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Society Bylaw Change - Proof of Filing

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The Bylaws are filed as of 2024/02/13

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Nuans	10000607134546375	2023/04/26
Bylaws	10000807134546379	2023/04/26
Notice of Directors	10000307134546372	2023/04/26
Application	10000607134546380	2023/04/26
Notice of Address	10000007134546378	2023/04/26
Bylaws & Special Resolution	10000707135457782	2024/02/13
Notice of Address	10000307135457798	2024/02/13

Registration Authorized By: ABY ABDUL RABB
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WORLD MALAYALEE CULTURAL AND WELFARE ASSOCIATION OF CANADA

CALGARY, AB, CANADA

BYLAW

PASSED BY THE MEMBERS AT THE SPECIAL GENERAL BODY MEETING

HELD ON

JANUARY 20, 2024

Article I- Preamble

1.1 The Society

The name of the Society is the World Malayalee Cultural and Welfare Association of Canada, which may also be known or referred to as the WMCWAC or the Society.

1.2 The Bylaws

The following articles set forth the Bylaws of the World Malayalee Cultural and Welfare Association of Canada and these replace all previous Bylaws.

Article 2- Definition and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 Malayalee means any individual having personal, parental, ancestral, or family links with any or all of the arts, culture, literature, language, and sports of the state of Kerala in the Republic of India.

2.1.2 Act means the Societies ACT R.S.A.2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.3 Annual General Meeting ("AGM") means the annual general meeting described in Article 5.1.

2.1.4 Board means the Board of Directors of the World Malayalee Cultural and Welfare Association of Canada.

2.1.5 Bylaws means the Bylaws of the World Malayalee Cultural and Welfare Association of Canada as amended.

2.1.6 Director means any person elected or appointed to the Board. This included the President and the immediate Past President.

2.1.7 Member means a Member of the World Malayalee Cultural and Welfare Association of Canada.

2.1.8 Officer means any officer listed in Article 6.2.

2.1.9 Registered office means, the registered office for the World Malayalee Cultural and Welfare Association of Canada.

2.1.10 Registration of Members means the register maintained by the Board of Directors containing the names of the Members of the World Malayalee Cultural and Welfare Association of Canada.

2.1.11 Society means the World Malayalee Cultural and Welfare Association of Canada.

2.1.12 Special meeting means the special described in Article 5.2.

2.1.13 Special Resolution means:

a. a resolution passed at a General Meeting of the membership of the World Malayalee Cultural and Welfare Association of Canada. There must be twenty-one (21) days notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person.

b. a resolution proposed and passed at a General Meeting by its members who are eligible to vote, is subjected to the approval of the Board of Directors of the World Malayalee Cultural and Welfare Association of Canada and its founding members.

2.1.14 Voting Members means a Member entitled to vote at the meetings of the World Malayalee Cultural and Welfare Association of Canada.

2.1.15 Quorum means a fixed minimum percentage of the number of Members of the World Malayalee Cultural and Welfare Association of Canada who must be present before the Members can conduct a valid business or decide on behalf of the society.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.1.1 Singular or Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.3 Liberal Interpretation: These bylaws must be interpreted broadly and generously.

Article 3- Objectives of the Society

3.1. Cultural Preservation and Promotion:

3.1.1 To preserve and promote Malayalee culture and heritage in Calgary through cultural events, festivals, and exhibitions.

3.1.2 To offer Malayalam language classes and cultural education programs to ensure the preservation of language and traditions.

3.2 Community Integration:

3.2.1 To assist newly arrived Malayalee immigrants in Calgary with integration into Canadian society, including information on Canadian culture, legal procedures, and social services.

3.3 Youth Empowerment:

3.3.1 To provide mentorship programs and leadership development opportunities for Malayalee youth to excel academically and professionally.

