

No. 50425894

# CERTIFICATE of INCORPORATION

I HEREBY CERTIFY THAT

- THE CALGARY VIETNAMESE SCHOOL ASSOCIATION -

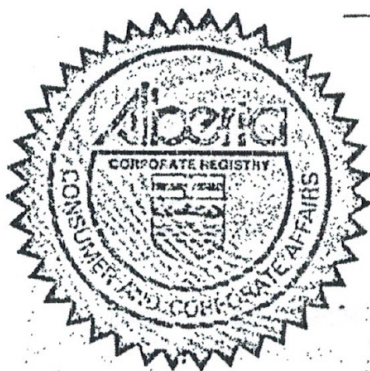
IS THIS DAY INCORPORATED UNDER THE SOCIETIES ACT OF THE PROVINCE OF ALBERTA

GIVEN UNDER HIS HAND AND SEAL OF OFFICE AT EDMONTON, ALBERTA,

THIS twenty-sixth DAY OF September A.D. 19 90

*M. M. Frohman*

Office of The Registrar of Corporations



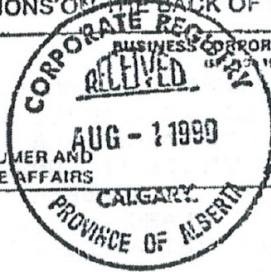
**Alberta**  
CONSUMER AND  
CORPORATE AFFAIRS

/jml

IMPORTANT: PLEASE READ INSTRUCTIONS ON THE BACK OF THIS FORM



CONSUMER AND  
CORPORATE AFFAIRS



SEP 26 1999

FORM 3

NOTICE OF ADDRESS OR  
NOTICE OF CHANGE OF ADDRESS

1. NAME OF CORPORATION:

THE CALGARY VIETNAMESE SCHOOL ASSOCIATION

2. CORPORATE ACCESS NUMBER:

50425894

3. ADDRESS OF REGISTERED OFFICE (STREET ADDRESS, INCLUDING POSTAL CODE, OR LEGAL LAND DESCRIPTION).

#2897 - 17Ave. S.E. Calgary AB T2A 0P7

4. RECORDS ADDRESS (STREET ADDRESS, INCLUDING POSTAL CODE, OR LEGAL LAND DESCRIPTION).

#2897 - 17Ave. S.E. Calgary AB T2A 0P7

5. ADDRESS FOR SERVICE BY MAIL, IF DIFFERENT FROM ITEM 3 (POST OFFICE BOX, INCLUDING POSTAL CODE).

6. DATE

July 27 90

SIGNATURE

TITLE

PRESIDENT

FOR DEPARTMENTAL USE ONLY

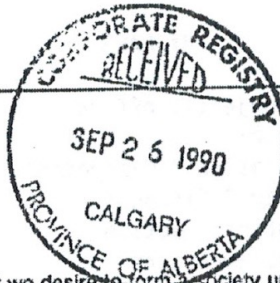
FILED

90/09/26





CONSUMER AND  
CORPORATE AFFAIRS  
Corporate Registry



CCA-06.003  
(Rev. 9/87)

THE SOCIETIES ACT  
APPLICATION

SEP 26 1990

50425894

We, the undersigned, hereby declare that we desire to form a society under The Societies Act, R.S.A. 1980, and that:  
**THE CALGARY VIETNAMESE SCHOOL ASSOCIATION**

1. — The name of the society is —
2. — The objects of the society are —

DRAW A LINE THROUGH ANY OBJECT THAT DOES NOT APPLY.  
ADD ANY ADDITIONAL OBJECTS IN THE BLANK SPACE.

- (a) To provide for the recreation of the members and to promote and afford opportunity for friendly and social activities.
- (b) To acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for social and community purposes.
- (c) To encourage and promote amateur games and exercises.
- (d) To provide a meeting place for the consideration and discussion of questions affecting the interests of the community.
- (e) To carry on a literary and debating club for the discussion of topics of general interest, and to encourage the practice of public speaking among its members.
- (f) To procure the delivery of lectures on social, educational, political, economic and other subjects, and to give and arrange musical and dramatic entertainments.
- (g) To establish and maintain a library and reading room.
- (h) To provide all necessary equipment and furniture for carrying on its various objects.
- (i) To provide a centre and suitable meeting place for the various activities of the community.
- ~~(j) Generally to encourage and foster and develop among its members a recognition of the importance of agriculture in the national life.~~
- ~~(k) To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the society.~~
- (l)
  - To preserve and develop Vietnamese culture
  - To promote and encourage Vietnamese youths understand, write, speak the Vietnamese language and culture
  - To develop the friendship in the community
  - To promote the understanding and integration between generations within the Vietnamese community as well as between the two cultures: Vietnamese and Canadian

DATED this 2nd day of September 1990

NAME (SIGNATURE) PLEASE PRINT NAME BELOW SIGNATURE

COMPLETE ADDRESS

Truong Huu Do (President)

2897 - 17 Avenue S.E. Calgary, AB T2A 0P7

Tran van Nam (Secretary General)

93 Erinridge Road S.E. Calgary, AB T2B 2W2

Quang H. Dan (Treasurer)

1822 - 39 Street S.E. Calgary, AB T2B 1V2  
3916 30 Ave. SE. Calgary AB T2B 1V2

Nguyen Van Luat (Treasurer)

Nguyen van Phac (Controller)

3222 Dover Crescent S.E. Calgary, AB T2B 1V2

Le quang Liet (Controller)

8 Abbercove Road S.E. Calgary, AB T2A 6G2

NAME (WITNESS)

COMPLETE ADDRESS

Thi van Nguyen

#410 - 602 - 1st Street Calgary, AB T2G 4W4



SEP 26 1990

50425894

ARTICLE 2: **CALGARY**  
SEP 26 1990  
CORPORATE REGISTRY  
PROVINCE OF ALBERTA

- 00000000000000000000

- a. To preserve and develop the Vietnamese culture.
- b. To promote & encourage the Vietnamese youths understand, write, speak the Vietnamese language & culture.
- c. To develop the friendship in the Community.
- d. To promote the understanding and integration between generations within the Vietnamese community as well as between two cultures: Vietnamese and Canadian.
- e. To carry on a literary and debating club for discussion of topics of general interest.
- f. To procure the delivery of lectures on social, educational, political, economic and other subjects, and to give and arrange musical and dramatic entertainments.
- g. To establish and maintain a library and reading room.
- (h) To provide a centre and suitable meeting place for the various activities of the community.
- (h) To provide all necessary equipment and furniture for carrying on its various objects.

The office of the Association shall be located in Calgary at #2897 - 17 Avenue S.E. Calgary, Alberta T2A 0P7, Telephone (403) 272-9666.

**Article 4:**

- a. Active members:  
This category includes those parents who have children (child) attending the school and who have applied for admission to the organization.
- b. Honourable members:  
This category includes those who approve the objective of Association, have provided exceptional assistance to the organization for completing the approved objectives.



Article 5: Only active members are eligible to be nominated for various positions of the Association and to vote on various issues at the General Assembly meeting.

Article 6: Honourable members can only advise and express opinions with regards to the development of the Association.  
Honourable members cannot be nominated, or be elected or vote or nominate.

Article 7: Responsibilities of members:  
- To respect the by-laws, regulations of the Association.  
- To participate in the activities of the Association.  
- To contribute to the Association: finance and capabilities... so the Association can carry out its activities continuously.  
- To complete their assignments.

### Section III

#### Organization and Management

Article 8: The Association's organization and management are detailed as follows:

The Association consists of:

- a. The General Assembly of the Vietnamese language school parents association.
- b. The Executive Committee of the Vietnamese language school parents association.
- c. Teaching Committee.
- d. The Controllers' Committee.

Article 9: The General Assembly of the Vietnamese language school parents association:  
a. The General Assembly of the Vietnamese language school parents association is the supreme body of the association. It comprises all active members present at the general meeting.  
b. The General Assembly has the right to finalize all important activities of the school by making decisions,  
- to elect the Executive Committee  
- to amend the By-Laws  
- to vote on a non-confidence resolution toward one or more members of the Executive Committee and dissolve the Executive Committee - in this case, the resolution will be passed by at least 2/3 of the active members present at the meeting.

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Article 10: The Executive Committee is the representative body of the General Assembly to manage the Association according to the by-laws.

Article 11: The Executive Committee has the responsibility to call the General Assembly meeting on the following occasions:

A) Annual General Meetings

1) To elect a new Executive Committee, the General Assembly meeting will be held at least four weeks prior to the expiry of the term of the incumbent Executive Committee.

2) To review all activities of the last school year, to plan and schedule the activities for the next school year, the general meeting will be held at the end of the last school year or in the beginning of the next school year.

B) Special General Meetings

A special meeting of the General Assembly shall be called when:

- An important issue arises, which the Executive Committee cannot resolve.
- There is a request of one third of all active members or two thirds of the members of the Executive Committee. In this case, the special general meeting will be held 4 weeks at the latest, after the official request has been filled.

Article 12: General and special meetings may be called by notice in writing to the last known address of each active member, delivered in the mail eight days previous to the date of such meeting.

Article 13: The quorum for the general meeting as well as the special meeting will be at least half plus one of the total active members of the Association.

