



## BY-LAWS OF CIRCLE FOR ABORIGINAL RELATIONS SOCIETY

### 1. Definitions

1.1 In these By-laws, unless the context otherwise requires:

- (a) "Act" means the *Societies Act*, R.S.A. 2000, c. S-14, as amended from time to time, or any statute or statutes substituted therefore;
- (b) "Board of Directors" or "Board" means the Board of Directors from time to time of the Society;
- (c) "Society" means CIRCLE FOR ABORIGINAL RELATIONS SOCIETY.
- (d) "Advisor" means those identified by the Board that provide valued expertise and guidance to the Board and the membership of the Society.

Words importing the singular gender include the plural and vice versa; words importing gender include the masculine, feminine and non-binary genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

1.2 The headings used throughout these By-laws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any section nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

### 2. Head Office

Unless changed in accordance with the Act, the Head Office of the Society shall be in the City of Calgary, in the Province of Alberta.

### 3. Corporate Seal

The corporate seal of the Society shall be in the form as approved by the Board from time to time. The corporate seal shall be kept in the custody of the Secretary or nominee of the Secretary, and shall be affixed to documents signed on behalf of the Society by the President and the Secretary, or by such other person or persons as may be specifically designated by the Board.

### 4. Membership

4.1 **Members.** Any person residing in Canada, and being of the full age of 18 years, may become a member upon approval by the Board of Directors and payment of the membership fee. The membership fee, if any, in the society shall be determined, from time to time, by the Board at a meeting of the Board. Any member in good standing shall be eligible to hold any office in the Society.

4.2 **Withdrawal of membership.** Any member wishing to withdraw from membership may do so upon giving notice in writing (surface mail or email) to the Board at its Head Office of his or her intention to withdraw from membership and shall cease to be a member upon the date therein specified or its earlier acceptance by the Board. Membership fees paid to-date will not be reimbursed. If any member is in arrears with respect to payment of fees or assessments for any year, such member shall be automatically suspended at the expiration of three (3) months from the end of such year and shall thereafter not be entitled to membership privileges in the Society until paying all fees in arrears and being reinstated as a member in good standing.

4.3 **Cancellation of membership.** Any member, upon a majority vote of the Board, may be expelled from membership for any cause which the Society may deem reasonable.

## 5. Board of Directors

5.1 **Management.** The management of the affairs of the Society shall be vested in the Board of Directors. The Board of Directors may enact and enforce regulations regarding the management and operation of the Society, and such regulations shall be consistent with these By-laws.

5.2 **Number of directors.** The affairs of the directors shall be managed by a Board of not less than seven (7) nor more than ten (10). A director must be a member.

5.3 **Election and term.** The election of directors shall take place at the annual meeting of the members. Four (4) directors shall be elected to a term of three (3) years, and Five (5) directors shall be elected to a term of two (2) years. The directorship office of Past President is not elected, but rather is filled by the last prior elected President. If the last prior elected President does not consent to serve as a director, an additional director will be elected and serve a term of three years. Directors with expiring terms may, if qualified, be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors vacating their office unless the members otherwise determine. A quorum of directors may fill a vacancy among the directors elected at the annual meeting of the members. If there is not a quorum of directors, the directors then in office shall forthwith call a special meeting of the members to fill the vacancy. A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

5.4 **Resignation.** A member of the Board of Directors may resign by giving to the President of the Society a notice in writing to that effect.

5.5 **Removal of directors.** The Board of Directors may, by a resolution passed by a majority of not less than two-thirds (2/3) of the votes of such directors at a meeting called for such purpose, remove any director before the expiration of his or her period of office. A vacancy created by the removal of a director may be filled by the members, or, if not so filled, may be filled by a quorum of directors.

5.6 **Meetings of directors.** Meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting of the Board may be called upon the written request of any two members thereof with such written request to state the business to be brought before the meeting. Meetings may be held without notice if a quorum of the Board is present; provided, however, that any business transacted at such meeting shall be null and void unless ratified at the next regularly called meeting of the Board.

