



# CHANGE FOR CHILDREN ASSOCIATION (CFCA)

## **Article 1    General**

### **1.1            Name of the Association**

This association shall be known as the Change for Children Association (the “Association”).

### **1.2            Registered Office**

The registered office of the Association shall be such location as designated from time to time in the Alberta Corporate Registry for Association.

### **1.3            Minute Books and Records**

Minute books and records will be available for review by the members of the Association by appointment during normal office hours at the main offices of the Association.

### **1.4            Seal of the Association**

The Association may have a seal (the “Seal”) in the form approved from time to time by the Board. If a Seal is approved by the Board, the Secretary shall be the custodian of the Seal.

### **1.5            Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the Seal (if any) to the document. Any signing officer may certify a copy of the instrument, resolution, bylaw or other document of the Association to be a true copy thereof.

### **1.6            Financial Year End**

The financial year end of the Association shall be March 31<sup>st</sup>.

### **1.7            Auditors**

The members shall at each AGM appoint an external professional accountant authorized to annually audit the Association’s financial records.

### **1.8            Bylaw Amendment**

The bylaws must be revoked or amended by Special Resolution.

### **1.9            Dissolution**

Should the Association be dissolved or cease to exist, the remaining funds and assets of the Association, after repayment and settlement of all debts and liabilities, shall be distributed or disposed of to one or more charitable organizations in Canada which share similar objectives to the Association.

### **1.10          Deemed Year**

For the terms of office for Directors and Officers, a year will be deemed to be the period of time starting from one AGM and concluded at the next AGM.

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**Article 2 Membership****2.1. Membership**

Membership is open to all persons, of majority age, who volunteer, donate, and/or otherwise contribute in support of the objectives of the Association. Membership includes, but are not limited to the Board, and such other members that the Board may admit from time to time.

**2.2. Responsibilities**

The members are responsible for acting in accordance with the Association's articles, bylaws, policies, rules, and regulations in furtherance of the objectives of the Association.

**2.3. Termination**

A Membership is terminated when:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation dissolves;
- (b) the member fails to maintain any qualifications for membership described in Section 2.1 of these bylaws;
- (c) the member resigns by delivering a written termination to the Secretary in which case such termination shall be effective on the date specified in the written termination; and
- (d) the member is expelled at the sole and absolute discretion of the Board, acting reasonably, and having regard to the purpose and objectives of the Association.

**Article 3 Board of Directors****3.1 Membership****3.1.1. Authority**

The Board of Directors (the "Board") shall have the powers of the Association vested in it.

**3.1.2. Eligibility**

Any member of the Association attaining the age of majority, except any member employed by the Association, may be eligible for nomination and election, to fill any vacancies, as a director on the Board ("Directors"). Incumbent Directors are eligible to run for re-election provided that Directors seeking re-election shall not serve for more than four (4) of the last six (6) years.

**3.1.3. Composition**

The Board shall consist of no less than six (6) and no more than fourteen (14) Directors.

**3.1.4. Term of Office**

Directors shall be elected for a term of two (2) years.

**3.1.5. No Remuneration**

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her office.

**3.2 Powers and Responsibilities****3.2.1. Interpretation**

The Board holds the exclusive authority to interpret the bylaws.

**3.2.2. Committees**

The Board may create Standing and/or Ad Hoc committees, and delegate such powers as necessary in the pursuit of Association objectives.

**3.2.3. Acquire Property**

Purchase, lease or otherwise acquire personal property and real property for use by the Association.

**3.2.4. Borrow**

Borrow monies required by the Association in the performance of its objectives or the exercise of its powers. The Association shall not borrow in excess of ten thousand (\$10,000) dollars on any single occasion or incur an aggregate indebtedness at any time exceeding seventy-five thousand (\$75,000) dollars without such borrowing or incurring of debt being approved by Special Resolution.

**3.2.5. Give Security**

Secure the payment of monies borrowed by it (and the payment of interest thereon) by negotiable instrument, by assignment of unpaid contributions (whether levied or not), by mortgage or any property owned by it or by any combination of those means.

**3.2.6. Invest Funds**

Invest as it may determine any monies in the funds for administrative expenses to the extent permitted by law for trustees under the Trustee Act of the Province of Alberta.

**3.2.7. Enforce Bylaws**

Do all things reasonably necessary for the enforcement of the bylaws including, but not limited to, making such reasonable policies, rules and regulations as may deem necessary from time to time to facilitate the performance of its objects and duties.

**3.2.8. Community Participation**

Directors will act as the ambassadors of the Association and will make their best efforts to be active in the Association's communities.

**3.2.9. Meetings**

The Board will meet no less than four (4) times per year. The initial Board meeting shall take place no longer than three (3) weeks after an AGM.

**3.3 Elections****3.3.1. Elections Committee**

The Board shall strike an Elections Committee to receive and solicit nominations, and conduct elections at the AGM.

