

BYLAWS OF THE
THE ALZHEIMER SOCIETY OF CALGARY
(the “Society”)

1. INTERPRETATION

1.1 DEFINITIONS. In these Bylaws:

- (a) “*Act*” means the *Societies Act* (Alberta), RSA 2000, c S-14, and any statute that may be substituted therefor, as amended from time to time;
- (b) “Board” means the Board of Directors of the Society;
- (c) “Director” means anyone who is elected or appointed as a Director of the Society pursuant to these Bylaws;
- (d) “Executive Committee” means the Officers of the Society as appointed or elected to the Executive Committee in accordance with these Bylaws;
- (e) “Meeting of Members” means an annual, general or special meeting of Members, as the context requires;
- (f) “Member” means a person who is admitted as a Member and is listed on the register of Members of the Society;
- (g) “Officer” means an individual who holds the position of Past Chair, Chair, Vice-Chair, Secretary, Treasurer, or is appointed or elected to any other office in accordance with these Bylaws;
- (h) “Ordinary Resolution” means a resolution passed by a simple majority of the votes cast by those present or deemed to be present at a duly called meeting of Directors or Members, as the context requires;
- (i) “Persons” includes individuals and bodies corporate;
- (j) “Special Resolution” has the meaning ascribed to it in the *Act* as:
 - (i) a resolution passed
 - (A) at a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy.

(ii) a resolution proposed and passed as a Special Resolution at a general meeting of which less than 21 days notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or

(iii) a resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

1.2 HEADINGS

Headings used in these Bylaws are for convenience of reference only and are not to be used in the interpretation of these Bylaws.

1.3 GENDER

Where words importing one gender are used, then the provision shall be read as applying to all genders or genders equally, as the context shall require.

1.4 CONFLICT WITH ACT

To the extent of any conflict between the provisions of these Bylaws and the provision of the *Act*, the provisions of the *Act* shall govern.

1.5 INVALID PROVISIONS

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

2. MEMBERSHIP

2.1 MEMBERSHIP REQUIREMENTS

Subject to any specific provisions or conditions in any membership policies adopted from time to time by the Board, any individual being 18 years or older may apply to the Board to become a Member of the Society. The Board may approve and admit any such individual as a Member in accordance with procedures contained in any membership policies adopted by the Board from time to time.

2.2 WITHDRAWAL OF MEMBERSHIP

A person shall cease to be a Member upon giving notice in writing to the Board of their intention to withdraw as a Member and such person shall cease to be a Member upon the date specified in such notice or its earlier acceptance by the Board.

2.3 REMOVAL OF MEMBERS

A person may be removed as a Member by the Ordinary Resolution of the Board at a meeting of the Board.

2.4 RIGHTS OF MEMBERS

Each Member is entitled to receive notice of, attend and exercise one (1) vote at all annual, general or special meetings of Members of the Society.

2.5 OBLIGATIONS OF MEMBERS

All Members of the Society must adhere to any specific provisions or conditions in any membership policies adopted from time to time by the Board, including renewal procedures and payment of membership fees, if any.

2.6 REGISTER OF MEMBERS

The Society shall maintain a register of Members as required by the *Act*. Each Member shall be responsible for ensuring that their address for notices under these Bylaws as reflected in the register of Members is up to date, accurate, and complete.

3. MEETINGS OF MEMBERS

3.1 ANNUAL GENERAL MEETING

The annual general meeting of Members shall be held on or before December 31st of each year. The agenda of the annual general meeting of Members shall include:

- (a) the presentation of financial statements which specify the Society's income, expenses and disbursements, assets, and liabilities;
- (b) the presentation of the auditor's report, which has been signed by the auditor;
- (c) the report of the committee in charge of nominations to the Board; and
- (d) elections required to elect Directors to the Board.

No vote shall be taken upon any matter for which notice of a Special Resolution is required unless such notice has been given as required by these Bylaws or the *Act*.

3.2 SPECIAL MEETING

The Board may at any time call a special meeting of Members.

3.3 NOTICE OF MEMBER MEETINGS

The Board shall, in respect of any annual general meeting or special meetings of Members of the Society, issue a notice of meeting. In the case of all special or annual general meetings of Members of the Society, notice must be sent to each Member at least ten (10) days prior to the meeting and not more than forty (40) days prior, provided that notice of any meeting where a Special Resolution is proposed must be sent to each Member at least twenty-one (21) days before the meeting in accordance with the *Act*.

