

**BYLAWS OF THE  
RAINBOW OF HOPE FOR CHILDREN SOCIETY**

- 1) Definitions – In these Bylaws, unless the context otherwise specifies or requires:
  - a) “Act” means the Societies Act of Alberta, as amended from time to time and every statute that may be substituted for it. Any reference to the provisions of the Act shall be read as references to any replacement or substituted statute or statutes;
  - b) “Bylaw” means any bylaw of the Society from time to time in force and effect;
  - c) “Society” means the Rainbow of Hope for Children Society.
- 2) Interpretation – These bylaws shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:
  - a) All terms which are contained in the bylaws of the Society and which are defined in the Act, or the Regulations made there under, shall have the meanings given to such terms in the Act or such regulations;
  - b) Words importing the singular number only shall include the plural and vice versa; and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.

**HEAD OFFICE**

- 3) Head Office – The Head Office of the Society shall be in Alberta, and at such place within the Province of Alberta as the directors may from time to time determine by resolution.

**SEAL**

- 4) Seal - The Society does not require a seal. However, a seal may be approved by the board of directors by resolution, used by any of the Society’s officers and maintained by the Secretary or Treasurer, all as determined by the directors.

**DIRECTORS**

- 5) Duties and Number- The affairs of the Society shall be managed by the board of directors who may be known and referred to as directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not by the bylaws or by statute expressly directed or required to be done in some other manner. The board of directors shall consist of the number of directors set out in the bylaws or such other number of directors as may be determined from time to time by special resolution of the members, provided that there shall be not less than four (4) and not more than fifteen (15) directors.
- 6) Qualifications – Every director shall be eighteen (18) years of age or older and shall be a member of the Society, or shall become a member of the Society within ten (10) days after election or appointment as a director.

The following persons are disqualified from being a director:

- a) a dependent adult as defined in the *Dependent Adults Act* or is the subject of a certificate of incapacity under that Act;
  - b) a formal patient as defined in the *Mental Health Act*;
  - c) the subject of an order under *The Mentally Incapacitated Persons Act*;
  - d) has been found to be a person of unsound mind by a court elsewhere than in Alberta; or
  - e) a person who has the status of bankrupt.
- 7) Election and Retirement – The board of directors shall be elected and retired in rotation. At the first meeting of the members of the Society following the approval of these bylaws, one half (rounded up to the nearest whole number in the event there is an odd number) of the directors shall be elected to hold office for a term of two years from the date of election, and the remainder shall be elected for a term of one year from the date of election. Thereafter, at each annual meeting, directors shall be elected to fill the positions of those directors whose terms have expired and each director so elected shall hold office for a term of two years.
- 8) Vacation of Office – The office of a director shall be vacated if the director:
- a) By notice in writing to the Society resigns office, which resignation shall be effective at the time it is received by the Society, or at the time specified in the notice, whichever is later;
  - b) Becomes bankrupt or suspends payment of debts generally or makes an authorized assignment or is declared insolvent;
  - c) Is found to be a mentally incompetent person or becomes of unsound mind;
  - d) Dies; or
  - e) Does not attend two (2) consecutive properly called meetings of the board without reasonable cause. Should the board exercise this provision it must advise the director that they are being considered for vacation of office and that they are to provide reasonable grounds, in writing, to the board explaining their absence.
- 9) Removal of Directors - All directors, in the absence of agreement to the contrary, shall be subject to removal by majority vote of the board of directors at any time for just cause.
- 10) Filling Vacancies – Subject to the provisions of paragraph 6 ,any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office; otherwise such vacancy shall be filled at the next annual general meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy and, in default or if there are no directors then in office, the meeting may be called by any member. If the number of directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, and may be filled in the manner above provided.

## **MEETINGS OF DIRECTORS**

- 11) Place of Meetings – Meetings of the board of directors may be held at any place within the province of Alberta.

- 12) Notice – A meeting of directors shall be convened by the President or any two directors at any time. Notice of a meeting, which need not specify the purpose of or the business to be transacted at the meeting, shall be served in the manner specified in paragraph 51 of this bylaw not less than five (5) days (excluding the day on which the notice is delivered or sent) before the meeting is to take place. A director may waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A meeting of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called), or if all of the absent directors waive notice before or after the date of such meeting.
- 13) Adjournment – Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. The directors who formed a quorum at the original meeting are not required to form a quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling same.
- 14) Regular Meetings – The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place and hour to be named by the board of directors.
- 15) Quorum – The number of directors required to form a quorum shall be not less than one half of the board of directors.
- 16) Voting – Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 17) Electronic Participation – If all the directors of the Society present at or participating in the meeting consent, a meeting of directors may be held by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such meeting by such means is deemed to be present at that meeting.

### **POWERS OF DIRECTORS**

- 18) Administer Affairs – The directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally exercise all such powers and do all such other acts and things as the Society is authorized to exercise and do.