5.7 **Place of meetings.** Meetings of the Board may be held at any place within or outside the Province of Alberta.

5.8 **Meetings held virtually or by telephone.** If all the directors participating in a meeting consent, one or more directors may participate in a meeting of the directors virtually by means of a telephone or other such communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective

whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors held while a director holds office.

5.9 **Notice.** Notice of the time and place of each meeting of the directors shall be sent to each director by regular mail addressed to the director at his or her latest address as shown in the records of the Society not less than ten days before the meeting or by fax or telephone, telegram, electronic mail (email) or any other means of communication not less than three days before the meeting or delivered personally. If mailed, such notice shall be deemed to have been received on the third day following the date of mailing, if delivered by fax or telephone, telegram, electronic mail (email) or any other means of communication, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery. A director who participates in a meeting shall be deemed to have received notice thereof.

5.10 **Quorum.** The quorum for the transaction of business at any meeting of the Board shall consist of forty (40%) percent of the directors.

5.11 **Votes to govern.** Each member of the Board of Directors shall have one vote. Questions arising at any meeting of the Board shall be decided by a majority of the votes.

5.12 **Resolution in writing.** Notwithstanding anything to the contrary in these By-laws, a resolution in writing signed by all of the directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

## 6. Executive Committee

6.1 **Purpose.** There shall be an Executive Committee of the Board of Directors to facilitate the business of the Society. The Executive Committee will be comprised of a Past President, President, Vice President, Secretary, Treasurer and Executive Director.

6.2 **Composition.** The Executive Committee shall be composed of the appointed officers as defined in paragraph 6.1 of these By-laws, together with the Executive Director, who shall be a member of the Executive Committee by right of office but without voting privileges.

6.3 **Powers and functions.** The Executive Committee shall report to the Board of Directors. The Executive Committee may take action at any time in relation to any matter of any nature within the power and authority of the Board of Directors which requires attention before the date of the next meeting of the Board. Such action shall not involve any change of policy or the authorization of expenditures of an extraordinary nature.

6.4 **Transaction of business.** The powers of the Executive Committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of the Executive Committee who would have been entitled to vote on that resolution at a meeting of the Executive Committee. Meetings of the Executive Committee may be held at any place within or outside the Province of Alberta.

6.5 **Procedure.** Unless otherwise determined from time to time by the Board of Directors, the Executive Committee shall have the power to fix its quorum at not less than the majority of its members, to elect its chairman and to regulate its procedures.

6.6 **Resignation.** A member of the Executive Committee may resign by delivering a notice in writing to that effect to the Board of Directors and the Board may fill the vacancy so created.

6.7 **Removal by members.** The members of the Society may remove any member of the Executive Committee by a resolution passed by a majority of such members at a meeting called for such purpose, and the members may then fill the vacancy which is so created.

6.8 **Removal by Board of Directors.** A member of the Executive Committee, except for the President, may be removed from the Executive Committee by a resolution passed by a majority of Board of Directors at a meeting called for such purpose, and the Board of Directors may then fill the vacancy which is so created.

6.9 **Remuneration.** Members of the Executive Committee of the Society shall serve without remuneration but shall be entitled to be reimbursed for expenses reasonably incurred including the expenses of attendance at meetings.

6.10 **Termination of committee membership.** Any director who ceases for any reason to be a director shall, immediately upon ceasing to be a director, also cease to be a member of the Executive Committee and all other committees of directors.

## 7. Officers

7.1 **Appointment.** The officers of the Society shall consist of a Past President, a President, a Vice-President, a President Elect, a Secretary, and a Treasurer and such other officers as the Board of Directors may determine from time to time. Such officers shall be appointed at a meeting of the Board of Directors to be held immediately following the annual meeting of the members.

7.2 **Past President.** The Past President shall be the last prior President, shall be a director and shall be available for the mentoring and advising of the new President as necessary.

7.3 **President.** The President shall be a director, and shall be charged with the general management and supervision of the affairs and operations of the Society. The President shall when present, preside at all meetings of the members of the Society and of the Board of Directors. During the absence or inability of the President, his or her duties and powers shall be exercised by the Vice-President

7.4 **President Elect.** The President Elect shall be a director who holds an Executive position. For the purpose of succession planning, this is the person who will be mentored to be the next President.

7.5 **Vice-President.** The Vice-President shall be a director, and shall have such duties and powers as the directors may specify and delegate in support of the activities of the President and as otherwise agreed in writing by the Board of Directors. During the absence or inability of the President, his or her duties and powers shall be exercised by the Vice-President.

7.6 **Secretary.** The Secretary shall be a director and shall be the Secretary of all meetings of the Board of Directors and of the members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The Secretary shall distribute minutes of proceedings not more than ten (10) business days after proceedings have taken place.

7.7 **Treasurer.** The Treasurer shall properly account for the funds of the Society and keep such books as may be directed, and shall present a full detailed account of receipts and disbursements to the Board once every three (3) months, or whenever required.

The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

7.8 **Executive Director.** The Board of Directors may from time to time appoint an Executive Director, who shall be an ex-officio member of the Board of Directors without voting power. The Board of Directors may delegate to the Executive Director full authority (subject to any restrictions contained in the Act or imposed from time to time by the Board) to manage and direct the business and affairs of the Society and to employ and discharge agents and employees of the Society. The Executive Director shall at all reasonable times

give to the Board of Directors all information it may require regarding the affairs of the Society.

7.9 **Powers and duties of other officers.** The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify and delegate in writing.

7.10 **Removal of officers.** The Board, upon a majority vote of the Board, may at any time, in their discretion, remove any officer of the Society.

## 8. Committees and Subcommittees

8.1 **Appointment.** Committees for promoting the objects or functions of the Society may be appointed by the Board of Directors. Subcommittees are to be understood as part of a respective committee.

8.2 **Composition.** Every committee shall be composed of a chair who shall be a member of the Board of Directors or Advisor to the Board of Directors, and such other members of the Society as may be required. Committees will establish Terms of Reference for its activities. The President shall be an ex-officio member of all committees.

8.3 **Transaction of business.** The powers of a committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at any place within or outside the Province of Alberta.

8.4 **Procedure.** Unless otherwise determined from time to time by the Board of Directors, each committee shall have the power to fix its quorum at not less than the majority of its members, to elect its chair and regulate its procedures.

8.5 **Termination of committee membership.** Any chair who ceases for any reason to be a director shall, upon ceasing to be a director, thereupon also cease to be chair of a committee.

## 9. Protection of Directors and Officers

9.1 **Limitation of liability.** No director, officer or member of a committee of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of the Society, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own wilful neglect or default.



9.2 **Indemnity.** The members and former members of the Board of Directors, officers and former officers, and members and former members of all committees of the Society and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets and profits of the Society from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the members and former members of the Board of Directors, officers and former officers and members and former members of all committees of the Society may be entitled to at law or in equity.

## 10. Meetings of the Members

10.1 **Annual meetings.** The annual meeting of members of the Society shall be held within fifteen (15) months of the preceding year's meeting of members for the purpose of electing directors if appropriate, considering governance questions generally, and for the transaction of such other business as may be properly brought before the meeting.

10.2 **Special meetings.** A special meeting of the members shall be called by the President or Secretary upon receipt by either of them of a petition signed by a majority of the members in good standing, setting forth the reasons for calling such meeting.

10.3 **General meetings.** General meetings of the members of the Society may be called at any time by the Secretary upon the instructions of the President or the Board.

10.4 **Place of meetings.** Meetings of the members may be held at any place within or outside the Province of Alberta.

10.5 **Notice.** Notice of the time and place of each meeting of the members shall be sent to each member by regular mail addressed to the member at his or her latest address as shown in the records of the Society not less than ten days before the meeting, by telephone or telegram or any other means of communication not less than three days before the meeting or delivered personally. If mailed, such notice shall be deemed to have been received on the third day following the date of mailing, if delivered by telephone or telegram or any other means of communication, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery. A member who participates in a meeting shall be deemed to have received notice thereof.

