

**THE GOOD SAMARITAN SOCIETY  
(A LUTHERAN SOCIAL SERVICE ORGANIZATION)**

**BYLAWS**

**1. MEMBERSHIP**

1.1 Classes of Membership - There shall be the following three (3) classes of membership in the Society:

- 1.1.1 Voting Member;
- 1.1.2 Associate Member;
- 1.1.3 Honorary Member.

1.2 Voting Member - A Voting Member:

- 1.2.1 is an individual of the age of Eighteen (18) years or more;
- 1.2.2 is an individual who agrees to follow the mission, vision and values of the Society;
- 1.2.3 is not an employee of the Society;
- 1.2.4 is in good standing with the Society and in compliance with any other requirements established in these Bylaws;
- 1.2.5 shall have one vote at all meetings of Members of the Society;
- 1.2.6 may hold office of Director of the Society.

1.3 Associate Member – An Associate Member:

- 1.3.1 is an individual of the age of Eighteen (18) years or more;
- 1.3.2 is in good standing with the Society and in compliance with any other requirements established in these Bylaws; and
- 1.3.3 may attend all meetings of Members of the Society with no voting privileges.

- 1.4 Honorary Member - The Board may award honorary memberships to individuals at any time without application or membership fee, provided that no more than two (2) such memberships may be awarded in any fiscal year. Honorary Members shall have no voting privileges, unless the person is otherwise a Voting Member. The designation of a person as Honorary Member shall remain in effect until the death of that Member or its revocation by the Board. The designation of a person as an Honorary Member may be revoked by the Board at its pleasure and is not transferable.
- 1.5 Membership Fees – Fees for Voting and Associate Members shall be an annual fee, for an amount fixed by resolution of the Society on the recommendation of the Board, from time to time, for a continuing membership in the Society. Membership year shall be the fiscal year, 1 April of one year until 31 March of the subsequent year. No discount for partial year membership.

Notwithstanding the foregoing and for greater certainty, the Annual Membership Fee for any Member who had the status as of September 16, 2011 of: (i) Voting Member under and as defined in the previous bylaws in force as of September 16, 2011 (“Life Voting Member”); or (ii) Associate Member under and as defined in the previous bylaws in force as of September 16, 2011 (“Life Associate Member”), shall be considered as being paid automatically by reason of the payment of the lifetime membership fee any such Member paid in the past under the previous bylaws then in force, and any such Life Voting Member shall be deemed to be a Voting Member and any such Life Associate Member shall be deemed to be an Associate Member for all purposes of these Bylaws until such Member is removed in accordance with the terms of these Bylaws, including pursuant to section 1.7.

- 1.6 Approval by the Board - All applications to become a Voting or Associate Member shall be subject to the approval of the Board and, upon such approval being granted, a person applying shall become either a Voting or Associate Member of the Society.
- 1.7 Membership Term - A Voting or Associate Member’s term shall continue until it is terminated in accordance with the following:
- 1.7.1 Withdrawal - Any Voting or Associate Member who desires to withdraw from membership may withdraw by notifying the Secretary, in writing, to that effect and such withdrawal shall be effective on receipt of that notice.
- 1.7.2 Expulsion - Any Member may be expelled as a Voting or Associate Member for actions not in the best interests of

the Society by Special Resolution of the Society and such expulsion shall be effective upon passing of that resolution.

1.7.3 Transfer - No right or privilege of any Voting or Associate Member shall in any way be transferable or transmissible, but all such rights and privileges shall cease upon the Member ceasing to be such whether by death, withdrawal or otherwise.

1.8 Forfeiture - A Member shall not be entitled to a return of any membership fee paid under any circumstances, including termination of their membership.

1.9 Members Register – The Directors shall maintain a register of Members and any one admitted as a Member shall have his name added thereto as Voting, Associate or Honorary Member.

## **2. MEETING OF MEMBERS**

2.1 Annual General Meeting - The Society shall meet in regular session within six (6) months after each of its fiscal year ends, at a date and a place within the Province of Alberta fixed by the Board. At every such annual general meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors shall be presented, and auditors appointed until the next annual general meeting of the Society. Further, Directors shall be elected to those positions on the Board that are vacant or that will otherwise become vacant at the end of that meeting.

2.2 Other General Meetings - All general meetings other than the annual general meeting shall be called special general meetings. A special general meeting may be called by the Chairperson or by a majority of the Directors. Such meetings shall be called by the Chairperson or the Board upon a written request for such meeting being received by the Secretary from at least twenty-five (25) Voting Members of the Society.

2.3 Notice

2.3.1 Notice of meetings of the Members shall be provided to all Members by giving written notice of the meeting to Members by ordinary mail, facsimile, e-mail or other similar technologies sent at least fourteen (14) days prior to the meeting specifying the place, the day and the hour of the

meeting and, the general nature of such business unless a Special Resolution is proposed for such meeting in which event the minimum notice shall be twenty-one (21) days.

2.3.2 The accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any meeting.

2.3.3 A meeting may be convened upon shorter notice than hereinbefore provided with the consent, in writing, of all the Members who have not been given the required notice, such consent to be given either before, at or after the holding of the meeting and such consent shall be deemed to have been sufficiently given by the signature of all the Members to the minutes of any meeting called upon less notice than the required notice.

2.4 Quorum - Twenty (20) Voting Members in good standing and present in person or participating via video conferencing pursuant to Article 2.6.3, shall constitute a quorum at any general meeting or any adjournment thereof. In the event that a quorum is not present within fifteen (15) minutes after the time given in the notice of the meeting, then:

2.4.1 If the meeting was called as a result of the written request for such meeting being received from at least twenty-five (25) Voting Members of the Society, the meeting shall be dissolved.

2.4.2 In all other cases the meeting shall stand adjourned for one week to be held at the same time at the head office of the Society, when the Voting Members then present shall constitute a quorum.

2.4.3 A quorum is not necessary to choose a chairperson of the meeting or to adjourn.

2.4.4 The Chairperson shall preside as chairperson at every general meeting of the Society. If the Chairperson is not present at the time of holding a meeting, or if at any meeting he is not present within half an hour from the time appointed for the meeting, the Voting Members present shall choose one of their number to be chairperson of such meeting.

2.5 Voting

- 2.5.1 Majority - At all meetings of the Society every question shall be decided by a majority of votes cast unless otherwise required by these Bylaws or by law.
- 2.5.2 Show of Hands - Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Voting Member. Upon a show of hands every Voting Member shall have one vote and, unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not, and an entry to that effect in the minutes of the Society, shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- 2.5.3 Poll - A demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, a poll shall be taken in such manner as the Chairperson shall direct, which may be by ballot, and the result of such poll shall be deemed the decision of the Society in general meeting of the matter in question.
- 2.5.4 Casting Vote - In case of an equality of votes at any meeting of the Society, whether upon a show of hands or at a poll, the Chairperson, who shall not have an original vote, shall be entitled to a casting vote.
- 2.5.5 Ballot Required - Notwithstanding the voting procedures set out above, any question designated by the Chairperson, including the election of Directors in the event that such an election is not by acclamation, shall be decided by ballot in such manner as the Chairperson shall direct.
- 2.5.6 Proxy Voting - Members may not attend or vote by proxy at any general meeting of the Society.
- 2.6 Other Provisions as to General Meetings
  - 2.6.1 A resolution (whether ordinary or special) or a document purporting to be the minutes of a meeting shall have full force and effect according to its tenor and purport whether or not any meeting was held, or properly constituted, or the proper procedure followed thereat, provided that the resolution or documents is signed or consented to in writing by all of the Voting Members entitled to vote at a meeting held on the date thereof.

2.6.2 Where such consent is given by electronic means that provide a printable receipt or by telecopier, such consent shall be effective upon the receipt thereof provided that within three weeks the Society or some officer or Director thereof shall have received a signed version or confirmation of such consent.

2.6.3 A meeting may be held by means of video conference notwithstanding the fact that the persons constituting such meeting are not all together in the same room or place, provided that all such persons entitled to vote thereat are able to hear and observe the matters discussed at such meeting. Members participating by such means may do so within a location outside of Alberta providing the majority of Voting Members participating in the meeting are within Alberta.

2.7 Other Procedures - Robert's Rules of Order, most recent revised edition shall be used at Society and Board meetings insofar as it is not inconsistent with the provisions of these Bylaws or the Act.

### **3. NOMINATIONS**

3.1 The Board shall not less than sixty (60) days prior to the date set for the Annual General Meeting appoint a committee, or delegate and require any existing committee, in either case in accordance with the terms of these Bylaws, to submit a slate of candidates for election to the Board at the next annual general meeting that:

3.1.1 meet the qualifications for Directors set out in these Bylaws;  
and

3.1.2 are willing and suitable to serve as Directors of the Society.

3.2 A person may also be nominated from the floor at the annual general meeting for any vacant Director position provided the person meets the qualifications for a Director as set out in these Bylaws, is willing to serve as a Director, meets the qualifications for the specific Director position open in that year and has completed and submitted a Candidate Information Form to the Chair of the Board prior to the start of the annual general meeting.

### **4. THE BOARD OF DIRECTORS**

4.1 Qualifications of Directors

- 4.1.1 Directors shall be Voting Members of the Society, the majority of whom shall be Lutheran.
- 4.1.2 Directors must reside in the Province of Alberta or the Province of British Columbia.
- 4.1.3 Other Requirements - No person otherwise qualified to be a Director of the Society shall be elected or appointed or serve as a Director if that person is:
  - a) declared bankrupt and remains undischarged from same;
  - b) an employee of the Society; or
  - c) mentally incompetent.

#### 4.2 Election and Term

- 4.2.1 Number and Classification - the affairs of the Society shall be governed by a Board of twelve (12) Directors, having the following makeup:
  - a) Ten (10) Directors shall be laypeople; and
  - b) two (2) Directors shall be Lutheran clergy.
- 4.2.2 Yearly Election - At each annual general meeting of the Society the qualified nominees who receive the most votes within their respective classifications shall, subject to the Bylaws, be entitled to hold the office of Director until the end of the third annual general meeting after they were elected or until their successors shall have been duly elected
- 4.2.3 Re-election – A Director may be eligible for re-election for a maximum of three consecutive terms, and is then not eligible for re-election until the third successive annual general meeting of the Society following the annual general meeting which such Director last held office. However, if one of the three consecutive terms served by the Director was less than one and a half years in length, the Director may be re-elected for a maximum of four consecutive terms, but is then not eligible for re-election until the third successive annual general meeting of the Society next following the annual general meeting which such Director last held office.

- 4.2.4 (a) The number of Directors can be changed from time to time by ordinary resolution of the Members. When such a change is made, the ordinary resolution must also specify the length of the mandates of the Directors so as to result, as much as possible, in one-third (1/3) of the Directors being elected each year.
- (b) Notwithstanding anything else herein, the number of Directors shall never be less than 3.
- 4.2.5 The Members in general meeting may by ordinary resolution remove any such Director elected or appointed under this Article before the expiration of such Director's term of office, and may by ordinary resolution appoint another person in their stead. The person so named shall complete the mandate of the person he/she replaced.
- 4.2.6 A Director may resign from office upon delivering to the Society's corporate office a notice in writing of intention to do so and such resignation shall take effect upon delivery of such notice; provided that the Directors may accept such resignation prior to the expiration of such notice and in such event the resignation shall take effect upon such acceptance by the Directors.
- 4.2.7 The continuing Directors may act notwithstanding any vacancy in their body.
- 4.2.8 Vacating Office –
- (a) The office of a Director shall be vacated on the occurrence of any of the following events:
- i) a Director resigns office in accordance with Article 4.2.6 or dies;
  - ii) a Director no longer meets qualifications for being elected a Director;
  - iii) a Director is removed from office by ordinary resolution of the Members;
  - iv) a Director becomes mentally incompetent;
  - v) a Director is declared bankrupt; or
  - vi) a Director is absent from two (2) consecutive Board meetings without the Board having granted its permission to be absent for any reason deemed valid by the Board.

- (b) The members in a general meeting may by ordinary resolution remove any such Director named under this Article before the expiration of his/her period of office, and may by ordinary resolution appoint another person in his/her stead. The person so named shall complete the mandate of the person he/she replaced.

#### 4.2.9 Replacement Director -

- (a) If a Director's office is vacated (in this Article 4.2.9 such Director is referred to as a "former Director") and the Society has not, in the general meeting removing such former Director or otherwise, filled such vacancy for the balance of former Director's term, provided that the majority of the then Directors remain in office the vacancy may be filled by the Board until the next annual general meeting.
- (b) So as to assure that no less than four (4) Directors need be elected at each annual general meeting, when the Society, whether in the general meeting removing a Director or at the annual general meeting following the vacation of office by a Director whose term would not otherwise have expired at that meeting, elects a replacement Director, that replacement Director shall hold office until the former Director's term would otherwise have expired.
- (c) If at an annual general meeting a replacement Director is to be elected to complete the term of office of a former Director, the members shall be entitled to vote for five (5) or, if applicable, more Directors so that following the annual general meeting there will be twelve (12) Directors. The replacement Director shall be the qualified nominee within the appropriate classification of laypersons or clergy and who receives the most votes after the Directors to be elected in that year have been elected within their respective classifications. If more than one (1) replacement Director is to be elected, the person with the most votes shall receive the longest unexpired term.

#### 4.2.10 Procedure of Voting and Transitional

The Board may direct the order and procedure for voting for vacant positions so as to ensure that the

provisions of these Bylaws as to the number of Directors to be elected each year and the number of Directors who are Lutheran, are respected.

#### 4.3 Meetings of the Board

- 4.3.1 Generally - Board meetings may be held at such times and at such places as the Board may from time to time determine. A meeting of the Board may be convened at any time by the Chairperson, the President and Chief Executive Officer or any six (6) Directors. Notice of such meeting shall be communicated to each Director not less than two (2) days (exclusive of the day on which the notice is communicated but inclusive of the day for which notice is given) before the meeting is to take place. However, meetings of the Board may be held at any time without formal notice if all Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by a Director at any time, in writing or by informed acquiescence. A Board meeting may also be held, without notice, immediately following the annual general meeting of the Society.
- 4.3.2 Quorum - A majority of the Directors shall constitute a quorum for the transaction of business. A meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers, discretions by or under these Bylaws for the time being vested in or exercisable by the Directors.
- 4.3.3 Majority - Questions arising at any meetings of Directors shall be decided by a majority of votes of the Directors present. In case of an equality of votes the Chairperson, who shall not have an original vote, shall be entitled to a casting vote.
- 4.3.4 Resolution in writing - A resolution in writing signed by all of the Directors personally shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
- 4.3.5 Meetings by telephone - A Director may participate in a meeting of the Board or, if applicable, a committee of the Board, by means of such telephone, electronic or other communications facilities that permit all persons participating

in the meeting to hear each other if the Directors so participating and a majority of the other Directors or, if applicable, members of a committee of the Board, consent. Any such consent shall be effective whether given before, during or after the meeting to which it relates and may be given with respect to all such meetings.

4.3.6 Meetings of the Directors may be held anywhere in the Province of Alberta or, with the consent of a majority of Directors, any other place.

4.4 Remuneration of Directors and Board Officers – Except as provided herein, Directors and Board Officers, except employees, shall not receive any salary for serving as Directors or Board Officers of the Society. Directors and Board Officers may be paid reasonable honoraria as set by the Board from time to time provided such honoraria do not impair the charitable and non-profit status of the Society. Such honoraria may include participation at the Society's expense in one or more employee and director benefit plans that the Society maintains from time to time. Directors and Board Officers may also be reimbursed or given reasonable allowances for expense incurred while performing their duties as Directors.

4.5 Indemnity and Protection

4.5.1 For the purpose of this Article 4.5, Director shall mean:

- a) a Director of the Board of the Society; and
- b) a person, who is not a Director of the Board of the Society but who is a member of a committee constituted by the Board or by the Voting Members.

4.5.2 Each and every Director, Member and officer of the Society shall be deemed to have assumed office on the express condition that every such Director, Member or officer, his respective heirs, executors, administrators, and estate shall at all time be indemnified and saved harmless out of the funds of the Society against all costs (including legal costs on a solicitor and his own client basis), charges and expenses including any amount paid to settle an action or satisfy a judgment which such Director, Member or officer sustains or incurs in any civil, criminal or administrative action or proceeding which is brought or prosecuted against him in respect of any act or matter done or permitted by him to be done in the execution of the duties of his office and also all

costs, charges and expenses which he may sustain or incur in relation to the affairs of the Society provided he acted honestly and in good faith with a view to the best interests of the Society and he had reasonable grounds for believing that his conduct was lawful.

4.5.3 No Director, Member or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director, Member, officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Directors or Members for or on behalf of the Society for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any other loss occasioned by an oversight or error in judgment on his part or for any loss, damage or misfortune which may happen in the exercise of his respective duties or trust or in relation thereto unless the same shall happen by his own or through his own willful act or default. Directors and Members may rely upon the accuracy of any statement or report prepared by the Society's auditors or accountants (as the case may be) and shall not be responsible or held liable for any loss or damage resulting from acting, in good faith, upon such statement or report.

4.6 All acts done by any meeting of the Directors or by any persons acting as Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

4.7 A document purporting to be minutes of a meeting of the Directors, signed by all of the Directors as such, shall be conclusively deemed to be minutes of a valid meeting of the Directors duly called and constituted, and shall be entered in the minute book of the Society accordingly, and shall be held to relate back to any date therein stated to be the date thereof.

## **5. OFFICERS AND EMPLOYEES**

## 5.1 Board Officers

- 5.1.1 Generally - There shall be a Chairperson, a Vice-Chairperson, a Secretary and such other officers as the Board may determine from time to time. An individual may hold more than one office except the office of Chairperson. The Chairperson, Vice-Chairperson, Secretary and other officers, if any, must be a current Director and shall be elected by the members of the Board no sooner than the last regularly scheduled Board meeting prior to the annual general meeting and no later than the first regularly scheduled Board meeting after the annual general meeting. The incumbents, if still Directors shall hold office until their successors are elected. If the office of the Chairperson, Vice-Chairperson, Secretary and other officers, if any, should become vacant at any time, the Board shall hold such election or elections as soon as practical to fill such vacancies from the then current Directors. The Board by majority vote may remove any Board Officer from office as Board Officer and appoint another person in his/her stead. The person so named shall complete the mandate of the person he/she replaced.
- 5.1.2 Chairperson - The Chairperson shall preside at all meetings of the Society and of the Board, and perform such other duties as are inherent in the office of Chairperson of the Board. The Chairperson shall be an ex-officio member of all committees or boards appointed by Board.
- 5.1.3 Vice-Chairperson - The Vice-Chairperson shall have the powers and shall perform the duties of the Chairperson in the absence of the Chairperson or if the Chairperson has a conflict of interest or desires to relinquish the chair for a portion of a meeting.
- 5.1.4 Secretary - The Secretary shall cause an accurate record of all proceedings of the Society or the Board to be prepared and maintained and shall be the official custodian of all other books and records of the Society.
- 5.2 Other Officers and Employees - The Board may from time to time appoint such other officers and agents of the Society provided however, that the Board, shall appoint a President and Chief Executive Officer who shall not be a Director but shall be the officer of the Society responsible for the day to day activities of the

Society. Unless otherwise directed by the Board, the President and Chief Executive Officer shall authorize the employment of such other persons as deemed necessary to carry out the objects of the Society. Unless otherwise directed by the Board, such officers, agents and employees shall have such authority and shall perform such duties as may from time to time be prescribed by the President and Chief Executive Officer.

## 6. **POWER AND RESPONSIBILITY OF THE BOARD**

- 6.1 General Power - The affairs of the Society shall be governed by the Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Society in a general meeting and are not by these Bylaws or by law expressly directed or required to be done by the Society at a meeting of the Members. Without limiting the generality of the foregoing, the Directors are expressly empowered, from time to time, to acquire, maintain or dispose of any interest in real or personal property, for such consideration and upon such terms and conditions as they may deem advisable.
- 6.2 Execution of Documents - Contracts in the ordinary course of the Society's business may be entered into on behalf of the Society by the President and Chief Executive Officer, or by any other person or persons authorized by the Board or by the President and Chief Executive Officer. Other contracts or legal instruments shall be deemed to be fully executed if there is affixed thereto the seal of the Society and the signature of the Chairperson and Secretary, or any other member of the Board or officer of the Society authorized by the Board to affix their signature thereto.
- 6.3 Specific Powers - Without limiting the generality of the powers granted to the Board under Bylaw 6.1, the Board may from time to time:
  - 6.3.1 Borrow money on the credit of the Society;
  - 6.3.2 issue, sell or pledge securities of the Society;
  - 6.3.3 Charge, mortgage, hypothecate or pledge any or all of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings to secure any securities or any money borrowed, or other debt or any other obligation or liability of the Society;

- 6.3.4 If authorized by a special resolution of the Society, issue debentures to secure the payment of money; and
- 6.3.5 Authorize any Director, officer or employee of the Society or any other person to make arrangements with reference to the monies borrowed or to be borrowed by the Society, and as to the terms and conditions of the borrowing thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any money borrowed or remaining due by the Society as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Society.
- 6.4 The Directors may pay out or deal with any money received by the Society as the Directors deem appropriate. Without restricting the generality of the foregoing, this may include bona fide payment to the Members for duties performed and expenses incurred by the Members in respect of Society business and payment of salaries and benefits to employees of the Society.
- 6.5 Subject to the Act and the Bylaws of the Society, the Directors may, for such remuneration as they deem fit, engage all such agents and servants and may grant and delegate such powers to one or more of them as the Directors consider appropriate.
- 6.6 The various grants or declarations of powers to the Directors contained herein shall be read cumulatively, no one such grant or declaration to cut down or create any exception from the scope of any other such grant or declaration.
- 6.7 Auditors –The Board may fix the remuneration to be paid to the Society’s auditor or auditors for their services, and may fill any casual vacancy in the office of auditor.

## **7. COMMITTEES**

- 7.1 Committees - The Board may appoint such committees or boards, whether or not one (1) or more Directors are to be members thereof, as from time to time they determine as being necessary to ensure the efficient operation of the Society, with the membership and duties of such committees or boards to be as directed by the Board.

- 7.2 Procedural Requirements - The Board may impose quorum or other procedural requirements on the committees or boards appointed by it.
- 7.3 The Board may delegate various powers and duties to such committees, provided that the Board shall always retain its power to control and manage the affairs and property of the Society.

## **8. THE SEAL AND EXECUTION OF DOCUMENTS**

- 8.1 The Society shall have a corporate seal of such design as may be approved by the Board. The Board shall provide for the safe custody of the seal, which shall be used by the authority of the Board, who may make such regulations with regard to the affixing thereof as they may deem necessary. In default of such regulations, the seal may be validly used only if its use is authenticated by the signatures of one or more Directors of the Society.
- 8.2 Notwithstanding the foregoing, any contract, document or other instrument may be validly executed without use of the corporate seal by such officer or officers as the Board may from time to time appoint, either generally for the execution of contracts, documents and other instruments, or specifically for the execution of such specific contracts, documents and instruments as the Board may by resolution specify.

## **9. THE AUDITOR**

- 9.1 The Members shall at the annual general meeting of the Society name an auditor to audit the books and accounts of the Society.
- 9.2 The Auditor shall make a report to the Members at the annual general meeting of the results of his/her audit and whether the financial statements of the Society are presented in accordance with generally accepted accounting principles and any other matter the Auditor wishes to report upon.

## **10. ANCILLARY ASSOCIATIONS AND FOUNDATIONS**

- 10.1 All ancillary associations and foundations of the Society shall be established only on the approval of the Directors.

10.2 The bylaws of any ancillary association or foundation established under Article 10.1, shall be subject to the approval of the Directors.

## **11. GENERAL PROVISIONS**

11.1 Head Office – The Head Office of the Society shall be at Edmonton, Alberta and may be changed from time to time to another location within Alberta by ordinary resolution of the Members or by resolution of the Board provided such change shall not go into effect until approved of in accordance with the requirements of the Act.

11.2 Error or Omission in Notice - No error or omission in giving notice of any general meeting of the Society shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken there at. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of any Member, Director or officer shall be their last address recorded on the books of the Society.

11.3 Adjournment - Any meeting of the Society or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

11.4 Books of the Corporation

11.4.1 The Board shall cause Minutes to be made in books provided for that purpose of:

- a. all appointments of officers made by the Board;
- b. the names of the Directors present at every meeting of the Board; and
- c. all resolutions and proceedings of all general meetings and all meetings of the Board;

and any such minutes as aforesaid if purporting to be signed by the chairperson and/or secretary of the meeting at which such appointments were made or such Directors were

present, or such resolutions were passed or proceedings had, as the case may be, or by the chairperson and/or secretary of the next succeeding general meeting or meeting of the Directors, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

11.4.2 The Society shall keep or cause to be kept a book or books wherein shall be recorded:

- a. the filed Application for the Society, these Bylaws and any other bylaw of the Society and any amendments thereto;
- b. the names alphabetically arranged of all persons who are or have been Members;
- c. the address of every such person while such Member, as far as can be ascertained; and
- d. the names, addresses and occupations of all persons who are or have been Directors, with the several dates at which each became or ceased to be such Director.