3.4 QUORUM AND LACK THEREOF

A quorum at any meeting of Members shall consist of the lesser of 15 Members or 15% of the Members. If there is not a quorum for any meeting of Members within twenty (20) minutes of the time fixed for the meeting of Members, such meeting shall be adjourned to the same weekday, time and location in the following week and if a quorum is not present at such adjourned meeting, those Members then present and entitled to vote at the adjourned meeting shall constitute a quorum for the transaction of any business.

3.5 RIGHT TO VOTE

Only Members who are present at any meeting of Members are entitled to vote on any resolution by show of hands, and each Member shall be entitled to 1 vote. Voting by proxy is permitted. Every instrument appointing a proxy, whether for a specified meeting or otherwise shall, as nearly as circumstances will permit, be in the form approved from time to time by the Board.

3.6 MAJORITY RULE

All questions to be decided by the Members at a meeting of Members shall be determined by Ordinary Resolution unless otherwise provided by the *Act* or these Bylaws.

3.7 RESOLUTION IN LIEU OF MEETING.

A resolution in writing signed by all of the Members shall be valid and effectual as if it had been passed at a meeting of the Members duly called and constituted. Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed and the same may be signed in counterpart and by facsimile.

3.8 ELECTRONIC MEETINGS

If the Board chooses to make available telephonic, electronic, or other communication facilities that permit all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such

meeting may participate in the meeting by means of such telephonic, electronic, or other communication facilities in the manner provided by the policies and procedures of the Society. A person participating in a meeting by such means is deemed to be present at the meeting. Any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the policies and procedures of the Society, by means of any telephonic, electronic, or other communication facilities that the Society has made available for that purpose.

4. BOARD OF DIRECTORS

4.1 QUALIFICATION OF DIRECTORS

Each Director shall be an individual who is not less than 18 years of age. No individual shall be a Director who has been found under the laws of any province to be unable to manage his or her property or declared to be incapable by any court inside or outside of Canada, who has the status of a bankrupt, or who is an “ineligible individual” as defined in the *Income Tax Act (Canada)*, R.S.C. 1985, c.1(5th Supp.). A Director must be a Member of the Society.

4.2 NUMBER OF DIRECTORS.

The Board shall consist of not less than five (5) and not more than fifteen (15) Directors.

4.3 ELECTION AND TERM

Nominations for open positions on the Board shall be made by a nominating process determined by any committee appointed for this purpose and in accordance with any policy made by the Board from time to time. The Members of the Society shall elect the Directors from among those individuals so nominated at the annual general Meeting of the Members of the Society or at a special Meeting called for that purpose. Each of the newly elected Directors shall hold office until the second annual general meeting of the Members of the Society following their election unless they have ceased to be a Director prior to that time.

4.4 REMOVAL OF DIRECTOR

A Director may be removed from office by Ordinary Resolution of the Members at a special meeting of the Members of the Society. A director may resign by sending or delivering a written resignation to the Secretary.

4.5 MEETINGS AND NOTIFICATION

Board meetings shall be held from time to time and at such time and place, as the Board may determine. Meetings of the Board shall be called by at least seven (7) days' notice.

4.6 QUORUM

A quorum for the transaction of business at a meeting of the Board shall consist of 3 Directors where the number of Directors is less than or equal to 6, and the greater of 1/3 of the number of Directors or 3 Directors where the number of Directors exceeds 6. A quorum may, notwithstanding any vacancy among the Directors, exercise all the powers of the Board. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting.

4.7 FAILURE TO HAVE QUORUM

Should there fail to be a quorum at any duly called Board meeting, the Board may not transact any business, except that the Board may adjourn the meeting to a later time or date or call a meeting of Members. Notice of an adjourned meeting of the Board with the time and place of the adjourned meeting shall be called by at least two (2) days' notice.

4.8 CEASING TO BE A DIRECTOR

A Director immediately ceases to be a Director when that individual:

- (a) dies;
- (b) is removed from office by an Ordinary Resolution of the Members, or
- (c) sends or delivers a written resignation to the Secretary.

4.9 VACANCIES

In the event that, following the election of Directors at an annual general Meeting, the maximum number of positions on the Board has not been filled, the Board shall have the right, but not the obligation, to appoint as many Directors as required to fill any vacancies and such replacement Directors shall hold office until the second annual general meeting of the Members of the Society following their appointment.