**3.3.2. Nominations**

Any person seeking nomination, whether currently a member or not, shall submit their written intention to seek nomination to the Elections Committee prior to the next AGM.

**3.3.3. Voting**

At any election of the Board, each member is entitled to vote and shall be entitled to vote for as many nominees as there are vacancies to be filled on the Board.

**3.4 Terminations and Vacancies****3.4.1. Resignation**

A Director may resign his/her office upon delivering written resignation to the Secretary at the offices of the Association.

### **3.4.2. Removal and Disqualification**

**3.4.2.1.** The Association by Ordinary Resolution or the Board may remove a member of the Board before expiration of a Director's term of office. The Director subject to removal proceedings shall be given fourteen (14) days' prior written notice of a vote to be held by the Membership or Board, as the case may be. Such notice shall clearly state the intention to expel the Director from the Board. The Director subject to removal proceedings shall recuse him/herself from voting on any resolution pertaining to his/her removal as a Director.

**3.4.2.2.** Upon prior written notice to the Director affected, the Board may declare that the office of said Director is vacated if the member:

- (a) becomes mentally incompetent;
- (b) is absent from three (3) consecutive Board meetings; and
- (c) otherwise has his/her membership in the Association revoked or cancelled.

**3.4.2.3.** A Director's office is automatically vacated upon a Director's death or employment in any capacity in the Association.

### **3.4.3. Vacancies**

Where a vacancy occurs on the Board under this section, the Board may appoint a person to fill that office until the next AGM, whereupon an election will be held for the vacated office.

## **Article 4 Officers**

### **4.1 Appointments**

#### **4.1.1. Authority**

The Officers hold such authority and power to direct the day-to-day operations of the Association and as set-out in these bylaws. The Board may grant such further powers as deemed necessary in its sole and absolute discretion from time to time.

#### **4.1.2. Eligibility**

Only Directors are permitted to be appointed/elected Officers and a Director cannot hold the same appointed office for more than two (2) consecutive years.

#### **4.1.3. Composition**

At the Board's initial meeting, to be held as soon as possible after an AGM, the Board shall elect from its members a President, Vice President, Secretary and Treasurer to be officers of the Association ("Officers"). No one Director can hold more than two Officer appointments. In order to maintain continuity, and if possible, the Board shall re-elect Officers to a second consecutive term, and have staggered elections/appointments of President and Secretary on odd numbered years and Vice President and Treasurer on even numbered years.

#### **4.1.4. Term of Office**

An Officer shall hold office for one (1) year.

#### **4.1.5. No Remuneration**

Officers shall serve without remuneration and no Officer shall directly or indirectly receive any profit from his/her office.

## **4.2 Powers and Responsibilities**

### **4.2.1. General**

The duties of the Officers shall be set-out in these bylaws and determined by the Board from time to time but without limiting the generality of the foregoing, the following shall apply:

- (a) the President (and in his/her absence or disability the Vice President) shall be charged with the general organization and the business affairs of the Board, and act as Chairman at all meetings;
- (b) the Vice President shall be charged to assist the President in his/her duties and shall act as Chairman at all meetings should the President be absent or disabled;
- (c) the Secretary (and in his/her absence or disability, such Officer or Director as may be appointed by the Board) shall accurately keep necessary minutes and shall be given charge of all correspondence of the Association and be under the direction of the President and the Board. The Secretary shall also keep records of the Association and shall send all notices as required; and
- (d) the Treasurer shall oversee the active financial management of the Association. He/She shall properly account for the funds of the Association and keep such books as may be directed. He/She shall present a full and detailed account of receipts and disbursements to the Board whenever requested to do so and shall submit a copy of same to the Secretary for the records of the Association.

## **4.3 Terminations and Vacancies**

### **4.3.1. Resignation**

An Officer may resign his/her office upon delivering written resignation to the Secretary at the offices of the Association.

### **4.3.2. Removal and Disqualification**

- 4.3.2.1. The Board may remove an Officer from his/her office before expiration of the Officer's term of office. The Officer subject to removal proceedings shall be given fourteen (14) days' prior written notice of a vote to be held by the Board. Such notice shall clearly state the intention to expel the Officer.
- 4.3.2.2. An Officer's office is automatically vacated when the Officer ceases to be a Director, upon the Officer's death, or employment in any capacity in the Association.

### **4.3.3. Vacancies**

Where a vacancy occurs under this section, the Board may appoint a person to fill that office until the next AGM.

## **Article 5 Meetings**

### **5.1 Procedures**

All Board meetings and general meetings shall be conducted according to the parliamentary rules of procedure set out in the most recent (from time to time) edition of Robert's Rules of Order.

### **5.2 Annual General Meetings**

Annual General Meetings ("AGM") shall be held at a location and on a date as determined by the Board. The AGM shall be convened no later than six (6) months following the end of the fiscal year.