3.3.2 To organize youth-focused cultural and educational events to engage and empower the younger generation.

3.4 Elderly Support:

3.4.1 To offer social and healthcare support for elderly Malayalee community members, addressing their unique needs and enhancing their well-being.

3.4.2 To organize activities and support systems to combat social isolation among elderly community members.

3.5 Health and Wellness:

3.5.1 To raise awareness about healthcare issues and promote healthy living practices within the community through workshops, seminars, and health-related initiatives.

3.5.2 To collaborate with healthcare providers to offer health check-ups and screenings to community members.

3.6. Job Placement and Training:

3.6.1 To assist Malayalee community members in finding employment through job placement services and skills training.

3.6.2 To partner with local businesses and organizations to create job opportunities for community members.

3.7 Mental Health Support:

3.7.1 To provide mental health resources and counseling services, reducing the stigma surrounding mental health issues and promoting overall well-being.

3.7.2 To conduct awareness campaigns and workshops on mental health issues prevalent in the community.

3.8 Housing Assistance:

3.8.1 To assist community members in finding affordable housing options in Calgary and provide resources for renters and homebuyers.

3.8.2 To advocate for housing policies that benefit the Malayalee community.

3.9 Legal Assistance:

3.9.1 To offer legal assistance and advice, particularly in areas like immigration, work permits, and other legal matters relevant to the Malayalee community in Calgary.

3.9.2 To provide resources for community members to navigate the legal system effectively.

3.10 Women's Empowerment:

3.10.1 To support and empower Malayalee women in Calgary through women's rights advocacy, leadership training, and mentorship programs.

3.10.2 To address issues of gender equality and promote opportunities for women in the community.

3.11 Economic Development:

3.11.1 To promote economic development within the community by offering support for small businesses, entrepreneurs, and financial literacy programs.

3.11.2 To create initiatives that encourage economic growth and self-sufficiency among community members.

3.12 Education Support:

3.12.1 To provide scholarships and educational resources to Malayalee students in Calgary, encouraging academic excellence and higher education.

3.12.2 To collaborate with schools and educational institutions to enhance educational opportunities for community members.

3.13 Interfaith and Intercommunity Relations:

3.13.1 To foster positive relationships with other cultural and religious communities in Calgary through interfaith dialogues and community-building events.

3.13.2 To participate in multicultural events and initiatives that promote understanding and unity among diverse communities.

3.14 Environmental Initiatives:

3.14.1 To promote environmental sustainability and awareness within the Malayalee community, including eco-friendly practices, conservation programs, and educational workshops.

3.14.2 To encourage community members to participate in local environmental efforts and initiatives.

3.14.3 These specific objectives should align with the unique needs and goals of the Malayalee community in Calgary, addressing cultural preservation, social services, community development, and well-being.

3.15 Youth Cultural Exchange:

3.15.1 To promote cultural exchange programs between Malayalee youth in Calgary and youth from other communities, fostering a spirit of diversity and understanding.

3.16 Community News and Information:

3.16.1 To establish a community newsletter or website to keep community members informed about local events, news, and opportunities.

Article 4- Membership

4.1 Classification of Members

There are five categories of members:

a. Founding Members
b. Full Members
c. Associated Members
d. Life Members
e. Honorary Members

4.1.1 Founding Members

4.1.1.1 Founding members are 12 individuals who played a pivotal role in establishing and launching the organization.

4.1.1.2 Founding members are individuals who are involved during the initial stages of forming the non-profit, and they contribute significantly to shaping the mission, goals, and structure of the society.

4.1.1.3 The decision of the founding members will be final and binding for the society.

4.1.1.4 The General body and the board of directors do not have the right to suspend/ dismiss the membership of the Funding Members.

4.1.2 Full Members

To become a Full Member, an individual must:

a. Have been an Associated Member for at least five (5) years; and

b. Pay the annual membership fee for Full Members.

4.1.3 Associated Members

To become an Associate Member, an individual must pay the annual membership fee for Associate Members.