4.10 ACTION BY THE BOARD

Questions arising at any meeting of the Board shall be decided, the powers of the Board shall be exercised and determinations of the Board shall be made by an Ordinary Resolution of the Directors (including the Chair) present in person unless otherwise provided by the *Act* or these Bylaws. All votes at any such meeting

shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.11 RESOLUTION IN LIEU OF MEETING

A resolution in writing signed by all of the Directors shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed and the same may be signed in counterpart and by electronic means.

4.12 ELECTRONIC MEETINGS

If the Board chooses to make available telephonic, electronic, or other communication facilities that permit all participants to communicate adequately with each other during a meeting of Directors, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facilities in the manner provided by the policies and procedures of the Society. A person participating in a meeting by such means is deemed to be present at the meeting. Any person participating in a meeting of Directors pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the policies and procedures of the Society, by means of any telephonic, electronic, or other communication facilities that the Society has made available for that purpose.

4.13 INDEMNITY

Each Director shall be deemed to have assumed office on the express understanding, agreement and condition that every Director and his or her heirs, executors, administrators, assigns and other legal personal representatives 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, claims, expenses and liabilities whatsoever that such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her (other than by or on behalf of the Society and/or the Board) for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her or any other Director(s) in or about the execution or purported execution of his, her or their office, and also from and against all other costs, charges, claims, expenses and liabilities which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges, claims, expenses or liabilities as are occasioned by his or her own willful neglect or default.

4.14 INSURANCE

The Society may purchase and maintain such indemnity or liability insurance for the benefit of any or all of the Society, its Directors, and its Officers, as the Board may from time to time determine.

4.15 REMUNERATION

The Society shall not provide any remuneration to a Director in his or her capacity as a Director. The Directors shall, however, be entitled to reimbursements for reasonable traveling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Notwithstanding the provisions of this paragraph, and subject to the other provisions of this Bylaw, any Director may serve the Society in any other capacity and receive remuneration therefor.

4.16 BOARD FUNCTION

The government and management of the Society shall be vested in the Board. The Board may perform such acts and exercise such powers of the Society as it sees fit or necessary, subject to the *Act* and these Bylaws.

4.17 OPERATING POLICIES

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with these Bylaws of the Society relating to the management and operations of the Society and such matters as duties of Officers, Board code of conduct, and conflict of interest, as well as procedural and other requirements relating to these Bylaws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

4.18 AGENTS AND EMPLOYEES

The Board may, from time to time, appoint agents and authorize the employment of such persons as they deem necessary to carry out the objects of the Society and such agents and employees shall have such authority and shall perform such duties as may be delegated or prescribed by the Board from time to time.

4.19 POWER TO APPOINT COMMITTEES

The Board shall have the right to appoint committees, including a nominations committee, to prescribe policies and rules to be followed by all committees and to remove and replace committee members.

4.20 SEAL

The Society shall have a seal, the custody of which lies with the Secretary. The seal shall only be used by the Secretary or any person authorized by the Board.

4.21 EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed in accordance with any authority or policy as may be prescribed by the Board from time to time or, if no such authority has been given or policy prescribed then by any two Officers of the Executive Committee; and all contracts, documents and instruments so signed shall be binding upon the Society without any further authorization or formality. The seal of the Society when required may be affixed to contracts, documents or instruments signed as prescribed by the Board.

5. OFFICERS

5.1 OFFICERS

Officers of the Society shall be elected or appointed by resolution of the Board at the first meeting of the Board following an annual general meeting of Members. The Officers of the Society hold office from the date of appointment or election or until their successors are elected or appointed in their stead. The Executive Committee of the Society may consist of up to seven (7) individual offices, including: a Past Chair, a Chair, a Vice-Chair, a Secretary, and a Treasurer, and any other office the Board shall deem appropriate from time to time. The offices of Secretary and Treasurer may be combined into the office of Secretary-Treasurer. Other offices created from time to time need not be filled by a Director, and will have such powers and duties assigned by resolution of the Board. Not all Officers need to serve on the Executive Committee unless so appointed by resolution of the Board.