11.4.3 The Society shall keep and maintain adequate and correct accounting records including, without limitation, all records or all properties and business transactions of the Society, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

11.4.4 At the annual general meeting in every year the Directors shall lay before the Society a balance sheet and an income and expenditure statement and the auditors' report made up and submitted in accordance with the provisions of the Act.

11.5 Inspection of Books by Members - The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open for the inspection of Members not being Directors, and no Member (not being a Director) shall have any right to inspect any account or book or document of the Society except as conferred by law or authorized by the Board or by resolution of the Members, whether previous notice thereof has been given or not.

11.6 No Benefit - Except as is otherwise available for the benefit of the public in general, no part of the income of the Society shall be

available for the personal benefit of its Members. The Society shall be carried on without the purpose of gain for its Members and any profits or other accretions of the Society shall be used in promoting its objects.

11.7 Interpretation - When construing these Bylaws:

11.7.1 "Act" means the *Societies Act of Alberta*, or any legislation substituted therefore, and the words and expressions used in these Bylaws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that legislation;

11.7.2 "Board" "Directors" "Board of Directors" shall mean the Board of Directors of the Society;

11.7.3 "Member" shall mean a Member of the Society;

11.7.4 "Society" means the above named Society;

11.7.5 "Special Resolution" means:

- (a) a resolution adopted at a general meeting of the Members of the Society provided that (a) the notice calling such meeting gave notice that such a special resolution, including the text of the special resolution, will be proposed, (b) the said notice was sent at least twenty-one (21) days prior to the date of the general meeting, and (c) the special resolution shall have been assented to by at least seventy-five per cent (75%) of the votes of the Voting Members present at said meeting; or
- (b) a resolution adopted at a general meeting of the Members of the Society provided that (a) every Voting Member of the Society having the right to vote indicate their consent to have such special resolution considered at said meeting without the requirement for a twenty-one (21) days notice being given; and (b) the special resolution shall have been assented to by at least seventy-five per cent (75%) of the votes of the Voting Members present at said meeting; or
- (c) a resolution signed by all the Voting Members of the Society with the right to vote at a general meeting of the Society.

- 11.7.6 These Bylaws shall be construed with reference to the provisions and terms used in these Bylaws and shall be taken as having the same respective meanings as they have when used in the Act. Notwithstanding anything else herein contained, these Bylaws shall be read subject to the restrictions upon their scope and effect contained in the Act and in any other applicable statutes and rules of law and equity, and any provisions herein inconsistent with such restrictions shall, to the extent possible, but only to the extent required, be severed from these Bylaws, in order that the rest may stand.
- 11.7.7 In the interpretation of these Bylaws, except where the context otherwise indicates:
- a. words importing the singular numbers shall also include the plural, and vice versa;
  - b. words importing the masculine gender shall also include the feminine, and vice versa;
  - c. words importing persons shall include corporations;
  - d. the headings herein are given for convenience only, and shall not affect the interpretation of these Bylaws; and
  - e. these Bylaws shall be interpreted in a large and liberal sense so as to give effect thereto wherever possible.
- 11.8 Amending Bylaws - The Bylaws of the Society may be amended, added to, or rescinded by special resolution of the Society at any general meeting of which twenty-one (21) days written notice specifying the intention to propose the special resolution has been given provided that the repeal or amendment of Bylaws not embodied in the Bylaws shall not be enforced or acted upon until the approval as required under the Act is obtained.
- 11.9 Dissolution of Society - In the event that the Society should at any time be wound up or dissolved, after payment of the legally enforceable debts of the Society the remaining assets shall be distributed to Good Samaritan Canada (A Lutheran Social Service Organization) if it is in existence at such time, or if not to one or more Canadian Lutheran charitable organizations or, if no such Canadian Lutheran charitable organizations exist, one or more Canadian Christian charitable organizations as selected by the Voting Members in a general meeting.

