
THE FRIENDS OF
THE COLONEL
BELCHER SOCIETY

RE-STATED BY-
LAWS*

ANNUAL GENERAL
MEETING, JUNE 12,
2012

* These by-laws replace the original by-laws filed on 17 October 2003, with changes filed 16.07.2004 and 25.03.2011, which have been rescinded by a special resolution passed by the members at a meeting called for that purpose on 12 June 2012.

Friends of the Colonel Belcher Society (FOCBS)

By-laws

These By-laws are made pursuant to the Societies Act and Regulation. The By-laws of the FOCBS are enacted as follows:

I. MEMBERSHIP

1. Membership is open to all organizations and individuals who share the interests of the Society, as well as residents of the Carewest Colonel Belcher Care Centre and their families.
2. An organization may appoint a representative to attend Society meetings and vote on behalf of that organization.
3. Membership fee, if any, in the Society shall be determined, from time to time, by the directors. Any person of the full age of 18 years may become a member by a favourable vote passed by the majority of the directors, and upon payment of the fee. Any person under the age of 18 years may in the same manner become a member upon half of the said fee.
4. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.
5. Any member upon a majority vote of all members of the Society in good standing may be expelled from membership for any cause which the Society may deem reasonable. The person who is the subject of the proposed expulsion shall be given the opportunity to be heard at the meeting before a vote on the matter is taken.

II. CHAIR

6. The Chair shall be ex-officio a member of all Committees. He/She shall, when present, preside at all meetings of the Society and of the Board. In his/her absence, the Vice-Chair shall preside at any such meetings. In the absence of both, a chair may be elected to preside from among the members present at the meeting.

III. BOARD OF DIRECTORS

7. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.
8. The Board shall consist of between seven (7) and thirteen (13) directors. The number of directors for the forthcoming year shall be set by the members at the annual meeting of the Society. Directors shall be elected by the members at the annual meeting of the Society. The Board is empowered to appoint a member to fill a vacancy occurring on the Board who shall hold office until the next annual meeting of the Society.
9. The Board shall, subject to these by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but normally once every three months, and shall be called by the Chair. A special meeting may be called on the instructions of any five members provided they request the Chair in writing to call such meeting, state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each member or by three days notice by email, fax or telephone. Fifty percent of the total number of directors shall constitute a quorum, and meeting shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
10. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
11. Any director or officer upon a majority vote of all members of the Society in good standing may be removed from office for any cause which the Society may deem reasonable. The director or officer who is the subject of the proposed removal shall be given the opportunity to be heard at the meeting before a vote on the matter is taken.

IV. SECRETARY

12. It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. In the case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the Chair and Board.
13. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Society. Such monies shall promptly be turned over to the Treasurer for deposit.
14. The Secretary shall keep all other records of the Society other than those required by the Treasurer.

V. TREASURER

15. The Treasurer shall receive all monies paid to the Society and be responsible for deposit of same. He/she shall properly account for the funds of the Society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the annual meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. 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.
16. The Treasurer shall make a report to the Registrar of Companies as required by the Societies Act of Alberta.

VI. FINANCES

17. The financial assets of the Society shall be invested as the Board, on advice of the Treasurer, decides.
18. There shall be four (4) accredited signing officers - Chair, Treasurer and two others appointed by the Board.
19. Two signatures shall be required on all cheques and financial documents.

VII. AUDITING

20. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the annual meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the Society. The financial year of the Society in each year shall be May 1 through April 30.
21. The books and records of the Society may be inspected by any member of the Society at the annual meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or offices having charge of same. Each member shall at all times have access to such books and records.

VIII. MEETINGS

22. This Society shall hold an annual meeting on or before the end of June each year, of which notice in writing to the last known address of each member shall be delivered either in the mail or by email 14 days prior to the date of the meeting. At this meeting there shall be elected a Chair, Vice-Chair, Secretary, Treasurer (or Secretary-Treasurer), and other directors, the total of which shall not exceed the number set by the members. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any member of the Society in good standing shall be eligible to any office in the Society.
23. General meetings of the Society may be called at any time by the Secretary upon the instructions of the Chair or the Board by notice in writing to the last known address of each member, delivered either in the mail or by email eight days prior to the date of such meeting. A special meeting shall be called by the Chair or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. Notice of such meeting shall be by letter to the last known address of each member, delivered either in the mail or by email eight (8) days prior to the meeting.
24. Fifty (50) percent or 15 members in good standing, whichever is the lesser, shall constitute a quorum at any general meeting of the Society. In the event that a quorum is not present in person at the hour given in the notice of a meeting, the meeting shall stand adjourned for fifteen (15) minutes, and at the expiration of such period but subject to the following proviso, the members then present in person will constitute a quorum for the transaction of business at that meeting. In no case shall any meeting of the members be held unless there are at least ten percent (10%) of the members or eight (8) members, whichever is the lesser number, present in person at the meeting.

IX. VOTING

25. Following the inaugural annual meeting of the Society, any member in good standing during the previous ninety (90) days shall have the right to vote at any meeting of the standing during the previous ninety (90) days shall have the right to vote at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise unless approved by the Board. Unless agreed otherwise beforehand, required by these by-laws, or required by the Societies Act all voting shall be by simple majority of those in attendance.

X. REMUNERATION

26. Unless authorized at any meeting and after notice for same shall be given, no officer or member of the Society shall receive any remuneration for his/her services.

XI. BORROWING POWER

27. 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 Society, and in no case shall debentures be issued or debt incurred without the sanction of a special resolution of the Society requiring a two-thirds majority vote.

XII. LIABILITY OF DIRECTORS

28. Every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every director of the Society and his/her heirs, executors, administrators and estate and assigns respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other director or directors, in or about the execution of duties of his/her office, and also from and against all other costs, charges and expenses which he/she sustains or incurs or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

XIII. DISSOLUTION

29. If the Society has ceased its activities or no longer wishes to carry on its activities or objects as outlined in the Society's application and by-laws, the Society may be dissolved upon a special resolution at general meeting of which not less than 21 days notice specifying the intention to

propose the special resolution was duly given to all of the members of the Society. At this meeting a minimum of 75% of the members must vote in favor of this special resolution and is subject to trust conditions attaching firstly to the use of any property of the Society in payment of any costs incurred in the winding up of the Society; secondly to any trust conditions attaching to the use of any property of the Society in the discharge of all liabilities of the Society; thirdly to give effect as far as possible to any outstanding commitments applicable to the Society and any assets remaining to be disbursed:

(A) to eligible charitable or religious groups or purposes; or

(B) transferred in trust to a municipality until such time as the assets can be transferred for the municipality to a charitable or religious group or purpose approved by the Board (Change filed 25.03.2011).

XIV. BY-LAWS

30. The By-Laws may be rescinded, altered or added to by a "Special Resolution" approved by three quarters (3/4) majority of members of the Society at a meeting of the Society called for that purpose.

XV. CORPORATE SEAL

31. The Friends of the Colonel Belcher Society is not adopting a Society Seal.