4.1.4 Life Members

To become a Life Member, an individual must:

a. All founding members are the life members of the society and they are not required to apply for a membership rather than contributing to the membership fee.
b. Have been a full member for at least 10 years;
c. Be 65 years or older; and
d. Apply to become a Life Member

4.1.5 Honorary Members

An individual may become an Honorary Member if the Voting Members at a general meeting pass a resolution recognizing the contribution of the individual to the society or its objects.

4.2 Admission of Members

a. No members will be admitted into the Founding Members category other than the 12 individuals who came together and contributed to establishing the society at the beginning of its establishment.

b. Any individual may become a member in the appropriate category other than founding members by meeting the requirements in Article 4.1.

c. The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership Fee

4.3.1 Membership Year

The membership year is January 1 to December 31.

The membership year is January 1 to December 31.

4.3.2 Setting Membership Fees

The board decides the annual membership fee for each category of Members.

4.3.3 Payment Date for Fees

The annual membership fee must be paid on or before January 1 of every year.

4.4 Rights and Privilege of Members

4.4.1 Any Member in good standing is entitled to:

a. receive notice of a meeting of the society;

b. attend any meeting of the society;

c. speak at any meeting of the society and

d. exercise other rights and privileges given to the members in this bylaws.

4.4.2 Voting Members

The only members who can vote at a meeting of the society are:

a. Founding members of the society described in 4.1.1.

b. Full members in good standing who are at least 18 years old; and

c. Life members in good standing

4.4.3 Number of Votes

A voting Member is entitled to one (1) vote at a meeting of the society.

4.4.4. Members in Good Standing

A Member is in good standing when:

a. The member has paid membership fees or other required fees to the society; and

b. The member is not suspended as a member as provided for under Article 4.5.

4.5 Suspension of Membership

4.5.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Memebr's membership for not more than three (3) months, for one or more of the following:

If the Member has failed to abide by the Bylaws.

If the Member has been disloyal to the society;

If the Member has disrupted meetings or functions of the society; or

If the Member has done or failed to do anything judged to be harmful to the Society.

4.5.2 Notice to the Member

4.5.2.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.

4.5.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the record of the society, The notice may also be delivered by an Office of the Board, the society may also use the electronic mail for the purpose of delivering a notice to the member.

4.5.2.3 The notice will state the reasons why suspension is being considered.

4.5.3 Decision of the Board

4.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member, and in such case, written approval from the Board must be obtained.

4.5.3.2 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.

4.5.3.3 The Board may exclude the Member from its discussion of the matter, including the decision vote.

4.5.3.4 The decision of the Board is final and subject to approval from its founding Members.

4.6 Termination of the Membership

4.6.1 Resignation

4.6.1.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

4.6.1.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.2 Death

The membership of a Member is ended upon his death.

4.6.3 Deemed Withdrawal

4.6.3.1 If a member has not paid the annual membership fees within three (3) months following the

date the fees are due, the Member is considered to have submitted his resignation.

4.6.3.2 In this case, the name of the Member is removed from the Register of Members. The Member

is considered to have ceased being a Member on the date his name is removed from the Register of

Members.

4.6.4 Expulsion

4.6.4.1 The Society may, by Special Resolution at a Special meeting called for such a purpose, expel

any Member for any cause which is deemed sufficient in the interests of the Society

4.6.4.2 This decision is final.

4.6.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.7 Transmission of Membership No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

4.8 Continued Liability for Debts Due Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

4.9 Limitation on the Liability of Members No Member is, in his individual capacity, liable for any debt or liability of the Society.

Article 5 – Meetings of the Society

5.1 The Annual General Meeting

5.1.1 The Society holds its Annual General Meeting no later than March 30 of each calendar year, in Calgary, Alberta. The Board sets the place, day and time of the meeting.

