

# Canadian Celiac Association

## Edmonton Chapter

OCTOBER 22, 2016

### **1 The Society**

- 1.1 The name of the society is the Canadian Celiac Association Edmonton Chapter which may also be known or referred to as the CCAEDM or the Society
- 1.2 The following articles set forth the Bylaws of the CCAEDM.

### **2 Definitions**

- 2.1 In these Bylaws the following words have these meanings: Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.2 Annual General Meeting (AGM) means the annual general meeting described in Article 6.1
- 2.3 Board means the elected Board of Directors of this Society.
- 2.4 Board Meeting means meetings of the Board of Directors of the Society.
- 2.5 CD means celiac disease,
- 2.6 Chapter Member means a person who has paid the annual fee to the Canadian Celiac Association and is in good standing with the Society.
- 2.7 DH means dermatitis herpetiformis.
- 2.8 Director means any person (Officers and Directors at Large) elected or appointed to the Board.
- 2.9 General Meeting means the Annual General Meeting or a Special General Meeting of the members of the Chapter.
- 2.10 Member means a Chapter Member of the Society.
- 2.11 Officer means any Officer listed in Article 7.1.4.1.1
- 2.12 Past President means the individual who was the President of the Society immediately prior to the election of the incumbent President.
- 2.13 President means the individual duly elected or appointed to hold the office of the President.
- 2.14 Secretary means the individual duly elected or appointed to hold the office of Secretary
- 2.15 Society means Canadian Celiac Association Edmonton Chapter.
- 2.16 Special Meeting means a special general meeting described in Article 6.2
- 2.17 Special Resolution means:
  - 2.17.1 A resolution passed at a General Meeting of the membership of this Society. There must be at least twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. The motion must be approval by a vote of 75% of the voting Members who are present to vote in person;
- 2.18 Treasurer means the person duly elected or appointed to hold the office of Treasurer.

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2.19 Vice President means the person duly elected or appointed to hold the office of Vice President.

2.20 Voting Member means a Chapter Member entitled to vote at the meetings of the Society.

### **3 Interpretation**

3.1 The following rules of interpretation must be applied in interpreting these Bylaws. Singular and plural: words indicating the singular number also include the plural, and vice-versa.

3.2 Gender words indicating masculine also include feminine, and vice-versa.

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

3.4 A derivation of any word, term or expression defined herein shall have a meaning corresponding to the defined word, term or expression.

3.5 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

### **4 Membership**

4.1 Membership in the Society is managed by the national association, the Canadian Celiac Association. Membership in the Canadian Celiac Association includes membership in the CCAEDM. To become a Member an individual must:

4.1.1 Complete the application form and

4.1.2 Pay the fees indicated on the application form.

4.2 Other Memberships – The Society may at its discretion define other classes of membership for the Chapter.

### **5 Rights and Privileges of Members**

5.1 Any member in good standing is entitled to:

5.1.1 Receive notice of meetings of the Society

5.1.2 Attend any meeting of the Society

5.1.3 Speak at any meeting of the Society

5.1.4 Exercise other rights and privileges given to Members in these bylaws.

5.2 Voting Members

5.2.1 Chapter Members in good standing who are at least eighteen (18) years old

5.3 Number of Votes

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

5.3.2 The President is entitled to one vote

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5.3.3 Motions are passed by simple majority except for special resolutions as per article 2.17

5.3.4 A tied vote results in the motion being defeated.

5.3.5 Voting must be done in person and not by proxy or otherwise.

5.4 Suspension, Expulsion or Termination of Membership

5.4.1 Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board of Directors ("Board") through its Secretary.

5.4.2 Members in arrears for fees shall be automatically suspended from membership in the Society and shall have no privileges or powers in the Society until reinstated.

5.4.3 Upon a written resolution signed by at least 75% of the Board, any member may be expelled from membership for any cause which the society may deem reasonable. The affected member will be notified in writing of the expulsion and the reason(s).

## **6 Meetings of Members**

6.1 Annual General Meeting

6.1.1 This society shall hold an annual general meeting on or before December 31st in each year. The Board will set the day, time and place of the meeting.

6.1.2 The Board will provide members with notice in writing at least twenty one (21) days before the AGM.

6.1.3 The agenda for the AGM will deal with the following matters:

6.1.3.1 Adopting the agenda

6.1.3.2 Adopting the minutes of the last AGM

6.1.3.3 Reviewing the President's report

6.1.3.4 Reviewing the statements setting out the Society's income, disbursements, assets and liabilities, and any related reports

6.1.3.5 Electing the Officers to fill vacancies due to expiring terms

6.1.3.6 Electing members of the Board to fill vacancies due to expiring terms

6.1.3.7 Electing an auditor as per article 9.2

6.1.3.8 Considering other matters properly brought before the meeting.

6.2 Special General Meeting

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6.2.1 Special General Meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing delivered at least fifteen (15) days before such meeting to the last known email address or address of each member.