10.6 **Quorum.** The quorum for the transaction of business at any meeting of the members shall consist of four (4%) percent of the members in good standing.

10.7 **Voting and votes to govern.** Any member who has not withdrawn from membership or whose membership has not been suspended or cancelled as herein provided shall have the right to vote at any meeting of the members. Every member shall have one vote. Such votes must be made in person or by proxy. Questions arising at any meeting of the members shall be decided by a majority of the votes of the members. In the case of an equality of votes, the President shall have a casting vote.

10.8 **Proxy.** Every member may by means of a proxy appoint a proxyholder, who must be a member, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by such proxy. A proxy shall be in writing and executed by the member. A proxy is valid only at the meeting in respect of which it is given or any adjournment thereof.

10.9 **Meetings held virtually, or by telephone.** If all the members participating in a meeting consent, a member may participate in a meeting of the members virtually or by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the members.

10.10 **Resolution in writing.** Notwithstanding anything to the contrary in these By-laws, a resolution in writing signed by all of the members entitled to vote thereon shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

## 11. Financial Arrangements

11.1 **Financial year.** The financial year end for the Society shall end on the 31<sup>st</sup> of March in each year.

11.2 **Auditor.** A financial statement shall be prepared annually and duly audited by a duly qualified accountant or by an audit committee comprised of at least two (2) members of the Society elected for that purpose in advance of an audit. Such audited financial statement shall be duly signed by the President and Treasurer and accompanied by a written signed report of the auditor shall be placed before the members at the next annual meeting of the members of the Society. The remuneration of the auditor shall be subject to the approval of the directors.

11.3 **Bank accounts.** All moneys received by the Society shall, promptly following their receipt, be deposited to the credit of the Society in a Canadian chartered bank, trust company, credit union or treasury branch designated from time to time by the Board of Directors.

11.4 **Signing officers.** Cheques drawn by the Society shall be signed by such person or persons as are designated from time to time by the Board of Directors.

## 12. Remuneration

12.1 **Remuneration of Directors, Officers and Members.** No director, officer or member shall receive any remuneration for services rendered to the Society, unless authorized at a meeting of the Board or membership. Directors shall be entitled to be reimbursed for out-of-pocket expenses incurred on behalf of the Society, to be decided on a case by case basis by the Board of Directors, if such expenses are incurred by a Director who is self-employed or whose employer will not reimburse the Director for the expense.

## 13. Interpretation

13.1 In these By-laws and in all other by-laws of the Society hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, or non-binary gender as the case may be, and vice versa, and references to persons shall include firms and corporations..

## 14. Borrowing Powers

14.1 **Authority.** For the purpose of carrying out its objects, the Society 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 Board of Directors of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution, as defined in the Act, of the Board of Directors of the Society.

## **15. Execution of Documents**

15.1 Contracts, documents, cheques or any instruments in writing requiring the signature of the Society, shall be signed by any two (2) officers and all contracts, documents, cheques and instruments in writing so signed shall be binding upon the Society.

## **16. By-laws**

16.1 **Amendments.** These By-laws may be rescinded, altered or added to by a Special Resolution, as defined in the Act, of the members of the Society; PROVIDED that the members have received thirty (30) days' written notice of the proposed rescission, alteration or addition. Members may by writing waive the notice required to be given pursuant to this paragraph.

## **17. Books and Records**

17.1 **Inspection.** Any and all books and records of the Society shall be open for inspection by any member of the Society at the Head Office of the Society upon giving reasonable notice to the officers having charge of the books and records.

## **18. Dissolution**

18.1 **Distribution.** Upon the dissolution of the Society, the property of the Society shall be converted into cash and added to the funds of the Society and the amount thereof distributed firstly in payment of all outstanding debts and liabilities of the Society and the balance shall be distributed to a non-profit organization having goals and objectives similar to that of the Society.