5.2 POWERS AND DUTIES OF EXECUTIVE COMMITTEE OFFICERS

The powers and duties of all Executive Committee Officers of the Society shall be such as the terms of their engagement call for or the Board determines. The Board may add or remove Officers and modify Officers' roles and responsibilities at its discretion in order to fulfill the Board's duties and obligations herein. The Executive Committee Officers shall be vested with the authority to exercise all of the powers and duties of the Board while the Board is not in session, except such powers and duties as are required to be exercised by designated Officers or the Board, in accordance with these Bylaws. In addition to other powers and duties determined by the Board, the Executive Committee Officers shall be responsible for the following:

- (a) Chair:
 - (i) the Chair may direct the Secretary to call a meeting of the Board;

- (ii) the Chair, when present, shall preside over all meetings of Members;
 - (iii) the Chair, when present, shall preside over all meetings of the Board unless another person is appointed chair for any reason;
 - (iv) The Chair shall have responsibility for the general and active management of the affairs of the Society, including appointing, supervising, dismissing and determining the remuneration and conditions of employment of employees of the Society, and shall have responsibility to ensure that all orders and resolutions of the Board are carried into effect;
 - (v) The Chair shall have the right to delegate any of the duties described to Directors or employees of the Society; and
 - (vi) The Chair shall be a ex officio member of all committees, except for any committee undertaking any nominations process.
- (b) Past Chair:
- (i) The Past Chair, if any, shall assume any duties as directed by the Board, including acting as an Executive Committee Officer if the Past Chair consents to be so appointed and remains a Director.
- (c) Vice-Chair:
- (i) The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon him or her by the Board; and
 - (ii) Upon the vacancy before the end of the term in the office of Chair, the Vice Chair shall assume the office, until the vacancy is filled pursuant to these Bylaws.
- (d) Treasurer:
- (i) The Treasurer shall have responsibility for collection and custody of all funds of the Society and shall have the power to disburse monies after receiving approval from the Board;
 - (ii) The Treasurer shall have responsibility for the creation and maintenance of complete and accurate records of accounts of all receipts and disbursements of the Society in proper books of account;
 - (iii) The Treasurer shall cause annual financial statements to be prepared and to be audited in accordance with the directions of the Board

and these Bylaws, and shall submit a report to the annual general meeting of Members of the Society;

(iv) The Treasurer has the duty to ensure that all monies received are deposited in a current or other appropriate account with a chartered bank, trust company or credit union and that no monies are withdrawn therefrom except with the signature of the Officers and/or Directors designated by the Directors;

(v) The Treasurer shall deliver to his or her successor in office all funds, books, documents, vouchers and other property of the Society which he or she may have in his or her possession or for which he or she is accountable; and

(vi) Upon the vacancy before the end of the term in the office of Vice Chair, the Treasurer shall assume the office, until the vacancy is filled pursuant to these Bylaws.

(e) Secretary:

(i) The Secretary shall be responsible for the issuance of all Society meeting notices and write such official letters as the Society may designate, and preserve a record of the proceedings of the Society in accordance with the Act;

(ii) The Secretary shall be responsible for recording minutes of both the Board and Meeting of Members of the Society;

(iii) The Secretary shall be responsible for the creation and maintenance of the register of Members, Directors and Officers; and

(iv) The Secretary shall have custody of the corporate seal and have the duty of certifying documents issued by the Society.

5.3 REMOVAL OF OFFICERS

Any Officer may be removed as an Officer at any time by Ordinary Resolution of the Board; provided, however, that any employee who holds an Officer position shall not be removed as an Officer unless such employee's employment contract with the Society has expired or has been terminated for any reason.

5.4 RESIGNATION

Any Officer may resign as Officer at any time by giving written notice to the Board.

5.5 REMUNERATION

The Officers shall receive no remuneration for acting as such, unless approved by the Board.

6. FINANCE, ACCOUNTS, AND AUDIT

6.1 APPOINTMENT OF AUDITOR

The Board shall appoint an auditor to audit the books and accounts of the Society and to provide a report concerning the financial state of the Society no later than ninety (90) days after the end of the Society's fiscal year. In appointing an auditor, the Board may select from and appoint either (i) a chartered professional accountant or firm or (ii) two Directors of the Society. The auditor shall hold office until resignation or until a successor auditor is appointed by the Board. The remuneration of the auditor shall be fixed by the Board.

6.2 EXPENDITURE LIMITS AND APPROVAL

Any expenditure of the Society made in accordance with a budget that has been approved by the Board, and with any policy made by the Board from time to time shall be deemed to be an approved expenditure.