### **5.3 Agenda**

At every AGM, in addition to any other business that may be transacted, the report of the Directors, the audited financial statements, and the report of the auditors shall be presented and approved. Further, elections for any vacancies in the Board and the appointment of an auditor for the ensuing year shall be conducted. The members of the Association may raise any other concerns, bring motions, or otherwise conduct such business deemed necessary or relevant to the operation of the Association.

### **5.4 Special General Meetings**

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The Board, President, Vice-President, or any fifteen (15) members may convene a Special General Meeting ("SGM"), at any time, to conduct business that requires the consultation and/or approval of the membership. The SGM shall be held at a location and on a date as determined by the Board.

**5.5 Notice**

No less than fourteen (14) days' written notice of every meeting specifying place, date and hour of the meeting and, in the case of special business, the general nature of that business shall be given to all members or Directors, as the case may be, but accidental omission to give that notice to any member or Director does not invalidate any proceedings at such meeting. Notice of any meeting may be waived by persons entitled to vote before or after the meeting and a waiver shall cure any defect in the giving of or any failure to give notice.

**5.6 Business**

All business shall be deemed special that is transacted at an AGM, with the exception of the consideration of accounts and reports of Officers, notification of prior acts and proceedings of the Board and officers and election of members to the Board and all business whatsoever that is transacted at a SGM shall be deemed special.

**5.7 Chairman of Meeting**

The President, and in his absence the Vice-President, of the Association shall act as Chairman of the meeting. In the absence of both the President and Vice-President, then at the commencement of the meeting a Chairman of the meeting shall be elected.

**5.8 Quorum Required**

Except as otherwise provided in these bylaws, no business shall be transacted at any meeting unless a quorum of persons entitled to vote is present at the time when the meetings proceeds to business. Quorum is established when persons entitled to vote are present in person or by proxy representing no less than:

- (a) fifty (50%) per cent plus one (1) current Directors for Board meetings; and
- (b) fifteen (15) members at any general meeting.

**5.9 Adjournment for Lack of Quorum**

If a quorum is not present within one half hour from the appointed time of a meeting, the meeting shall stand adjourned to the corresponding day in the next week at the same place and time appointed for the meeting. The persons who are present at the adjourned meeting will constitute quorum.

**5.10 Resolutions**

At any meeting a resolution moved or proposed at the meeting shall be decided on a show of hands unless a poll is demanded by a person entitled to vote present in person or by proxy and unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried is conclusive proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution, but a demand for a poll may be withdrawn.

**5.11 Taking a Poll or Secret Ballot**

A poll or a secret ballot, if demanded by a person entitled to vote, shall be taken in such a manner as the Chairman thinks fit and the results of the poll or secret ballot shall be deemed to be the resolution of the meeting at which the poll or secret ballot was demanded.

**5.12 Equality of Votes**

In the case of equality in the votes, whether on the show of hands, poll, or secret ballot, the Chairman of the meeting is not entitled to a casting vote in addition to his original vote.

**5.13 Voting**

On a show of hands, poll, or secret ballot, each person entitled to vote shall have one vote. All matters shall be determined by a simple majority vote ("Ordinary Resolution") except for those matters requiring a Special Resolution.

**5.14 Manner of Voting**

On a show of hands, poll, or secret ballot, votes may be given either personally or by proxy and on a show of hands the person entitled to vote and voting may indicate that he is showing hands with respect to a number of votes and the votes shall be so counted provided that his proxy is in order.

**5.15 Proxies**

An instrument appointing a proxy shall be in writing under the hand of the appointed or his attorney and may be either general or for a particular meeting but a proxy holder need not be a member.

**5.16 Special Resolutions**

For the conduct of any special business, a seventy-five (75%) per cent majority vote is required to determine a Special Resolution.

**5.17 Signed Resolutions**

Any resolution:

- (a) of the Board in writing signed by all Directors shall be as effective as a resolution passed at a meeting of the Board duly convened and held; and
- (b) of the Association determined upon or made without a general meeting and evidenced by writing and signed in person or by proxy as contemplated in these bylaws shall be as valid and effectual as a resolution duly passed at a meeting of the Association and shall take effect as and be a Special Resolution.

**5.18 Open Meetings**

Members may attend all Board meetings, subject only to the safe capacity limits of the venue.

**Article 6 Miscellaneous****6.1 Indemnity**

The Association agrees to indemnify each and every Director, Officer, or person against, and to reimburse such Director, Officer, or person, for any liabilities which he/she may incur or become subject to and amounts which he/she may pay or be required to pay as a consequence of conducting business for and on the behalf of the Association, excepting thereout such costs, charges or expenses that are occasioned by his/her own criminal act, willful misconduct, negligence or default.

**6.2 Conflicts of Interest**

A Director or Officer who is a party to, or has a material interest in any party to, a material contract or proposed contract with the Association, shall disclose in writing to the Association or request to have entered in the minutes, the nature and extent of the Director's or Officer's interest or involvement at the time and in the manner provided. Approval of the terms of the contract or proposed contract shall be determined by Board resolution and the interested Director must abstain from voting on the resolution.