



SAFE HARBOUR

Providing First Steps To Recovery



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1 INTERPRETATION

- 1.1** In these By-laws, unless the context requires otherwise:
- (A) “Act” means the Societies Act of Alberta as amended or replaced by the legislature;
 - (B) “Appoint” includes elect;
 - (C) “Bank” includes any chartered bank, Treasury Branch or Credit Union;
 - (D) “Board of Directors” means the Officers and Directors elected at the Annual General Meeting to fill a maximum of eleven (11) positions to run the affairs of the society;
 - (E) “By-laws” means the by-laws of the society;
 - (F) “Director” means a member of the board, whether an Officer or a General Director;
 - (G) “Individual” means a human being;
 - (H) “Meeting” means either a board of Directors or general meeting;
 - (I) “Member” means a member of the Society;
 - (J) “Members’ Meeting” means a meeting of the members of the Society as a whole, and includes a general or a special meeting;
 - (K) “Officers” means the Chairperson, Vice-Chairperson, Treasurer or Secretary of the Society;
 - (L) “Person” means an individual, partnership, association, society, body corporate, trustee, executor, administrator or legal representative;
 - (M) “Register” means the corporate Seal of the Society;
 - (N) “Seal” means the corporate Seal of the Society;
 - (O) “Society” means Central Alberta’s Safe Harbour Society for Health and Housing (CASHS)
 - (P) “Electronic means” includes but is not limited to: video conferencing, telephone, and email.
- 1.2** Words which have a special meaning assigned to them in the Act shall have the same meaning in these by-laws.
- 1.3** Words importing the singular shall include the plural and vice-versa, and the word “person” shall include corporations and any number of aggregate of individuals.



2. SOCIETY

2.1 Membership Eligibility

Any person not employed by the Society may become a Member of the Society by completing an application for membership and paying the required membership fee.

Following a 90-day membership with the Society the member will have voting privileges.

2.2 Membership Fee

The Board shall specify, annually, the term of a membership and the corresponding membership fee. Any member in arrears of fees after six (6) months shall require reinstatement by payment of said fees.

2.3 Rights and Responsibilities of Members

2.3.1 Each member is responsible for purchasing a membership each year in order to remain in good standing with the society. Members are directed to act in accordance with these by-laws and promote the objectives of the society. They are also responsible to bring issues and concerns from the community to the Annual General Meeting. This can be done by making contact with the Chairperson of the board or waiting until the next Annual General Meeting.

2.3.2 Each member has the right to call themselves a member of CASHS. Members have the right to be present and vote at the Annual General Meeting. Members have the right to have their questions answered and their concerns heard.

2.4 Termination of Membership

2.4.1 Membership may be terminated by:

- a) death of the member; or
- b) withdrawal by a member, through written notice to the Board of Directors. Such termination shall be effective upon receipt of written notice; or
- c) the member, through non-payment of fees six (6) months after anniversary date of payment; or
- d) a special resolution of the Members passed at a Members' Meeting.



- 2.4.2 A member may be expelled from the society if they are not abiding by these by-laws, objectives or have been acting in an unethical or illegal manner. Expulsion occurs with a majority vote of the Board of Directors at a regular or special meeting.

3 MEETINGS OF THE SOCIETY

3.1 General Members Meeting

With the exception of the first annual general meeting, which shall be held on a day fixed by the first board, the annual general meeting of the Society shall be held on or before the 30th day of September of each year at a place and time determined by the Board of Directors.

3.2 Calling General Members Meetings

- 3.2.1 The Chairperson of the Board or two members of the Board may call a Members' Meeting at any time..
- 3.2.2 A Special Members' Meeting shall be called by the Chairperson or Secretary on receiving a petition signed by at least 10% of the Members.

3.3 Notice of Meetings

- 3.3.1 Each member shall be given at least seven days' notice, by any reasonable and convenient method of communication, of the time and place and the general nature of the business to be transacted.
- 3.3.2 A Member will be considered to have been given notice when:
- notice is e-mailed, mailed or delivered to his/her last address as shown in the records of the Society or;
 - two attempts are made to call him at his/her most recent phone number as shown in the records of the Society.