- 19) Expenditures – The directors shall have power to authorize expenditures on behalf of the Society and may delegate by resolution to an officer or officers of the Society, the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Society.
- 20) Borrowing Power – The directors of the Society may, with the authorization of a resolution where required, borrow money on the credit of the Society.
- 21) Fund Raising – The board of directors shall take such steps as it may deem appropriate to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.
- 22) Agents and Employees – The board of directors may appoint such agents and engage such employees as they shall deem necessary, and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
- 23) Remuneration of Agents and Employees – The remuneration of all agents and employees shall be fixed by the board of directors by resolution.

### **COMMITTEES**

- 24) Committees – The board may from time to time appoint such committees as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may make. The board may remove any committee member at its discretion. The committee chairpersons shall be appointed from among the members of the board of directors.

### **REMUNERATION OF DIRECTORS**

- 25) Remuneration of Directors – The directors shall serve without remuneration and directors shall not, directly or indirectly, receive any profit from their positions as such; provided that directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

### **OFFICERS**

- 26) Appointment – The board of directors shall at the annual general meeting, or more often as may be required, elect a President, Vice-President, Secretary and Treasurer from among themselves. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary and these officers shall have the authority and shall perform such duties as may be prescribed by the board.
- 27) Remuneration of Officers – The remuneration of all officers appointed by the board of directors shall be determined by resolution of the board of directors.
- 28) Vacation of Office - Each incumbent officer shall continue in office until the earlier of:
  - a) That officer's resignation, which resignation shall be effective at the time the written resignation is received by the Society or at the time specified in the resignation, whichever is later;

- b) The appointment of a successor;
  - c) That officer ceasing to be a director;
  - d) The meeting at which the directors annually appoint the officers of the Society;
  - e) That officer's removal; or
  - f) That officer's death;
- 29) Removal of Officers - All officers, in the absence of agreement to the contrary, shall be subject to removal by majority vote of the board of directors at any time for just cause.
- 30) Vacancies – If the office of any officer of the Society shall be or become vacant by reason of death, resignation or otherwise, the directors may by resolution appoint a person to fill such vacancy.
- 31) Duties of Officers May Be Delegated – In case of the absence or inability to act of any officer of the Society, or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any director for as long as may be deemed necessary.
- 32) Powers and Duties – All officers shall respectively have and perform all powers and duties incident to their respective offices, and such other powers and duties respectively as may be assigned to them by the board of directors. The duties of the officers shall include:
- a) President – The president of the board shall be the chief executive officer of the Society and shall preside at all meetings of the Society including meetings of the board of directors;
  - b) Vice President– The vice president shall perform all the duties of the president of the board in the event of the latter's absence or inability to serve, and shall have such other duties as may be assigned by the board of directors;
  - c) Secretary – The secretary shall keep, or cause to be kept, correct minutes of all meetings as well as the maintenance of same, attend to the correspondences of the board of directors, oversee the care and custody of all papers and records of the Society and perform other such duties incident to the office of the secretary;
  - d) Treasurer – The treasurer shall be responsible for the care and custody of all assets and investments of the Society, shall see to the correct accounting and maintenance for all receipts and disbursements, shall render an annual account of this trust to the board of directors and more often when so requested and shall each year arrange for the submission of an audited statement to the annual general meeting.

### **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

- 33) For the Protection of Directors and Officers – Except as otherwise provided in the Act, no director or officer of the Society shall be liable for:
- a) The acts, neglect or default of any other director or officer or employee;
  - b) Any loss, damage or expense incurred by the Society as a result of the insufficiency or deficiency of any security upon which any of the monies of the Society shall be placed or invested;
  - c) Any loss or damage arising from the bankruptcy, insolvency, negligence or wrongful act of any person; or
  - d) Any loss, conversion, misapplication, misappropriation or any damage resulting from any misfortune whatever, which may happen in the execution of the duties of the director's or

officer's respective office or trust, or in relation thereto, unless same shall happen by or through the director's or officer's own wilful neglect or default.

The directors and officers of the Society shall not be under any duty or responsibility in respect of any contract, action or transaction unless such contract, action or transaction shall have been authorized or approved by the board of directors. If any director or officer of the Society shall be employed by or shall perform services for the Society otherwise than as a director or officer, or shall be related to a person who is employed by or performs services for the Society, the fact of being a director or officer of the Society shall not disentitle such director or officer or such person from receiving remuneration for such services.

### **INDEMNITY TO DIRECTORS AND OTHERS**

- 34) Indemnities to Directors and Others – Every director or officer of the Society, or other person who has undertaken or is about to undertake any liability on behalf of the Society, and their heirs, executors and administrators, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:
- a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in connection with any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed, matter or thing whatever made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
  - b) All other costs, charges and expenses which the director, officer or other person sustains or incurs in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.

The Society shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Except as noted herein, nothing in this bylaw shall limit the right of any person entitled to indemnity to the extent permitted by the Act or law.