6.3 OPERATING BANK ACCOUNTS

The banking business of the Society including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may be authorized by the Board from time to time. An operating bank account shall be established for routine operations of the Society. All monies belonging to the Society shall be deposited in the name of the Society by any Officer or by an employee so designated by the Board. No cheque or other order for the payment of monies shall be valid unless signed, made or transacted under such agreements, instructions and delegations of powers as the Board may prescribe or authorize from time to time.

6.4 BORROWING

The Board is hereby authorized, from time to time to borrow money upon the credit of the Society, from any bank, Society, firm or person, upon such terms, covenants, and conditions at such times, in such sums, to such an extent, and in such manner as the Board of the Society in its discretion may deem expedient; provided that in no case shall debentures be issued without the sanction of a Special Resolution of the Members of the Society.

7. NOTICES

7.1 MANNER OF NOTICE

Any notice required or permitted to be given to a Member, Director, or Officer under these Bylaws or the *Act* may be given in writing:

- (a) by leaving the same with that person;
- (b) by delivering the same to or leaving the same at that person's residence or other place at the address as shown in the register of the Members (including by depositing the same in a receptacle at such residence or place or affixing the same to an entry door of the residence or place); or
- (c) by mailing the same by ordinary, registered, or electronic mail or by facsimile addressed to that person at his or her address as shown in the register of Members.

7.2 WHEN DEEMED RECEIVED

Written notices or communications:

- (a) mailed to the address of a Member, Director, or Officer shown in the register shall be deemed to have been received 5 days after the date of mailing, excluding Saturdays, Sundays, and statutory holidays, whether or not the notice was returned or received;
- (b) delivered by electronic mail or facsimile to the address of a Member, Director, or Officer shown in the register shall be deemed to have been received 1 day after the date of mailing excluding Saturdays, Sundays, and statutory holidays, whether or not the notice was returned or received; or
- (c) delivered to the address of a Member, Director, or Officer shown in the register shall be deemed to have been received 2 days after the date the notice is left at the residence or place, excluding Saturdays, Sundays, and statutory holidays, whether or not the notice was received.

7.3 ERROR OR OMISSION

No error or omission in giving notice of any meeting of Members or Directors invalidates the meeting or makes void or voidable or otherwise affects any proceedings taken at such meeting provided that such error or omission was made in good faith, and any Member or Director may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat.

8. RECORDS

8.1 BOOKS AND RECORDS

The Directors will ensure that all books and records of the Society required by these Bylaws or by any applicable statute or law are regularly and promptly kept by the Treasurer or a duly authorized employee or agent of the Society.

8.2 MINUTE BOOK

The Secretary or a duly authorized employee or agent of the Society will maintain and have charge of the Minute book of the Society and will record or cause to be recorded in it the minutes and proceedings of all meetings of the Society.

8.3 INSPECTION OF RECORDS

Other than those items deemed by the Board to be of a confidential nature the books, records, and accounts of the Society may be inspected by any Member of the Society upon giving reasonable notice and arranging a place and time reasonably satisfactory to the Officer or Officers having charge of same.

9. DISSOLUTION

9.1 DISSOLUTION

In the event of dissolution or windup of the affairs of the Society, the Board shall ensure that the following procedures are carried out:

- (a) All liabilities are paid;
- (b) Any gaming proceeds remaining shall be distributed to eligible charitable organizations approved by the Board as per Alberta Gaming, Liquor & Cannabis regulations; and
- (c) Any property remaining shall be paid or transferred to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act* (Canada), R.S.C. 1985, c.1 (5th Supp.), as amended from time to time. The Members of the Society shall be responsible for the selection of the qualified donee recipient or recipients of such property and, failing agreement of the Members in that regard, the selection shall be determined by a Judge of the Court of King's Bench of Alberta.

In no event shall any Members receive any assets of the Society.

10. ALTERATIONS OF BYLAWS OR OBJECTS

10.1 BYLAWS OR OBJECTS

The Bylaws or objects of the Society will not be rescinded, altered, or added to except by a Special Resolution of the Members of the Society as defined in the *Act*. Any such changes shall be filed with the Registrar according to the provisions of the *Act* and shall only take effect when the changes are registered by the Registrar.

ENACTED effective the 19 day of September, 2023