5.1.2 The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

a. adopting the agenda;

b. adopting the minutes of

the last Annual General

Meeting;

c. considering the President's report;

d. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;

e. appointing the auditors;

f. electing the President;

g. electing the Members of the Board;

h. considering matters specified in the meeting notice;

i. other specific motions that any member has given notice of before the meeting is called.

5.1.4 Quorum

Attendance by 60% of the Members at the Annual General Meeting is a quorum.

5.2 Special Meeting of the Society

5.2.1 Calling of Special Meeting A Special Meeting may be called at any time:

a. by a resolution of the Board of Directors to that effect; or

b. on the written request of at least five (5) Directors. The request must state the reason

for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or

c. on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

d. on the written request of at least one-third (1/3) of the funding members.

5.2.2 Notice

The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before

the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

5.2.3 Agenda for Special Meeting Only the matter(s) set out in the notice for the Special Meeting are

considered at the Special Meeting.

5.2.4 Procedure at the Special Meeting Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3 Proceedings at the Annual or Special Meeting

5.3.1 Attendance by the Public.

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2 Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place.

If a quorum is not present within one-half (1/2) hour after the set ime of the second meeting, the

meeting will proceed with the Members in attendance.

5.3.3 Presiding Officer

5.3.3.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

5.3.3.2 If neither the President nor the Vice-President is presentwithin one-half (1/2) hour after the

set time for the General meeting, the Members present choose one (1) of the Members to chair.

5.3.4 Adjournment

5.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3 The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

5.3.5 Voting

5.3.5.1 Each Voting Member, has one (1) vote. A show of hands decides every vote at every General

Meeting. A ballot is used if at least five (5) voting Members request it.

5.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a

tie vote, the motion is defeated.

5.3.5.3 A Voting Member may not vote by proxy.

5.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution unless the issue needs to be decided by a Special Resolution.

5.3.5.5 The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

5.3.5.6 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting

5.3.5.7 Members may withdraw their request for a ballot.

5.3.5.8 The President decides any dispute on any vote. The President decides in good faith and this decision is final.

5.3.6 Failure to Give Notice of meeting No action taken at a General meeting is invalid due to:

a. accidental omission to give any notice to any Member;

b. any Member not receiving any notice; or

c. any error in any notice that does not affect the meaning.

5.3.7 Written Resolution of All the Voting Members. All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.

Article 6 – The Governance of the Society

6.1. The Trustee Board:- The Trustee Board, comprised of individuals selected through unanimous voting by the funding members, plays a pivotal role as the head of the society. This esteemed group of trustees is entrusted with the responsibility of overseeing the strategic direction and governance of the organization. With their diverse expertise and commitment to the society's mission, the Trustee Board collaboratively makes decisions that guide the society's initiatives, ensuring transparency, accountability, and the overall well-being of the community they serve. Through their leadership, the Trustee Board strives to uphold the values and objectives of the society while fostering a collaborative and inclusive environment.

6.1.2 Power and Duties of the Trustee Board

a. The Trustee Board holds the authority to make final decisions in the event of conflicts within the society's board.

b. Their role includes serving as the ultimate arbitrator in disputes or disagreements among board members.

c. The decisions made by the Trustee Board are binding and are designed to ensure the smooth functioning of the society.

d. This finality in decision-making helps maintain order, stability, and adherence to society's objectives.

e. The Trustee Board's responsibility extends to resolving conflicts fairly and impartially for the overall benefit of the organization.

6.2. The Board of Directors

6.2.1 Governance and Management of the Society. The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.2.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include:

a. Promoting the objects of the Society;

b. Promoting membership in the Society;

c. Maintaining and protecting the Society's assets and property;

d. Approving an annual budget for the Society;

e. Paying all expenses for operating and managing the Society;

f. Paying persons for services and protecting persons from debts of the Society;

g. Investing any extra monies;

h. Financing the operations of the Society, and borrowing or raising monies;

i. Making policies for managing and operating the Society;

j. Approving all contracts for the Society;

k. Maintaining all accounts and financial records of the Society;

l. Appointing legal counsel as necessary;

m. Making policies, rules and regulations for operating the Society and using its facilities and assets;

n. Selling, disposing of, or mortgaging any or all of the property of the Society; and

o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

6.2.3 Composition of the Board

The Board consists of:

a. the President;

b. nine (5) Directors-at-large elected at the Annual General Meeting from among the Voting members; and

c. the immediate Past President.