### **MEMBERS**

- 35) Entitlement – Membership in the society shall be open to persons that support the objectives of the Society. A person may apply to the directors for membership in the Society and on acceptance by the directors is a member. Acceptance as a member provides that member with the right to vote at general and special meetings and to run for the office of director.
- 36) Rules and Regulations – Every member must comply with these bylaws.
- 37) Resignation – A person ceases to be a member of the Society:
- a) By delivery of their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
  - b) On his or her death, or in the case of a Society, on dissolution; or
  - c) On being expelled.
- 38) Expulsion of Membership – Membership in the Society may be expelled:
- a) By a resolution of the members passed at a general or special meeting;

- b) The notice of resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion; and
  - c) The person who is the subject of the proposed expulsion must be given an opportunity to be heard at the general or special meeting before the resolution is put to a vote.
- 39) Dues – The annual membership dues shall be determined at the annual general meeting of the Society.

### **MEMBERS MEETINGS**

- 40) General Meeting - The annual general meeting for the members shall be held on such day in each year and at such time and location within Alberta as the directors may by resolution determine or, if the directors do not choose a different location, at the place where the head office of the Society is located. The annual general meeting shall be the only general meeting of the members.
- 41) Special Meetings – Special meetings of the members may be convened by order of the president of the board, or by the board of directors at any date and time and at any place within Alberta or, in the absence of such determination, at the place where the head office of the Society is located. The board of directors shall call a special meeting of members on written requisition of not less than one-tenth of the members.
- 42) Notice – Not less than twenty one (21) days written notice shall be given in the manner specified in paragraph 51 to each member of any general or special meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the members to form a reasoned judgement on the decision to be taken.
- 43) Waiver of Notice – The members may, by unanimous consent in writing, waive notice or reduce the period of notice of a meeting of members.
- 44) Omission of Notice – The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
- 45) Quorum – A quorum at any meeting of members shall not be less than six (6) members in attendance. No business shall be transacted at any meeting unless the required quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members, or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 49 with regard to notice shall apply to such adjournment.
- 46) Chairperson of the Meeting – The president of the board shall chair members meetings. In the event that the president is absent, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting, and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.
- 47) Adjournment – The chairperson of any meeting may with the consent of the meeting adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at an adjourned

meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling same.

- 48) Votes – A member in good standing present at a meeting of members is entitled to one vote. Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the question shall be deemed to have been defeated. Unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried (unanimously or by a particular majority), or lost or not carried, shall be conclusive evidence of that fact. A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson, or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question, or as to the election of directors, the vote shall be taken by ballot in such manner and either at that time, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- 49) Proxy Voting – Proxy voting shall not be allowed.

### **EXECUTION OF INSTRUMENTS**

- 50) Execution of Instruments – Contracts, documents and other instruments in writing requiring the signature of the Society may be signed by either the President or the Treasurer and all contracts, documents and instruments in writing so signed shall be binding on the Society without any further authorization or formality. The board of directors shall have power by resolution to appoint any director or officer to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Society may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid, or by any director or officer appointed by resolution of the board of directors. The term “contracts, documents and instruments in writing” as used in this bylaw shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the purpose of selling, assigning, transferring, exchanging, converting or conveying any shares, stocks, bonds, debentures, rights, warrants or other securities.

### **NOTICES**

- 51) Service – Any notice or other document required by the Act, the Regulations, or the bylaws to be sent to any member or director or the auditor shall be delivered personally or sent by prepaid mail or by e mail to any such member or director at their latest address as shown in the records of the Society and to the auditor at its business address, or if no address is given therein then to the last address of such member or director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

- 52) Signature to Notices –The signature of any director or officer of the Society to any notice or document to be given by the Society may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 53) Computation of Time –Where a given number of days' notice extending over a period is required to be given under the bylaws of the Society the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
- 54) Proof of Service –With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 49 of this bylaw and deposited at a Post Office or into a letter box. A certificate of an officer of the Society as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor, or publication of any notice or other document, shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Society as the case may be.
- 55) Bylaw Changes –In the future these bylaws can only be changed by a special resolution of the members. Such special resolution must be passed by the members by a favourable vote of seventy five (75) percent of those in attendance.

#### **FINANCE AND AUDITORS**

- 56) Financial Year –The financial year of the Society shall terminate on the 31<sup>st</sup> day of March in each year, or on such other date as the directors may from time to time by resolution determine.
- 57) Financial Transactions - The Treasurer shall establish such bank accounts as are required for the efficient and effective financial management of the Society's funds. These accounts shall be placed with Canadian chartered bank, trust companies, credit unions or financial institutions that maintain CDIC or equivalent insurance. All cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by the officers and in such manner as the board of directors may from time to time designate by resolution
- 58) Access To Books and Records - Members may have access to all books and records of the Society at the time of the annual general meeting upon giving reasonable notice and arranging a time satisfactory to the responsible officer(s).
- 59) Auditors – A professionally designated accountant appointed by the society at its annual meeting shall audit the books of the Treasurer at least once per year. The auditor or representative shall submit the appropriate financial statements of such audit at the annual general meeting to be held within six (6) months after completion of the audit. The auditor shall hold office until the next following annual general meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor.
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