If a quorum cannot be attained during the first meeting, a second meeting will be called 30 minutes later, this time the quorum will be attained if more than 1/5 of the total number of the active members and those represented by proxies are present.

Article 14:

Rights of Voting

All active members in good standing are eligible to vote either in person or by proxy.

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Article 15:

Removal of directors and Officers

Any members of the Executive Committee can be removed from his position if he received a vote of no confidence from the majority (more than 50%) of members of the Executive Committee. The President will have the final say in the vote.

Article 16:

Custody of the seal of the Association

The seal of the Association is under the responsibility of the President.

Article 17:

Use of the seal of the Association

The use of the seal of the Association is reserved to the discretion of the President. *Whenever the seal is used, it will be authenticated by the signature of the President and secretary.*

Article 18:

Books and records of Association

All books and records of the Association can be inspected by active members 21 days prior to the General Assembly meeting date.

Article 19:

The Executive Committee shall be elected by the active members in the General Assembly meeting with the term of two years and shall consist of:

- a president
- two vice-presidents: internal affairs  
and external affairs
- a secretary
- a treasurer

The above positions will be elected by the General Assembly in direct and secret ballot.

Article 20:

Powers and responsibilities of the Executive committee:

- a. to carry out the general directives indicated in these by-laws and adopted by the General Assembly, and resolve the difficulties of the Vietnamese language school.
- b. to call the annual and special General Assembly meetings.
- c. to select and invite the teaching committee member(s) with regards to the needs of the Vietnamese language school.
- d. to report and propose the activities of the Association to General Assembly meetings.
- e. to exercise the borrowing powers mentioned in the Societies Act By-laws, clause #16 as follows:

For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association and in no case shall debentures be issued without the sanction of a special resolution of the Association.

Article 21:

The responsibilities and powers of the members of the Executive Committee:

a. President

- to represent the Association and school in public.
- to call and preside over any meetings of the Executive Committee.
- to call any General Assembly meetings and Special meetings.
- to be responsible for the activities of the Executive Committee members related to the school.

b. Vice president in charge of Internal Affairs

- to represent the president in his absence.
- to assist the president in internal affairs
- to co-ordinate and support the teaching committee members in the view of teaching manners.

c. Vice president in charge of External Affairs

- to assist the president in External affairs
- to represent the president in his absence regarding external affairs.

d. Secretary

- to keep all the files and books of the Association safely at the Association office.
- to report to the Executive Committee on activities of the Association.
- to take and prepare minutes of all meetings.
- to prepare meetings of the Executive Committee.

e. Treasurer

- to be in charge of all financial records of the Association and to prepare reports on financial matters of the school for the Executive Committee and Annual General Assembly meetings.
- to co-ordinate with the Teaching Committee for the budgeting, account payables and account receivables during the school year.
- to file an Annual Return of the Association each year.

Article 22:

Members of the Executive Committee are not remunerated by the Association.



Article 23:

Teaching Committee

Teaching Committee is the specialized body of the school with the view of teaching daily.

The teaching committee members will be selected or nominated by the Executive Committee and approved by the General Assembly meetings;

The Teaching Committee shall consist of:

- a principal
- a principal assistant
- teachers

The above positions will be selected or nominated based on the educational skills and experiences.

Article 24:

Powers and responsibilities of the Teaching Committee

- to administer the normal activities of the school.
- to prepare the teaching programmes and schedules.
- to be in charge of decisions of the Executive Committee, which are related to the school.
- to prepare the budget for the school.
- to report and be responsible for the teaching activities to the General Assembly meetings.
- to organize the opening ceremonies (at the beginning of the school year) or rewarding ceremonies (at the end of the school year) for the students.
- to co-ordinate with Executive Committee for development of the school and students.

Article 25:

An honorarium will be allocated to the teachers for their professional services.

Article 26:

The Controllers' Committee

The Controllers' Committee consists of two members who will be elected at the same time with the Executive Committee and has responsibilities as follows:

- to inspect all activities of the school.
- to audit the financial records, books of the school tri-monthly.

Section IV Properties and Finances

Article 27:

The Properties and Finances of the school consist of:

- Assets of the school
- Donations of any kind to the school
- Operating fund of the school
- Grants by government and private agencies

The properties and finances of the school will be managed by the Executive Committee, who has responsibilities regarding these matters with General Assembly meetings.



Section V Disciplinary action

Article 28:

Any member, whose actions are contrary to these by-laws or to the internal regulations will be subjected to the following disciplinary actions:

- criticism
- warning
- expulsion or removal from positions
- law suit

Article 29:

Application of Disciplinary actions

- a. The member(s) of the Executive Committee, Teaching Committee, Controllers' Committee, who should not complete the assigned function or has actions contrary to these by-laws or to the internal regulations, detrimental to the objects of the Association and to the properties and finances of the Association, or detrimental to the good reputation of the Association, will be subjected to the above sanctions (Article 28).
- b. A disciplinary committee will be set up, and this committee will make decisions on the application of disciplinary actions accordingly.
- c. Special General Assembly meeting should be called, in the case of important decisions regarding the application of the disciplinary action.