6.2.4 Election of the Directors and the President

6.2.4.1 At the first Annual General Meeting of the Society, the Voting Members elect the following

Directors:

a. Three (2) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected;

b. Three (2) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and

c. Three (2) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General meeting at which these Directors were elected.

6.2.4.2 At each succeeding Annual General meeting of the Board, Voting Members elect three (3)

Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected.

6.2.4.3 Voting members may re-elect any Director of the Board for a maximum of three (2) consecutive terms.

6.2.4.4 Voting members elect the President at the Annual General Meeting. The President can only serve for a maximum of three (2) consecutive terms, which includes any consecutive terms as a Director or Officer of the Board.

6.2.5 Resignation, Death or Removal of a Director

6.2.5.1 A Director including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.2.5.2 Voting Members may remove any director including the President and the immediate Past President, before the end of his term subjected to 2/3 majority of the founding members. There must be a majority vote at a Special Meeting called for this purpose.

6.2.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that a vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

6.2.6 Meetings of the Board

6.2.6.1 The Board holds at least nine (9) meetings each year

6.2.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

6.2.6.3 Ten (10) days' notice for Board meetings is mailed to each Board member. There may be five

(5) days' notice by telephone or fax. Board Members may waive notice.

6.2.6.4 A majority of the Directors present at any Board meeting is a quorum.

6.2.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least five

(5) Directors present at this later meeting is a quorum.

6.2.6.6 Each Director, including the President and the Past President, has one (1) vote.

6.2.6.7 The President does not have the second or casting vote in the case of a tie vote. A tie vote means

the motion is defeated.

6.2.6.8 Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A

majority of the Directors present may ask any other Members, or other persons present, to leave.

6.2.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.2.6.10 A meeting of the Board may be held by a conference call. Directors who participate in this

call are considered present for the meeting.

6.2.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.2.6.12 A Director may waive formal notice of a meeting.

6.3 Officers

6.3.1 The Officers of the Society are the President, Vice-President, Secretary and Treasurer.

6.3.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers except the President, for the following year.

6.3.3 The Officers hold office until re-elected or until a successor is elected.

6.4 Duties of the Officers of the Society

6.4.1 The President:

- Supervises the affairs of the Board,
- When present, chairs all meetings of the Society, the Board and the Executive Committee;
- Is an ex officio member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Society;
- Chairs the Executive Committee; and
- Carries out other duties assigned by the Board.

6.4.2 The Vice President:

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
- Replaces the President at various functions when asked to do so by the President or the Board;

- Chairs the Personnel

Committee;

- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

6.4.3 The Secretary:

- Attends all meetings of the Society, the Board and the Executive Committee,
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure a record of names and addresses of all Members of the society is kept;
- Makes sure all notices of various meetings are sent;
- Makes sure annual fees are collected and deposited;
- Keeps the Seal of the Society;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

6.4.4 The Treasurer:

- Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee; and

- Carries out other duties assigned by the Board.

6.4.5 The Past President:

- Chairs the nominating committee; and
- Carries out other duties assigned by the Board.

6.5 Board Committees

6.5.1 Establishing Committees

The Board may appoint committees to advise the Board.

6.5.2 General Procedures for Committees

6.5.2.1 A Board Member chairs each committee created by the Board.

6.5.2.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees
- provides reports to each Board meeting at the Board's request.