6.2.2 The secretary shall call a special general meeting of members at the request of the Board or upon receiving a written request signed by five (5) percent of the members and stipulating the purpose of such a meeting.

### 6.3 Quorum

6.3.1 The quorum for all general meetings shall be attained when twenty (20) Members of the Society are in attendance

6.3.2 If a quorum is not present in the first half hour, the chairperson may adjourn the meeting to another date.

## 7 The Government of the Society

### 7.1 The Board of Directors

#### 7.1.1 Governance and Management of the Society

7.1.2 The Board governs and manages the affairs of the Society consistent with the instructions provided at general meetings.

#### 7.1.3 The Powers and Duties of the Board.

7.1.3.1 The Board has the powers of a Society with such restrictions as may be imposed from time to time in the Societies Act. The powers and duties of the Board include:

7.1.3.2 Promoting the objects of the Society

7.1.3.3 Promoting membership in the Society

7.1.3.4 Overseeing and managing the operations of the Society

7.1.3.5 Maintaining and protecting the Society's assets and property

7.1.3.6 Paying all expenses for operating and managing the Society

7.1.3.7 Paying persons for services and protecting persons from debts of the Society

7.1.3.8 Managing the finances of the Society

7.1.3.9 Maintaining all accounts and records of the Society

7.1.3.10 Making any policies for operating the Society

#### 7.1.4 Composition of the Board

7.1.4.1 The Board is comprised of the Officers and the Directors at Large.

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- 7.1.4.1.1 Officers: President, Past President, Vice President, Secretary and Treasurer.
- 7.1.4.1.2 Directors-at-Large: a minimum of three (3) to a maximum of ten (10) directors at large.
- 7.1.4.2 There is no distinct Executive Committee, the board functions as a whole.
- 7.1.5 Election of the Directors
  - 7.1.5.1 Voting members of the Society will elect the President, Vice President, Secretary, Treasurer and a maximum of ten (10) Directors-at-Large.
    - 7.1.5.1.1 The offices of the Secretary and the Treasurer may be filled by one person if so decided at the Annual General Meeting.
    - 7.1.5.1.2 Any Chapter Member in good standing shall be eligible to be elected to any office in the society other than President.
    - 7.1.5.1.3 To be President, the Chapter Member must at some time also have served in some capacity on a board of directors of any Canadian Celiac Association Chapter or must demonstrate considerable experience and knowledge in the operation of a volunteer organization.
  - 7.1.5.2 Directors will hold office as Directors for two (2) year terms, with the exception of elections following adoption of these Bylaws in order to facilitate rotation and succession of the Board.
  - 7.1.5.3 The President and Secretary will be elected in **odd** numbered years.
  - 7.1.5.4 The Vice President and Treasurer will be elected in **even** numbered years.
  - 7.1.5.5 Elections shall be staggered **in** order to fill vacancies due to expiring term, death, resignation or removal.
  - 7.1.5.6 No more than seven (7) Directors shall be elected at any AGM, with the exception of the elections following adoption of these Bylaws, in order to facilitate rotation and succession of the Board.
  - 7.1.5.7 The newly elected Board members will assume their roles on January 1 following the AGM.
- 7.1.6 Resignation, Death or Removal of a Director
  - 7.1.6.1 Any Director may resign from office by giving notice in writing to the Board. The resignation takes effect on the date the Board accepts the resignation.
  - 7.1.6.2 Any Director may be removed before the end of his term with a vote of at least two thirds (2/3) majority by the Board for any cause which the Board may deem reasonable.
  - 7.1.6.3 If there is a vacancy on the Board the remaining Directors may, at the next meeting, appoint a Member in good standing to fill that vacancy for the remainder of the term.
- 7.1.7 Remuneration of Directors