Section VI By-laws Amendment

Article 30:

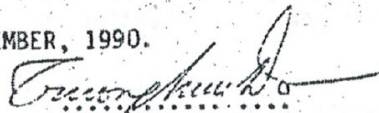
Depending on the circumstances or situation of the Association, every article in these By-Laws can be amended by a special resolution passed by a vote not less than 75% of the active members, who vote in person or by proxy.


Section VII Dissolution

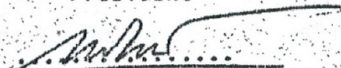
Article 31:

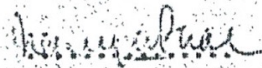
- a. The Association will be dissolved by a vote of at least 75% of the active members who vote in person or by proxy.
- b. In the case of dissolution, the assets, property and finances of the Association will be donated by the Executive Committee to any charitable Association whose activities have been in favour of Vietnamese Canadians.


DATED THIS 2ND DAY OF SEPTEMBER, 1990.

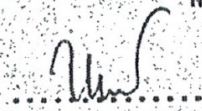
  
Truong Huu Do  
President

  
Tran Van Nam  
Secretary General

  
Nguyen van Luat  
Treasurer

  
Nguyen Van Phac  
Controller

  
Li Quang Liet  
Controller

  
Thi Van Nguyen  
Witness

Additions to Articles 2(h) and 17 authorized by Thi Van Nguyen - 90/10/02 A

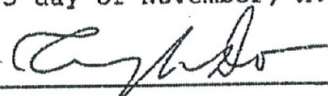


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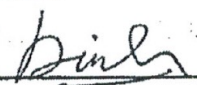
SPECIAL RESOLUTION

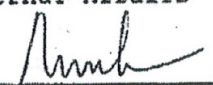
At a general assembly meeting of the Calgary Vietnamese School Association held on the third day of November, A.D. 1991, I hereby certify that the following special resolution was passed rescinding the first, second, third and fourth objects of the By-Laws and adopting, in their stead, two new ones which should be recorded in the existing By-Laws.

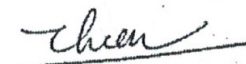
DATED at the City of Calgary, in the Province of Alberta, this 03<sup>rd</sup> day of November, A.D. 1991.

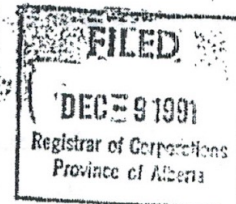
  
TRƯƠNG HỮU ĐỘ  
President

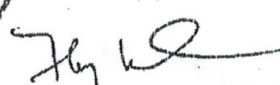
WITNESSES:

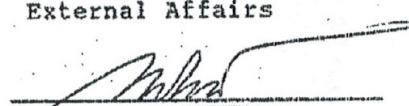
  
NGUYỄN THANH BÌNH  
Vice-President  
Internal Affairs

  
VÕ VĂN THƯƠNG ĐỖ VĂN MINH  
General Secretary

  
NGUYỄN VĂN THIÊN  
Controller



  
TÔN THẤT HOÀNG  
Vice-President  
External Affairs

  
NGUYỄN VĂN LUẬT  
Treasurer

fees rec'd 9/1/2/09

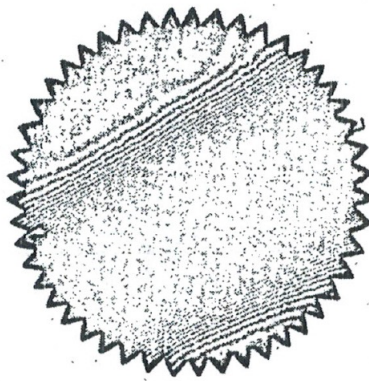
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**NOTICE**

TAKE NOTICE that by special resolution dated the 3rd day of November, 1991, passed by the members of **THE CALGARY VIETNAMESE SCHOOL ASSOCIATION**, rescinding the first, second, third and fourth objects and adopting, in their stead, two new ones which should be recorded as follows:

- "2. Two new objects are adopted in their stead as follows:
- A. To provide classes that teach the Vietnamese language.
  - B. To promote an understanding of the Vietnamese culture."

17129103175



GIVEN under my hand and seal at  
Edmonton, this ninth day of  
December, one thousand nine  
hundred and ninety-one.

**OFFICE OF THE REGISTRAR OF  
CORPORATIONS**

/kmj