3.4 Quorum

- 3.4.1 40% of the General membership shall constitute a quorum of any meeting of the Society;
- 3.4.2 If a quorum is present at the start of a meeting, the meeting may proceed with business even though a quorum may not be present throughout the meeting;
- 3.4.3. If a quorum is not present at the start of the meeting, the Members present may adjourn the meeting to a fixed time and place and may not make any substantive decisions, but may carry on as an information meeting.

3.5 Presiding Officers

- 3.5.1 At a Members' Meeting, the Chairperson of the Board of Directors shall chair the meeting;
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- 3.5.2 In the absence of the Chairperson, the Vice-Chairperson of the Board of Directors, shall preside;
- 3.5.3 Notwithstanding the above, if the Chairperson or Vice-Chairperson decline, on reasonable grounds, to preside at the meeting, the Members may elect a member to chair the meeting;

3.5 Presiding Officers - continued

- 3.5.4 If neither the Chairperson nor the Vice-Chairperson are present within fifteen minutes after the set start time of the meeting, the Members may elect a member to chair the meeting;
- 3.5.5 If the Secretary is absent, the Chairperson (or acting Chairperson) shall appoint someone to act as secretary.

3.6 Decision Making for General Meetings

- 3.6.1 To constitute a valid decision, a proposal must, unless the Act or bylaws require otherwise:
 - a) be presented in the form of a motion made by a Member; and
 - b) be supported by a majority of the votes cast on the motion.
- 3.6.2 Each member present shall be entitled to one vote on the motion;
- 3.6.3 In the case of a tie vote, either by a show of hands or by ballot, the motion shall be considered lost
- 3.6.4 The Chairperson of the meeting shall declare that the vote has been carried or lost; and an entry to that effect shall be entered into the minutes of the meeting.
- 3.6.5 If a vote is decided by a show of hands, any Member may, either before or immediately after the result is declared, request that a ballot be taken.
- 3.6.6 A request for a ballot may be withdrawn at any time before the ballot is taken.
- 3.6.7 A ballot shall be taken in whatever manner the chair directs.
- 3.6.8 Unless the Act or Bylaws specify otherwise, Robert's Rules of Order shall apply to all Members' Meetings, but the Society may decide at a Members' Meeting to waive any provisions of those rules for that meeting.

4 BOARD OF DIRECTORS

4.1 Composition

The board shall be comprised of between seven and eleven individuals including:

- a) A minimum of three Officers – the Chairperson, Vice-Chairperson, Treasurer and if possible a Secretary of the Society; and
- b) A minimum of four Directors – those Directors not elected as Officers.

4.2 Duties and Powers

4.2.1 The Board shall oversee the business and affairs of the Society.

4.2.2 Anything that the Society is empowered to do may be done by the Board, unless the Act or Bylaws requires it be done by the Society at a General Members' Meeting.

4.2.3 Subject to the requirements of the Act or the Bylaws, the Board may delegate authority or responsibility to a Committee or persons

4.3 Qualifications

All directors will be elected by the members of the Board.

4.4 Removal of Directors

A person *may* be removed:

- a) by a majority of the Board members present at a meeting; or
- b) if they have been absent from three Board meetings without an explanation acceptable to the Board; or
- c) by a resolution in writing passed by at least 75% of the Board; or
- d) Found guilty of a Federal offence.

4.5 Vacation of Office

A person ceases to be a Director:

- a) when they die; or



- b) when they are removed from the position by the Members or the Board as provided for above; or
- c) when they cease to be qualified for election as a Director; or
- d) when their written resignation from the position is sent to the Society, or if a time is specified in the resignation, at the specified time, whichever is later.

4.6 Vacancies

In order to fill a vacancy on the Board of Directors, the Board may elect a person to the vacated position at any time up to and including the next annual election.

4.7 Remuneration and Expenses

4.7.1 The Directors shall not be paid.

4.7.2 The Directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or otherwise in the performance of their duties as Directors.

4.8 Meetings

4.8.1 A board meeting may be called at any time and place determined by the Directors, but shall be held at least once every three months.

4.8.2 A board meeting may be convened by the Chairperson or any two Directors at any time.

4.9 Quorum

4.9.1 Four Board members shall constitute a quorum for Board of Directors meetings.

4.9.2 If a quorum is present at the start of a meeting, the meeting may proceed with business even though a quorum may not be present throughout the meeting.

4.9.3 If a quorum is not present at the start of the meeting, the Board Members present may adjourn the meeting to a fixed time and place and may not make any substantive decisions, but may carry on as an information meeting.

4.9.4 Members attending the meeting via Electronic means, acceptable to the Chair, will be counted as part of the quorum.

4.10 Notice of Meetings

Each Director shall be given at least seven days' notice of regular



Meetings. Notice to be by any reasonable and convenient method of communication, listing the time and place of meetings and the general nature of the business to be transacted.

- 4.10.1 A Director will be considered to have been given notice when:
- a) notice is e-mailed, mailed or delivered to his/her last address as shown in the records of the Society or;
 - b) two attempts are made to call him at his/her most recent phone number as shown in the records of the Society

4.11 Voting

4.11.1 Decisions arising at any meeting of the Directors shall be decided by a majority of votes with each Director entitled to one vote.

4.11.2 If a Director has a conflict of interest or stands to benefit financially from any proposal before the board:

- a) Their presence shall not be considered in determining whether there is a quorum present to decide the matter, and
- b) They must declare their interest and refrain from voting on the proposal.

4.12 Signed Resolutions

A written resolution personally signed by all the Directors shall be as valid and effectual as if it had been passed at a properly constituted meeting of the board.

4.13 Electronic Resolutions

From time to time, at the discretion of the chair, votes may be carried out by fax, email, or other electronic means. They will carry the same weight as votes in person. Telephone votes will be ratified at the next regular meeting.

4.14 Employees and Agents

The board employs the Executive Director, defines their powers and duties, and fixes their remuneration. The board also may engage agents, define their responsibility and duties and fix their remuneration.

5. OFFICERS**5.1 Chairperson**

5.1.1 The Chairperson or designate shall, when present, preside at all meetings of the Board, and at all General Members' Meetings.

5.1.2 The Chairperson provides leadership for Board oversight. The Chairperson has whatever additional powers and duties the Board designates.

5.2 Vice-Chairperson

5.2.1 During the absence or disability of the Chairperson, or if no Chairperson been appointed, the Vice-Chairperson shall exercise the functions of that office.

5.2.2 The Vice-Chairperson has whatever additional powers and duties the Board designates.

5.3 Treasurer

5.3.1 The Treasurer is responsible for:

- a) ensuring that proper accounting records for the Society are prepared and maintained;
- b) overseeing the safekeeping of assets

5.3.2 On request, the Treasurer shall provide the Board with an account of all financial transactions of the Society.

5.3.3 The Treasurer has whatever additional powers and duties the Board designates.

5.3.4 All records will be stored at Safe Harbour Society.

5.4 Secretary

5.4.1 The Secretary shall attend all meetings of the Board, and all general members' Meetings, and be responsible for preparing and maintaining records of the minutes of all such proceedings.



- 5.4.2 The Secretary is the custodian of the seal, minute books, records, documents and other instruments belonging to the Society.
- 5.4.3 The Secretary has whatever additional powers and duties the Board designates.
- 5.4.4 All records and seals will be stored at Safe Harbour Society.

5.5 Variation of Powers and Duties

The Board may vary, add to, or limit the powers and duties of any Officer as it deems necessary, but any limitation on the power of an Officer must be approved by the Society at the next General Members' Meeting if it is to remain in effect.

6 ELECTIONS AND TERMS

6.1 Eligibility

To be eligible for election as an Officer or General Director a person must:

- a) be an individual;
- b) be a Member in good standing; and
- c) be nominated by at least two Members of the Society.

6.2 Election

- 6.2.1 Each Officer and General Director shall be elected by a majority vote at a Board of Directors meeting.
- 6.2.2 A person may be nominated to more than one position, but may not hold more than one office at a time.

6.3 Terms

- 6.3.1 Each Board director shall be elected annually.
- 6.3.2 Each Officer shall be elected for a two year term, with 50% of the Officers' replaced on year 1 and 50% of the officers replaced on year 2. This will maintain the integrity, knowledge and consistency of the Board of Directors.
- 6.3.3 The maximum term of Officers will be two consecutive two year terms, (4 years) in any one position.



7 FINANCIAL MATTERS

7.1 Borrowing

7.1.1 For the purpose of carrying out its objectives, the Society may borrow, raise or secure the payments of monies in any manner as approved by the Board of Directors.

7.1.2 The Society may draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

7.2 Investments

The Board may invest the funds of the Society:

- a) in securities in which trustees are authorized by law to invest; or
- b) in securities in which companies registered under the Canada Insurance Companies Act are authorized to invest; or
- c) With banking institution investment accounts.

7.3 Fiscal Year

The fiscal year of the Society shall be April 1st to March 31st.

7.4 Auditor

7.4.1 The Members shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting. The books of the society must be audited once each fiscal year.



- 7.4.2 The auditor needs to be at least a chartered general accountant.
- 7.4.3 The remuneration of the auditors of the Society shall be fixed by the Board.
- 7.4.4 The auditors shall make a report to the General Members and the Board of Directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Society at any annual meeting during their tenure of office.

7.4 Auditor - continued

- 7.4.5 Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society and is entitled to require from the Directors and Officers such information and explanation as may be reasonably necessary for the performance of the duties of an auditor.
- 7.4.6 In order to make a statement or explanation, the auditors are entitled to attend any Members' General Meeting or Board of Directors meeting to which accounts they have examined or reported on are placed before the Members.

8. RECORDS OF THE SOCIETY**8.1 Seal**

The Society shall have a Corporate Seal which shall be the common seal of the Society. The Seal shall be kept in the charge of the Secretary or other person as may be appointed by the Board of Directors. The Seal of the Society may be used by the Chairperson, Board Secretary, or senior management.

8.2 Signing Authority

8.2.1 All documents shall be executed on behalf of the Society in the manner and by the Directors or Officers prescribed by the Board.

8.2.2 The Board may prescribe the manner in which, and the persons by whom, any particular document or class of documents shall be executed and all documents so executed shall be binding upon the Society without further authorization.

8.3 Banking Arrangements

The Board may maintain any bank account that is required by the Society and may execute documents and do whatever else is required to carry out the normal banking and financial arrangements of the Society.



8.4 Society Records

8.4.1 The Board shall ensure that a written record is prepared and entered in the minute book of the Society with respect to the following:

- a) all appointments of Directors and Officers;
- b) all resolutions and proceedings of Members' Meeting and board meetings;
- c) the names of all Directors and Officers present at each meeting of the board.

8.4.2 The minutes of a meeting shall be considered as proof that the events occurred as recorded, when those minutes have been:

- a) amended, if necessary;
- b) adopted at a subsequent meeting; and
- c) signed, either by the Chair of the recorded meeting or the Chair of the subsequent meeting

8.4 Society Records - continued

8.4.3 The Secretary shall maintain a minute book of the Society to record the following:

- a) a copy of the application form and bylaws of the Society including amendments
- b) an alphabetical listing of current and previous members of the Society, so far as it can be determined
- c) the address, phone numbers and dates of birth of each current member.

8.5 Accounting Record

8.5.1 The board shall cause true accounts to be kept of the following:

- a) all sums of money received and expended by the Society and the nature of such receipts and expenditures;
- b) all sales and purchases of goods by the Society; and
- c) the assets and liabilities of the Society.

8.5.2 A member wishing to inspect current records (within 1 year time period) shall apply in writing to the Chairperson of the Board of Directors who shall arrange a convenient time for the inspection within five days from the receipt of the application.

8.5.3 A member wishing to inspect past records (more than a year old) shall apply in writing to the Chairperson of the Board of



Directors who shall arrange a convenient time for the inspection within 10 business days from the receipt of the application.

9. AMENDMENT OF BYLAWS

9.1 Bylaw Changes

The bylaws may be rescinded or amended by a special resolution.

9.2 Special Resolution

9.2.1 A special resolution is a resolution of the Members:

- a) passed by a vote of at least 75% of the members present in person;
- b) at a General Members' Meeting of which notice in writing specifying the intention to propose the resolution as a Special Resolution has been duly given.

9.2.2 A special resolution shall not be in force or acted upon until a copy has been filed with Corporate Registry

9.2.3 All special resolutions require 21 days' notice.

10. DISSOLUTION

In the event the Society ceases its business and winds up its operations, all assets, liquid, or otherwise are pooled into trust. The trust is then to be used for charitable purposes as may be determined by the trustees in accordance with the Trustee's Act.



BYLAWS ENACTED THIS _____ DAY OF _____, 20____.

Chairperson of the Society: _____
Name (please print)

Signature