARTICLE VIII

Committees

Section 1 - Standing Committees

There shall be such standing committees as specified in Sections 2 and 3 of this Article.

~~The members and chairpersons of special committees shall be appointed by the President~~
with the approval of the Board of Directors and/or members at a council meeting.

ARTICLE II
Representation at the Annual Assemblies

Section 1 - Representation Annual IRA Assembly:

Representation of Northern Alberta Reading Specialists' Council at the Delegates Assembly of the International Reading Association shall be in accordance with the bylaws of the International Reading Association as specified in Article VI, Section 1, which reads in part as follows:

"Each ...special interest council of the International Reading Association shall be entitled to one delegate, provided the delegate has paid dues for the current year to the International Reading Association...One person may represent only one council in the Assembly. A council may send an alternate for each delegate; and the alternate may vote only when the delegate is absent".

ARTICLE X
Preliminary Authority

The rules contained in Robert's Rules of Order, Newly revised, shall govern the proceedings of this council, except in cases governed by the constitution, bylaws and special rules adopted by this council.

ARTICLE XI
Dissolution

In case of the dissolution of this council, any assets remaining after paying or making provision for the payment of all the liabilities of the Council be paid to the International Reading Association, so long as it is then a non-profit entity or charitable entity under its jurisdiction of incorporation and has objects or purposes similar to those of this Council.

ARTICLE XII
Amendments to the Bylaws

Section 1 - Origin:

Amendments to the bylaws shall be proposed by: 1) quorum of the Board of Directors; 2) a special Bylaws Committee; or 3) by a majority of the voting members present at a meeting of the council. All proposed amendments shall be sent to the Council Co-ordinator at IRA Headquarters for approval before presenting them to the members for adoption.

Section 2 - Procedures for Amending:

Amendments may be adopted by: 1) the affirmative vote by a special resolution of the members, namely one passed by the vote of at least 75% of those present in person or by proxy at a general meeting of which not less than twenty-one (21) days notice has been

Section 2 - Executive Committee:

The Executive Committee shall be composed of the President (who shall serve as chairperson), the Vice President, the Secretary, and the Treasurer. Members of the Executive Committee shall prepare the agenda for the Board of Directors and the assembly; and shall perform other responsibilities as directed by the chairperson. The committee shall meet at the call of the chairperson.

Section 3 - Paired Reading Committee

The Paired Reading Committee shall oversee the paired reading projects of the Council, correspond and conduct business dealings with external agents, receive and administer revenues, report on the status of the project, and propose suggestions for future direction.

Section 4 - Number of Standing Committees:

The number of standing committees may be increased or decreased upon recommendation of the Board of Directors and approval shown by a majority of votes cast at the Assembly.

Section 5 - Number of Members of Standing Committee:

The number of members of each standing committee shall be determined by the Board, provided that each committee shall not have fewer than three (3) members.

Section 6 - Mode of Appointment and Terms of Standing Committees:

The members of the standing committees shall be appointed by the President with the approval of the Board of Directors and shall serve for the term of the President unless otherwise specified in the charge to the committee.

Section 7 - Chairpersons of Standing Committees:

The chair person of each standing committees shall be appointed yearly by the President with the approval of the Board of Directors, except as specified in Article VII, Section 2.

Section 8 - Special Committees:

Special committees may be authorized from time to time by the Board of Directors or members at a council meeting and shall serve for a specified period.

Section 9 - Number of Members of Special Committees:

The number of members of each special committee may be determined by the Board of Directors or the Council members at a council meeting. The number of members shall not be less than three (3).

Section 10 - Mode of Appointment of Special Committee:

~~given, specifying the intention to propose the resolution; or 2) by a resolution proposed and passed as a special resolution at a general meeting of which less than twenty-one (21) days notice has been given if all members entitled to vote at such a meeting agree; or 3) by a written special resolution signed by all members entitled to vote thereon.~~

Section 3 - Proxies and Written Ballots

- 1) Proxies may be in any written form specified by the Secretary and may include written ballots specifying an affirmative or negative vote on the resolution specified therein;
- 2) The form of any proxy or written ballot, and the Secretary's decision as to the authenticity of the same shall bind all members.

ARTICLE XIII

Borrowing & Negotiable Investments

Section 1 - Power to Borrow

The Council may borrow, raise or secure the payment of money and in particular, but not so as to limit the generality of the foregoing, issue debentures, for the purpose of carrying out its Objects, save that such steps shall require the sanction of a special resolution (as defined above) of its members.

Section 2 - Negotiable Investments

For the purpose of carrying out its objects the Council, subject to those Bylaws, may draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

ARTICLE XIV

Indemnity

Section 1 - Indemnity

The Council's Directors and Officers and their heirs, executors, administrators, and other legal personal representatives are hereby indemnified and saved harmless by the Council from and against:

- 1) any liability and all costs, charges, and expenses that any sustain or incur in respect of any actions, suit or proceeding that is proposed to be commenced against any for, or in respect of, anything done or omitted by any in respect of the execution of the duties of such office.
- 2) all other costs, charges, and expenses that any sustain or incur in respect of the affairs of the Council.

Section 2 - Limitation

None of the foregoing shall apply in respect of any matter that is criminal or wilful and wrongful, nor shall it apply to any liability that such person may have to the Council itself for breach of any duty owing by such person to the Council, nor shall it apply to any liability incurred by any member in connection with the rendering of any services as a "reading specialist"; to any third party.

ARTICLE XV
Pre-Registration Property

Section 1 - Transfer

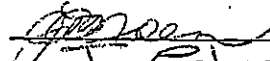
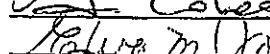
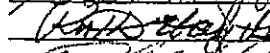
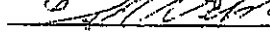

All members agree and are deemed to agree that all property of any nature held by the Board of Directors as Trustee for the Council prior to registration as a Society shall be deemed transferred and conveyed to the Council, for its sole ownership and use absolutely, for valuable consideration namely the assumption of any liability associated with such property or activity in the course of their duties as members of the Council prior to registration as a Society.

Passed by the Directors and sealed with the seal of the Society, the 8/13 day of December, A.D. 99.

Sanctioned by the members the 8th day of December A.D. 99.

WITNESS

DIANNE G. CHRISTIANSON
10410-81 Avenue
EDMONTON, AB
T6E 1X5

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|  | JAN COLES |
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