6.5.2.3 The meeting Notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

6.5.2.4 A majority of the committee members present at a meeting is a quorum.

6.5.2.5 Each member of the committee, including the Chairperson, has one (1) vote

at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

6.6 Standing Committees

The Board establishes these standing committees:

a. Executive Committee;

b. Personnel Committee;

c. Finance Committee; and

d. Nominating Committee.

6.6.1 The Executive Committee:

a. Consists of the President, Past President, Vice-President, Secretary, Treasurer.

b. Is responsible for:- planning agendas for Board meetings;

- carrying out emergency and unusual business between Board meetings;

- reporting to the Board on actions taken between Board meetings;

- carrying out other duties as assigned by the Board.

c. Meets at least nine (9) times each year. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.

d. All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive

Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.

e. A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting

f. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

g. An Officer may waive formal notice of a meeting.

6.6.2 The Personnel Committee:

a. Consist of the Vice-President, who is the Chairperson, and two (2) other Members appointed by the Board;

b. Is responsible for:

- recommending a job description, qualifications, and performance appraisal system for the Executive

Director;

- interviewing applicants for the position of Executive Director of the Society and recommending an appointment to the Board;

- recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits

- acting as a mediator for personnel problems;

- recommending personnel policies for volunteers;

- reporting on the year's activities at the Annual General Meeting; and

- carrying out other duties assigned by the board.

6.6.3 The Finance Committee:

a. Consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed

by the Board.

b. Is responsible for:

- recommending budget policies to the Board;

- investigating and making recommendations to the Board for acquiring funds and property;

- recommending policies on disbursing and investing funds to the Board;

- establishing policies for Board and committee expenditures;

- arranging the annual audit of the books;

- reporting on the year's activities at the Annual General Meeting; and

- carrying out other duties assigned by the Board.

6.6.4 The Nominating Committee:

a. Consists of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Board.

b. Is responsible for:

- preparing a slate of nominees for the President's position;

- preparing a slate of nominees for each vacant Director position;

- orienting new board members; and

- presenting its recommendations to the Annual General Meeting

6.7 The Executive Director

6.7.1 The Board may hire an Executive Director to carry out assigned duties

6.7.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor

to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

6.7.3 The Executive Director acts as the administrative officer of the board in:

- attending board, and other meetings, as required;
- hiring, supervising, evaluating and releasing all other paid staff;
- interpreting and applying them Board's policies;
- keeping the Board informed about the affairs of the Society;
- maintaining the Society's books
- preparing budgets for Board approval;
- planning programs and services based on the Board's priorities; and
- carrying out other duties assigned by the Board.

Article 7 – Finance and Other Management Matters

7.1 The Registered Office The Registered Office of the Society is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

7.2. Finance and Auditing

7.2.1 The fiscal year of the Society ends on December 31 of each year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year.

A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual

General Meeting of the Society, the auditor submits a complete statement of the books for the previous year.

7.3 Seal of the Society

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of

the Society

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign his own pay cheque.

7.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so

by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Society.

7.5.1 The Secretary keeps a copy of the Minute Books and records the minutes of all meetings of the Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

7.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or law.

7.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.

7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

7.5.6 All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.

7.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

7.6 Borrowing Powers

7.6.1 The Society may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.7. Payments

7.7.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

7.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

7.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an

oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.

7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's

auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 8 – Amending the Bylaws

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.

8.2 The twenty-one (21) days' notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

Article 9 – Distributing

Assets and Dissolving the Society

9.1. The Society does not pay any dividends or distribute its property among its Members.

9.2. If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid

to a non-profit organization with objects that has objects similar to those identified by the Borad of Directors upon approval of its founding members 2/3 majority to a Society of Alberta.

9.3. Members are to select the organization to receive the assets by special resolution. In no event

do any Members receive any assets of the Society?

DATED at the City of Calgary, in the Province of Alberta, this 20th day of January 2024.

(Signatures of five (12) incorporators plus witnesses are needed)