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- 7.1.7.1 Unless authorized at any meeting and after notice of same has been given, no director or member of the association shall receive any remuneration for his services.
- 7.1.7.2 Directors shall be reimbursed for expenses incurred under policies established by the Board.
- 7.1.8 Meetings of the Board
  - 7.1.8.1 The Board holds at least quarterly meetings each year.
  - 7.1.8.2 The President calls the meetings.
    - 7.1.8.2.1 The President shall call a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
    - 7.1.8.2.2 Meetings shall be held without notice if a quorum of the Board is present, provided, however, that the business transactions at such a meeting shall be ratified at the next regularly called meeting of the Board; otherwise, they shall be null and void.
  - 7.1.8.3 Notice to Board members of Board meetings will be ten (10) days by email or five (5) days by telephone.
  - 7.1.8.4 A quorum is fifty (50) percent of the Directors plus one.
  - 7.1.8.5 Board Members are expected to make every effort to attend all meetings.
- 7.1.9 Voting
  - 7.1.9.1 Each Director, including the President, has one (1) vote.
  - 7.1.9.2 In the case of a tie vote, the motion is defeated.
- 7.1.10 Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of Directors present may ask any other Members, or other persons present to leave.
- 7.1.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 7.2 Officers' Duties
  - 7.2.1 President:
    - 7.2.1.1 Oversees the affairs of the Board and the Society
    - 7.2.1.2 Manages the employee(s) of the Society
    - 7.2.1.3 When present, chairs all meetings of the Society and the Board
    - 7.2.1.4 Is an ex-officio member of all Committees, except the Nominating Committee.
    - 7.2.1.5 Acts as the spokesperson for the Society with the guidance and approval of the CCA.
  - 7.2.2 Vice President:

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7.2.2.1 Presides at meetings if the President is absent. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.

7.2.2.2 Carries out other duties as assigned by the Board.

7.2.3 Secretary:

7.2.3.1 Attends all meetings of the Society and of the Board

7.2.3.2 Keeps accurate minutes of these meetings.

7.2.3.3 Circulates Minutes to the Board in a reasonable time prior to the next meeting.

7.2.3.4 Maintains general correspondence and related file information.

7.2.3.5 Carries out other duties as assigned by the Board.

7.2.4 Treasurer

7.2.4.1 Ensures all monies paid to the society are deposited in the financial institution chosen by the Board.

7.2.4.2 Ensures the signing authority of the Society is kept current at the financial institution chosen by the Board.

7.2.4.3 Ensures a detailed account of revenues and expenditures is presented to the Board as requested.

7.2.4.4 Prepares financial statements of the Society for presentation at the AGM.

7.2.4.5 Shall ensure that the annual report to the Canada Revenue Agency is filed prior to June 30 each year.

7.2.4.6 Shall submit the Annual Return for the Alberta Societies Branch each November.

7.2.4.7 Carries out other duties as assigned by the Board.

## **8 Committees**

8.1 Nominating Committee

8.1.1 Composition

8.1.1.1 The Board (or members) shall annually elect a Nominating Committee

8.1.1.2 The committee shall be comprised of a Chair, who shall be the past President of the Board, if there is one, and one (or two) additional chapter member(s) appointed by the Board.

8.1.2 Duties

8.1.2.1 Recruit potential board candidates

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- 8.1.2.2 Fully explain to potential candidates their duties and responsibilities as Directors;
- 8.1.2.3 Obtain from each candidate a written consent to the nomination; and
- 8.1.2.4 Recommend a slate of candidates to be elected to vacant director positions.
- 8.1.3 **Nominating Process**
  - 8.1.3.1 The Nominating Committee shall take into consideration candidates who adequately represent the constituency served by the Society and make recommendations with respect to any vacancies on the Board.
  - 8.1.3.2 Prior to the AGM candidates for the office of director will be recommended by the Nominating Committee or in writing by at least two members of the Society.
  - 8.1.3.3 Nominations for the office of director will be accepted from the floor prior to the vote at the AGM.
- 8.2 **Other Committees**
  - 8.2.1 From time to time the board shall appoint such other standing or ad hoc committees as it determines necessary.
  - 8.2.2 The board shall specify the terms of reference for any committee appointed.

## **9 Finance and Other Financial Matters**

- 9.1 The fiscal year end of the society shall be December 31<sup>st</sup>.
- 9.2 The books accounts and records of the Society will undergo Notice to Reader once each year by a duly qualified accountant or by Members (other than the Secretary and Treasurer) of the Society elected for that purpose at the AGM.
- 9.3 A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the AGM of the Society.
- 9.4 The books and records of the society may be inspected by any member of the society at the Annual Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.
- 9.5 Each member of the Board shall at all reasonable times have access to such books and records of the Society.
- 9.6 A bank account shall be maintained by the Society wherein all receipts shall be deposited. The Treasurer or the President or Vice President or any other specifically designated member of the Board shall approve all payments. Cheque signing authority shall be any two of the President, the Treasurer and the Vice President or one other member of the Board as elected by the Board.
- 9.7 The Board may borrow, raise or secure money to meet its objects. The power to issue debentures of the Society shall be exercised only under the authority of a special resolution at a general meeting of the Society.



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9.8 In the event of dissolution or winding up of the Society, all assets, following the payment of liabilities, shall be distributed to a registered and incorporated charitable organization.

## **10 Fundamental Changes**

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

10.2 The twenty one (21) days' notice of the Annual General or Special General meeting of the Society must include details of the proposed resolution to change the Bylaws. The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting.