



AGM AGENDA 2022

THUR MAY 12 @ 5PM VIA ZOOM

1. Call to Order & Opening Remarks
Cheryl Pollard, President of the Board
2. Review & Approval of 2022 AGM Agenda
3. SAiF Society Proposed Bylaw Amendments
4. Review & Approval of 2021 AGM Minutes
5. Review of the Annual Report: Our Impact
Areni Kelleppan, Executive Director
6. Presentation & Approval of the 2021 Financial Statements
Ken MacRae, Chartered Accountant
7. Appointment of Reviewer for the 2022 Financial Statements
Proposed Ken MacRae, Chartered Accountant
8. Election/Renewal of Terms for Board Members
9. AGM Adjournment

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AGM2022 ELECTION/RENEWAL

1. Cheryl Pollard - stepping down as president
2. Trina Homeniuk - up for Election as board member
3. Thomas Holmes - up for Election as board member
4. Jacquie Hansen - appointed Dec 2021
5. Bob Hassel - appointed Sept 2021
6. Marie Tsang - not up for renewal
7. Dayna Kwasney - not up for renewal
8. Patrick Schiller - not up for renewal
9. Andre Charrois - not up for renewal

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AGM 2021 MINUTES

Held Virtually on May 13, 2021

In attendance:

Cheryl Pollard (Board President)
Charlene Zoltenko (Board Vice President)
Dayna Kwasney (Board Secretary)
Marie Tsang (Board Treasurer)
Board Members at Large: Patrick Schiller, Andre Charrois

Staff: Areni Kelleppan (ED), Teresa Sutherland, Tanya De La Mare, Selena Arcovio, Ignacio Astete, Rod Gouchey

SAiF Members & Guests: Ken Macrae, Connie Smigielski (City of St Albert), , Marie Renaud, Cheryl Dumont (St Albert Further Ed), Liliane Peddicord, Stephanie Foremsky (St Albert Public Library).

1. Call to Order & Opening Remarks

Cheryl Pollard, President of the Board

MOTION: Call to Order at 5:04 p.m.

Mover/ Secunder: Cheryl Pollard/Dayna Kwasney

CARRIED

2. Agenda

- a) Additions/Changes
- b) Approval of Agenda

MOTION: To accept Meeting Agenda as presented

Mover/ Secunder: Cheryl Pollard/Charlene Zoltenko

CARRIED

3. Minutes

- a) Approval of July 23, 2020 Meeting Minutes

MOTION: To accept Meeting Minutes as presented

Mover/ Secunder: Cheryl Pollard/Patrick Schiller

CARRIED

4. Presentation of Annual Report

Areni Kelleppan, Executive Director

MOTION: To accept 2020 Annual Report as presented

Mover/ Secunder: Cheryl Pollard/Charlene Zoltenko

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AGM 2021 MINUTES

Held Virtually on May 13, 2021

5. Presentation of Financial Statements

Ken MacRae, Chartered Accountant

MOTION: To accept Financial Statements as presented

Mover/ Seconder: Cheryl Pollard/Dayna Kwasney

CARRIED

6. Report of the Auditor

a) Appointment of the Auditor for the Next Year

MOTION: To appoint Ken MacRae, Chartered Accountant, for 2021 Review.

Mover/ Seconder: Cheryl Pollard/Patrick Schiller

CARRIED

7. Election/Renewal of Terms for Board Members

Confirmation that Charlene Zoltenko, Andre Charrois, Patrick Schiller, Marie Tsang and Dayna Kwasney to remain on Board of Directors for following year.

Cheryl Pollard will be relocating to Regina, SK, shortly but agreed to continue in capacity as President of the Board for one more year to assist with succession planning.

8. Adjournment

MOTION: Adjourn Meeting at 5:47 p.m.

Mover/ Seconder: Cheryl Pollard/Rod Gouchey

CARRIED

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STOP ABUSE IN FAMILIES (SAIF) SOCIETY

BYLAWS

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**BYLAWS
of the
STOP ABUSE IN FAMILIES (SAIF) SOCIETY**

ARTICLE 1.0 – PREAMBLE

1.3 THE SOCIETY

The name of the society is the Stop Abuse in Families (SAIF) Society, which may also be referred to in these bylaws as the Society.

1.4 THE BYLAWS

The following articles are the Bylaws of the Stop Abuse in Families (SAIF) Society.

ARTICLE 2.0 – DEFINING AND INTERPRETING THE BYLAWS

2.1 DEFINITIONS

In these Bylaws, the following words have the following meanings:

2.1.1 *Act* means the *Societies Act*, R.S.A. ~~1980~~2000, ~~Chapter s-18c~~ S-14 as amended, or any statute substituted for it.

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2.1.2 *Board* means the Board of Directors of the Society, as provided for in Article 6.0.

2.1.3 *Director* means any person elected or appointed to the Board, including the Chair, as provided for in Article 6.0.

2.1.4 *General Meeting* means any meeting of the Members, including the Annual General Meeting and any Special General Meeting.

2.1.5 *Mission* is a statement that articulates the purpose of the Society, clarifies who it serves, and describes, in broad terms, how it carries out its purpose.

2.1.6 ~~Officer-Executive~~ means any ~~Officer-member of the Executive~~ listed in Section 6.2.

2.1.7 *Policy* means a written document that is created and approved by the Board in order to supplement these Bylaws, and to serve as a guide for action.

2.1.8 *Register of Members* is the record that contains the names and contact information of the Members of the Society, and is maintained by the Board.

2.1.9 *Voting Members* are Full Members in good standing that can vote at any meeting of the Members.

2.2 INTERPRETATION

These Bylaws are to be interpreted according to the following:

- 2.2.1 These Bylaws are to be interpreted broadly and generously.
- 2.2.2 Words indicating the singular number also include the plural, and vice versa.
- 2.2.3 The headings are for reference purposes only. They do not affect the interpretation of these Bylaws.

ARTICLE 3.0 – OBJECTS OF THE SOCIETY

- 3.1 The objects of the Society are part of the Articles of Incorporation. They are attached to these Bylaws for information.

ARTICLE 4.0 – MEMBERSHIP

4.1 ENTITLEMENT

Membership in the Society is open to all Persons who:

- a) Support the mission and are interested in furthering the objects of the Society
- b) Meet the criteria for membership established in these Bylaws, and supplemented by the Board in Policy
- c) Are approved by the Board

4.2 CATEGORIES OF MEMBERS

There are ~~two~~ three (3) categories of members:

- a) Full Member
- ~~b)~~ b) Associate Member
- ~~b)c)~~ c) Honorary Member

4.2.1 Full Member

- a) A Full Member is a person that, in the opinion of the Board, meets all of the following criteria:
 - Is an individual over the age of 18
 - Supports the mission and objects of the Society
 - Pays the annual membership fee for a Full Member
- b) The Board may further define these qualifications and may establish additional criteria for Full Members, consistent with these requirements.
- c) Staff of the Society cannot hold full membership in the Society.

4.2.2 Associate Member

- a) An Associate Member is any individual or corporation that:
 - Supports the mission and objects of the Society
 - Is an individual over the age of 18
 - Pays the annual membership fee for an Associate Member

b) Staff of the Society may become Associate Members.

4.2.3 Honorary Member

a) An Honorary Member is an individual that:

- Is a prominent person in the community who has provided extraordinary service or contributions to the Society;
- Is selected by the Board by unanimous consent;
- Is exempt from paying any annual membership fees

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4.3 ADMISSION OF MEMBERS

- a) Applications for membership are made to the Board through the SAIF Office. The staff of the SAIF Office reviews all applications to ensure that they meet the requirements of the appropriate category as provided for in Section 4.2.
- b) Applications that meet the criteria for membership are forwarded to the Board for approval.
- c) Approved members are entered under the appropriate category in the Register of Members.
- d) Appeals of the staff's assessment are made in writing to the Board President-Chair by the applicant, and are reviewed in keeping with these Bylaws.

4.4 MEMBERSHIP FEES

4.4.1 Membership Year

The membership year is January 1 to December 31.

4.4.2 Setting Membership Fees

The Board decides the annual membership fees, if any, for each category of Members.

4.4.3 Payment of Fees

Annual membership fees are due and payable at the Annual General Meeting (AGM). Membership privileges are withdrawn for any Member who has not paid the fees. The Board may reinstate membership after full payment of delinquent fees.

4.5 RIGHTS, PRIVILEGES AND OBLIGATIONS OF MEMBERS

4.5.1 ~~All~~ Full Members

Any Member in good standing is entitled to:

- a) Receive notice of General Meetings of the Society
- b) Attend any General Meeting of the Society
- c) Speak at any General Meeting of the Society
- d) Exercise other rights and privileges given to Members in these Bylaws

4.5.2 Member in Good Standing

A Member is in good standing when the Member:

- a) Has paid membership fees or other required fees to the Society

- b) Continues to meet Member requirements as outlined in Section 4.2.1 and 4.2.2
- c) Has not had their membership cancelled as outlined in Article 4.7.

4.5.3 Voting Members

- a) The only Members who can vote at General Meetings of the Society are Full Members in good standing.
- b) Each Full Member has one (1) vote.
- c) Full Members, must register with the Board Secretary, prior to the Annual General Meeting.

4.6 WITHDRAWAL OF MEMBERSHIP

4.6.1 Withdrawal

- a) Any Member may withdraw from the Society by sending or delivering a written notice to the Board through ~~to~~ the SAIF Office.
- b) A withdrawal is effective on the date it is received by the Secretary or on the date specified in the written resignation, whichever is the later date.

4.6.2 Deemed Withdrawal

- a) If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have withdrawn from the Society and is not entitled to membership privileges.
- b) Upon paying all fees that are in arrears, the Board may reinstate the Member as a Member in good standing with all associated rights and privileges.

4.7 CANCELLATION OF MEMBERSHIP

- a) The Society, at a Special General Meeting called for that purpose, may cancel a Member's membership for any cause that is deemed advisable in the interest of the Society. A decision to cancel a membership requires a three-quarters (3/4) vote of all Full Members present at the Special General Meeting.
- b) At least one (1) month prior to a Special General Meeting, the Secretary of the Society gives written notice to the Member being considered for the membership cancellation. The notice is sent by double registered mail to the last known address of the Member, as shown in the records of the Society. ~~An Officer of the Board. A Board member~~ may also deliver the notice in person. This notice must state why cancellation is being considered.
- c) In addition, all other Members receive notice of a motion for cancellation of a Member at least twenty-one (21) days prior to the date of the Special Meeting at which the Voting Members consider the motion.
- d) The Member will have an opportunity to address the matter by appearing before, or submitting a statement in writing to, the Voting Members. The Voting Members may allow another individual to accompany the Member. The Voting Members may limit the time given to the Member to address the Members. The Voting Members, by resolution, may exclude the Member from their discussion of the matter, including the deciding vote.

e) A Member who has been terminated may re-apply for membership according to Article 4.0 after waiting one (1) year from the date of the membership cancellation.

4.8 TRANSFER OF MEMBERSHIP

No right or privilege of a Member is transferable to another Person. All rights and privileges cease when the Member withdraws or has the Society's membership cancelled.

4.9 CONTINUED LIABILITY OF DEBTS DUE

If a Member ceases to be a Member by withdrawal, cancellation, death, dissolution of the Member corporation, or otherwise, the Member remains liable for any debts owing to the Society on the date that membership ends.

4.10 LIMITATION ON THE LIABILITY OF MEMBERS

No Member is liable for any debt, action or liability of the Society.

ARTICLE 5.0 – MEETINGS OF THE MEMBERSHIP

5.1 PROCEDURES FOR GENERAL MEETINGS

General Meetings of the Society include, but are not limited to, the Annual General Meeting and Special General Meetings. The Board may call General Meetings of the Full Members at any time.

5.1.1 Notice of General Meetings

- a) The SAIF Office notifies every Member at least twenty-one (21) calendar days prior to an Annual General Meeting or Special General Meeting. Other General Meetings require at least fourteen (14) calendar days' notice.
- b) Any notice of a General Meeting may be given in writing by mail, by electronic communication, or other means of communication approved by the Board. The notice is sent to the last address of the Member, as shown in the Register of Members of the Society. Any Member entitled to receive a notice may waive this notice in writing.
- c) The notice must state the date, time, location, and agenda of the General Meeting. The notice must include sufficient information about the business to be conducted to permit a Voting Member to form a reasoned judgment on any decision.

5.1.2 Errors or Omissions in Giving Notice

No action taken at a General Meeting is invalid due to:

- a) Accidental omission to give notice to any Member
- b) Any Member not receiving notice
- c) An error in any notice that does not affect the meaning of the notice

5.1.3 Location of Meetings

General Meetings ~~are~~ shall be held at any place within the service area of SAIF, or virtually.

5.1.4 Attendance by the General Public

General Meetings are open to the general public. For Annual General Meetings and Special General Meetings, any Persons who are not Members may be asked to leave the meeting by a resolution of the majority of the Voting Members present at the meeting.

5.1.5 Presiding Officer

The Board Chair chairs every General Meeting of the Society. The Vice Chair chairs a General Meeting in the absence of the Board Chair. If neither the Board Chair nor the Vice Chair is present within one-half (1/2) hour after the set time for the General Meeting, the Voting Members present choose one (1) of the Directors present as chairperson.

5.1.6 Quorum

A quorum for any General Meeting consists of 50% of Full Members in good standing. A majority of the Directors of the Society must be present.

5.1.7 Participation by Telephone or Other Electronic Means

If all of the Voting Members participating in a General Meeting agree, a Member may participate in the meeting by telephone or other electronic means that allow all individuals at the meeting to hear each other. A Member participating in this manner is considered to be present at the meeting. The consent to participate in this way is effective whether it is given before or during the meeting. Consent for participating in General Meetings by electronic means may be given, through policy, for all General Meetings.

5.1.8 Failure to Reach Quorum

- a) The chairperson of the General Meeting adjourns the General Meeting if a quorum is not present within one-half (1/2) hour after the time set for the meeting.
- b) If the meeting is adjourned, but there is a majority of Directors of the Society present, the chairperson calls a new meeting that begins immediately. If there is not a majority of Directors present, the chairperson cancels the General Meeting.

5.1.9 Voting

5.1.9.1 Voting Eligibility

Each Full Member has one (1) vote.

5.1.9.2 Voting Method

- a) A show of hands decides every vote at all General Meetings. A ballot vote is used if at least one-half of the Voting Members present request it.
- b) Special Resolutions may be conducted by a ballot vote, at the request of at least one-half of the Voting Members.
- c) Voting Members may withdraw their request for a ballot.

5.1.9.3 *Decisions*

- a) A majority of the votes of the Voting Members present decides each resolution, unless the resolution needs to be decided by a Special Resolution. A Special Resolution requires approval of 75% of the Voting Members present.
- b) The chairperson of the General Meeting declares a resolution either carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- c) The chairperson of the General Meeting decides any dispute on any vote, and this decision is final.

5.1.9.4 *Tie Vote*

In the case of a tie vote, the chairperson of the General Meeting calls for a ballot. In the case of a tie vote on a ballot, the chairperson of the General Meeting has a second or deciding vote.

5.1.9.5 *Proxy Vote*

A Voting Member cannot hold any proxies of other Voting Members.

5.1.10 **Adjournment**

The chairperson of the General Meeting may adjourn the General Meeting with the consent of the majority of Voting Members present at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting. No notice is necessary if the General Meeting is adjourned for less than thirty (30) calendar days. The Society must give notice when a General Meeting is adjourned for thirty (30) calendar days or more. Notice is the same as for any General Meeting, as provided for in Article 5.1.1.

5.1.11 **Written Resolution of All Voting Members**

All Voting Members may agree to and sign a resolution. This written resolution requires unanimous support. Where there is unanimous written support, this resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

5.2 **ANNUAL GENERAL MEETING**

5.2.1 **Time and Location**

The Board calls the Annual General Meeting within three (3) months of the fiscal year end as provided for in Article 7.2.1. The Board sets the date, time, and location ~~within the service area of SAIF for~~ of the meeting. The meeting shall be held within the service area of SAIF or virtually.

5.2.2 **Submitting Resolutions for the Annual General Meeting**

- a) Any Voting Member may submit a resolution to be put on the agenda of the Annual General Meeting by submitting a written request, by mail, fax or email, to the Board.

- b) This written request must include the signature of the Voting Member, as well as, the signature of another Voting Member who is seconding the request.
- c) This request must also contain background information about the resolution.
- d) The Voting Member must submit the request to the Board through the Board Secretary. The Board Chair must receive the request at least four (4) weeks prior to the Annual General Meeting.

5.2.3 **Agenda for the Annual General Meeting**

- a) The business of the Annual General Meeting includes:
 - Adopting the agenda
 - Adopting the minutes of the previous Annual General Meeting
 - Reviewing both the Treasurer’s Report and the auditor’s report
 - Reviewing the Annual Report
 - Receiving the Board Chair’s report
 - Election of the Board of Directors
 - Appointing qualified auditors for the following year
 - Considering proposed bylaw amendments
 - Considering matters specified in the Meeting notice
 - Mission Moment
 - Adjournment
- b) The order of business at the meeting is at the discretion of the Chair of the Annual General Meeting, as long as business and reports relating to the previous fiscal year precede the election of Directors and the appointment of auditors
- c) No vote may be taken on matters that are not included in the Meeting notice.

5.3 **SPECIAL GENERAL MEETINGS**

5.3.1 **Calling of a Special General Meeting**

A Special General Meeting of Members may be called at any time:

- a) By the Board with a resolution at a Board meeting. This requires at least three-quarters (3/4) of the Directors in office; or
- b) By a written unanimous resolution of all of the Directors as provided for in Section 6.1.6.6. The request must state the reason for the Special General Meeting and the resolution(s) intended to be submitted at this Special General Meeting; or
- c) By a written request to the Board that is signed by at least one-third (1/3) of the Full Members in Good Standing. The request must state the reason for the Special General Meeting and the resolution(s) intended to be submitted at this Special General Meeting. Upon receiving the written request, the Board calls the Special General Meeting as provided for in Article 5.1.1.

5.3.2 **Time and Location**

The Board establishes the date, time, and location of the Special General Meeting.

5.3.3 **Agenda for a Special General Meeting**

- a) Only the matter set out in the notice for the Special General Meeting is decided at this meeting.
- b) Other matters may be considered at a Special General Meeting. Additions to the agenda require approval by two-thirds (2/3) of all Voting Members present at the Special General Meeting.
- c) Any items added to the agenda that were not included in the notice for the Special General Meeting may be considered. To be decided, these items must receive unanimous approval from both the Voting Members present at the Special General Meeting, and all Voting Members not in attendance at the meeting. Voting Members not in attendance at the meeting must provide written approval within twenty-one (21) calendar days.

ARTICLE 6.0 – MANAGEMENT AND GOVERNANCE OF THE SOCIETY

6.1 THE BOARD OF DIRECTORS

6.1.1 Governance and Management of the Society

- a) The Board has the ~~powers~~ authority of the Society, except as stated in the Act. The Board, consistent with these Bylaws, governs and manages the affairs of the Society.
- b) The Board may hire staff or contractors to carry out duties designated through written instructions of the Board on behalf of the Society.

6.1.2 Composition of the Board

- a) The Board consists of a minimum of ~~six-seven (76)~~ Full Members in Good Standing and a maximum of ~~nine-fifteen (159)~~ Full Members in Good Standing.

6.1.3 Appointment and Term

- a) The term of office is for 3 years that commences at the Annual General Meeting.
- b) Ideally, 1/3 of the Directors are elected each year.

6.1.4 Vacancies

6.1.4.1 Resignation

A Director, including all ~~Officers~~Executive, may resign from office by giving notice in writing to the Board Chair. The resignation is effective on the date it is received by the Board Chair, or on the date specified in the written resignation, whichever date is later.

6.1.4.2 Removal

- a) Voting Members may remove any Director before the end of his or her term. At a Special Meeting called for this purpose, the Voting Members may, upon a majority of not less than two-thirds (2/3) of all Voting Members present, remove a Director for

any cause that is deemed advisable in the interests of the Society. The decision is final.

- b) A Director is automatically removed if he or she is absent without notice and reasonable cause from three (3) regular Board meetings in a twelve-(12) month period following the AGM.

6.1.5 Filling Vacancies

If a vacancy occurs on the Board of Directors, the remaining Directors will appoint a member to that position from the Full Members in Good Standing for the remainder of the term.

6.1.6 Meetings of the Board

6.1.6.1 Number of Meetings

The Board holds a minimum of ~~ten-six (640)~~ meetings within each calendar year. ~~The meetings are distributed evenly throughout the year.~~

6.1.6.2 Location of Meetings

The Board may hold a meeting at any place within the service area of SAIF or virtually.

6.1.6.3 Notice of Meetings

- a) The Board determines dates, times and locations for regular Board meetings.
- b) The Board Chair may call additional Board meetings. The Board Chair also calls a meeting if any two (2) Directors make a request in writing, and state the business for the meeting.
- c) Ten (10) business days' notice for Board meetings is given to each Director by mail, telephone, fax, email or courier. Directors may waive formal notice of additional Board meetings.
- d) Errors or accidental omission in giving notice of any Board meeting do not invalidate the meeting, or any business transacted at the meeting.

6.1.6.4 Quorum

- a) A quorum for Board meetings is one-half (1/2) plus one (1) of the voting Directors.
- b) The Board may conduct ~~no~~ business of the Society without a quorum but may not put forth any motions or make resolutions.

6.1.6.5 Voting at a Board Meeting

- a) Each Director, including the Chair, has one (1) vote. Business arising at any Board meeting is decided by a majority of votes. The Chair does not have a second or casting vote in the case of a tie vote. In the case of a tie vote, the motion is considered defeated.
- b) All votes cast at any Board meeting are taken by a show of hands, unless any Director in attendance requests a ballot.
- c) Irregularities or errors or done in good faith do not invalidate business conducted at any Board meeting.

6.1.6.6 Written Resolutions

- a) All Directors may agree to and sign a resolution. Where there is unanimous written support, this resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- b) When email is used for a written resolution, the resolution is sent to all Directors as an attachment to the email. Each Director prints, signs and returns the resolution to the SAIF Office by mail, scan or fax. The date on which unanimous support is received is the date the resolution is passed.

6.1.6.7 Telephone or Other Electronic Participation

- a) Board Meeting by Telephone or Electronic Equipment
If a majority of Directors agree in advance, Directors may hold a Board meeting by telephone or other electronic equipment. In this case, all individuals participating in the meeting must be able to hear each other simultaneously and instantaneously.
- b) Director Participation by Telephone or Electronic Equipment
If all Directors participating in a meeting consent, one (1) or more Directors may participate by means of telephone or other electronic equipment. All individuals participating in the meeting must be able to hear each other simultaneously and instantaneously. A Director participating in this meeting is considered present for the meeting. ~~Consent for participating in Board meetings by electronic means may be given, through policy, for all Board meetings.~~

6.2 ~~OFFICERSEXECUTIVE~~

The ~~Officers-Executive~~ of the Society are the:

- a) Chair
- b) Vice Chair
- c) Secretary
- d) Treasurer

6.2.1 Election of ~~OfficersExecutive~~

~~Officers-The Executive is~~are elected from among the Directors at a Board meeting held immediately after the Annual General Meeting, or at the next General Board meeting. ~~A Director may not hold the same office for more than two (2) consecutive two (2) year terms.~~

6.2.2 Duties of ~~OfficersExecutive~~

~~Officers have~~The Executive has all of the ~~powers-authority~~ to perform all duties required by their offices, and any other ~~powers-authorities~~ that the Board may assign. ~~Officers Executive~~ with signing authority, as provided for in Article 7.5.1, sign all contracts, documents, bylaws or other written documents that require their signatures. Specific duties of ~~Officers-the Executive~~ are listed in 6.2.3, 6.2.4 and 6.2.5.

6.2.3 The Chair:

- a) Provides leadership and promotes public awareness of SAIF

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- b) Coordinates and supervises the affairs and operations of the Board
- c) Presides at all General Meetings and Board meetings
- d) Prepares agendas, with input from all Directors and the Executive Director, for Board meetings
- e) ~~Is an *ex officio* member of all committees~~ ~~Is a non-voting member of all committees~~
- f) Prepares and delivers an annual report to the Members of the Society at the Annual General Meeting
- g) Acts as spokesperson for the Society
- h) Ensures that the annual return, changes in the Society's Directors, and amendments to the bylaws and other incorporating documents are filed with the Corporate Registry.
- i) ~~The Chair~~ May delegate any ~~of the Executive~~ duties to another Director.

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6.2.4 The Vice Chair:

- a) Chairs meetings in the absence of the President
- b) Has all of the ~~powers~~ ~~authorities~~ and performs all of the duties of the Chair in the absence, inability, or refusal to act, of the Chair
- c) Assists the Chair in coordinating the affairs of the Board
- d) Replaces the Chair at various functions when asked to by the Chair or the Board

6.2.4 The Secretary:

- a) Keeps, or ensures that, accurate minutes are kept of all General Meetings and Board meetings
- ~~b) Ensures that an accurate and up to date register of Members that includes their address, voting designate at General Meetings, and other pertinent information~~
- e)b) Ensures that notices of various meetings, minutes and other communication are sent as required

6.2.5 The Treasurer:

- a) Acts as a liaison between the Society and the financial institution approved by the Board
- b) Assists in the preparation of the annual budget and presents it to the Board for approval
- c) Presents a detailed account of revenues and expenditures to the Board when requested
- d) Ensures an audited statement of the Society is prepared and presents the audited statement to the Members at the Annual General Meeting

~~6.2.6 Delegation of Officer Duties~~

~~In the case of the absence, or refusal to act, of any Officer, or for any other reason that the Board considers sufficient, the Board may delegate any or all of the powers of that Officer to another Officer, or to any Director.~~

6.2.7 Vacancies of ~~Officers~~ the Executive

- a) Each ~~Officer~~ Executive member continues in office until:
 - The ~~Officer's~~ Executive member's resignation, by written notice, is delivered to the ~~Secretary~~ Chair of the Society, or other designate. The resignation is effective

on the date it is received by the ~~Secretary~~Chair, or on the date specified in the written resignation, whichever date is later;

- The appointment of a successor ~~Officer~~Executive member;
 - The ~~Officer's~~Executive member's removal by resolution of the Board;
 - The removal by Full Members at a Special General Meeting called for that purpose;
 - The ~~Officer~~Executive member no longer meets the qualifications as provided for in Article 6.1.4;
 - ~~The Officer's~~Executive member's inability to complete the term, ~~due to mental or physical reasons; or~~
 - ~~The Officer's~~death.
- b) The Board, by resolution, may fill any vacancy ~~of the Executive~~of the office of the Society.

6.3 BOARD COMMITTEES

6.3.1 Establishing Committees

- a) The Board may establish any standing and/or ad hoc committees it deems necessary to advise and/or assist the Board. Ad hoc committees are established for a specific task, and for a designated length of time. These committees are dissolved when the task is completed.
- b) The Board approves terms of reference for each committee. The Board may delegate to these committees any ~~powers~~authorities, subject to the restrictions in these Bylaws, or any resolution passed by the Board.
- ~~c) The Board may, by resolution, dissolve any committee.~~
- ~~d) A committee shall be comprised of at least one Director.~~
- ~~e) A committee's composition shall be determined by its terms of reference.~~

6.3.2 ~~Powers~~Authorities of Committees

- a) No committee has the ~~power~~authority to act for, or on behalf of, the Society, or to commit or bind the Society to any course of action unless delegated by the Board through resolution.
- b) Unless determined by the Board, each committee can fix its quorum at not less than the majority of its members and to control its procedures.

~~6.3.3 Composition of Committees~~

- ~~a) Committees are composed of Directors and/or individuals who are affiliated with Full Members.~~
- ~~b) A member of the Board of Directors chairs each committee. Any chair, who ceases to be a Director for any reason, also ceases to be the chair of a committee at the time the individual is no longer a Director.~~
- ~~c) The Board Chair is a non-voting member of all committees.~~

ARTICLE 7.0 – FINANCE AND OTHER MANAGEMENT MATTERS

7.1 **THE REGISTERED OFFICE**

The Registered Office of the Society is located in St. Albert, Alberta.

7.2 **FINANCE AND AUDITING**

7.2.1 **Fiscal Year**

The fiscal year of the Society is January 1 through December 31.

7.2.2 **Annual Audit**

- a) There must be an audit of the books, accounts, and records of the Society at least once each fiscal year.
- b) An auditor or two Members of the Society are appointed at each Annual General Meeting to do this audit.
- c) At each Annual General Meeting, the Treasurer submits to the Members a complete financial statement, signed by the Chair and Treasurer, of the standing of the books for the previous fiscal year.
- d) The Board must approve any remuneration for an auditor(s) who is not a Director, ~~Offieer-Executive~~ or Member.

7.3 **SEAL OF THE SOCIETY**

The Board may adopt a seal as the corporate Seal of the Society. The Secretary, or his or her designate, has the custody of the seal, unless the Board decides otherwise.

The Seal is affixed to documents authorized by the Board. Only those ~~Offieers-Executive~~ authorized by the Board can use the Seal of the Society. If the Board has not designated any ~~OffieersExecutive~~, the ~~President-Chair~~ and the Secretary use the Seal.

7.4 **BANK ACCOUNTS**

The Board, through resolution, approves a Canadian chartered bank, trust company, credit union or treasury branch to conduct the financial transactions of the Society.

7.5 **CHEQUES, CONTRACTS, SECURITIES, AND OTHER FINANCIAL INSTRUMENTS**

7.5.1 **Signing Authority for Cheques and Contracts**

- a) Cheques, contracts, and other documents that require the signature of the Society must be signed by any two (2) of the following:
 - ~~PresidentChair~~
 - ~~Vice Chair~~
 - ~~Treasurer~~
 - Secretary
 - ~~Vice President~~
 - ~~Treasurer~~
 - Other Directors as designated by the Board through resolution
- b) The Board, in Policy, may authorize employees to sign cheques up to specific limits and to sign certain contracts.

7.5.2 **Securities and Other Financial Instruments**

All signing authorities are authorized, according to Society policy, to sign or endorse securities or other financial instruments held by the Society.

7.6 **KEEPING AND INSPECTION OF THE BOOKS AND RECORDS OF THE SOCIETY**

7.6.1 **Minute Books**

The originals of the minute books of all of the General Meetings, Board meetings, and Board committee meetings are kept at the Society's Office.

7.6.2 **Books and Records**

The Board keeps and files all necessary books and records of the Society as required by these Bylaws, Board policy, or any other statute or laws. These books and records are kept at the Society's Office.

7.6.3 **Inspection of the Books or Records**

- a) A Member wishing to inspect the books or records of the Society must give reasonable notice to the Chair or Secretary of the Society of the Member's intention to do so. Unless otherwise permitted by the Board, this inspection takes place only at the Society's Registered Office during normal business hours.
- b) The Board may designate certain records as confidential, and not open them for inspection by Members.
- c) Directors have reasonable access to the Society's books and records.

7.7 **BORROWING POWERS**

7.7.1 **Borrowing**

The Board is authorized to borrow and raise money on behalf of the Society by a resolution of the Board.

7.7.2 **Debentures**

The Society may issue debentures only with the approval of a Special Resolution of Members.

7.8 **PAYMENTS**

7.8.1 **Payments for Service to ~~Executive, Directors, Officers,~~ or Members**

No ~~Executive, Director, Officer~~ or Member of the Society receives any payment for his or her services as an Executive, Director or Member, ~~Director, or Officer~~.

7.8.2 **Expenses**

The Board may approve reimbursement of reasonable expenses incurred by an Executive, Director, Officer, or Member when carrying out duties of the Society.

7.9 PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERSEXECUTIVE

7.9.1 Protection

Each Director or ~~Officer-Executive~~ holds office with protection from the Society. The Society indemnifies each Director or ~~Officer-Executive~~ against all costs or charges that result from any act done in his or her role for the Society. The Society does not protect any Director or ~~Officer-Executive~~ for acts of fraud, dishonesty, or bad faith.

7.9.2 Liability

No Director or ~~Officer-Executive~~ is liable for the acts of any other Director, ~~Officer-Executive~~, or employee. No Director or ~~Officer-Executive~~ is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any Person dealing with the Society. No Director or ~~Officer-Executive~~ is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Society, unless the act is fraudulent, dishonest, or done in bad faith.

7.9.3 Accuracy of the Auditor's Report

A Director or ~~Officer-Executive~~ can rely on the accuracy of any statement or report prepared by the Society's auditors. A Director or ~~Officer-Executive~~ is not held liable for any loss or damage as a result of acting on the auditors' statement or report.

7.10 RULES OF ORDER

The Society will use *Robert's Rules of Order Newly Revised* for matters not covered in these Bylaws.

ARTICLE 8.0 – AMENDING THE BYLAWS

8.1 AMENDING THE BYLAWS

- a) These Bylaws may be cancelled, altered, or added to by a Special Resolution of Members at an Annual General Meeting or Special General Meeting of the Society.
- b) Details of the proposed resolution to change the Bylaws must be included in the twenty-one (21) calendar days' notice of the General Meeting.
- c) The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting, and acceptance by the Corporate Registry of Alberta.

ARTICLE 9.0 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

9.1 DISSOLUTION OF THE SOCIETY

Dissolution of the Society requires a Special Resolution of Members at a Special General Meeting.

9.2 PAYMENT OF DEBTS AND LIABILITIES

When the Society is dissolved, funds and assets are first used to satisfy the Society's debts and liabilities.

9.3 **DISTRIBUTION OF ASSETS TO MEMBERS**

The Society does not pay any dividends or distribute its property among its Members.

9.4 **DISTRIBUTION OF REMAINING ASSETS**

Any remaining funds or assets are transferred to a registered and incorporated charitable organization whose objects are similar to, or compatible with, the objects of the Society. Voting Members select this organization by Special Resolution of Members on or before the date of dissolution. Any assets that are not transferred are held in trust for charitable purposes.

ATTACHMENT 1: OBJECTS OF THE SOCIETY