

WILD SHEEP FOUNDATION Alberta Bylaws



Here set forth, in numbered clauses, are the By-Laws providing for the matters referred to in Section 6 (1) of the Society Act (Alberta) and any other By-Laws.

PART 1 – INTERPRETATION

- 1.1 In these By-laws, unless the context otherwise requires:
- a) “Directors” means the directors of the Society for the time being;
 - b) “Society Act” means the Society Act (Alberta) from time to time in force and all amendments to it;
 - c) “Registered address” of a member means his/her address as recorded in the register of members;
 - d) “Term” means the time or period a Director or Officer shall hold office and may be for a period 1-year (between the annual general meeting and the immediate next annual general meeting); or a period of 2 years (the time between an annual meeting and the second consecutive annual meeting). Terms may vary as such in order to maintain a stable and consistent Board of Directors and must be established through the passing of a Special Resolution at the annual general meeting.
 - e) “Officer Term” has the same meaning as “term”.
 - f) “Organization” refers to the combined structure of the principal chapter, affiliate chapters, membership, officers, and directorship.
- 1.2 The definitions in the Society Act (Alberta) on the date these By-laws become effective apply to these By-Laws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing Male person include a female person and a corporation.

PART 2 – MEMBERSHIP

- 2.1 The members of the Society are the applicants for incorporation of the Society; and those persons, who subsequently have become members in accordance with these By-Laws, and, in either case, have not ceased to be members.
- 2.2 The membership of the Society shall be open to any individual who abides by the objectives of the Society. An individual becomes a member of the Society upon payment of the annual membership dues as established by the Directors.
- 2.3 The tenure of membership for members of all types (other than Life Members and 3-Year Members) shall continue on an annual basis so long as their respective dues are paid and maintained current.
- 2.4 Every member shall uphold and comply with these By-Laws.
- 2.5 All members in good standing, as shown in the Foundation's membership records, shall be entitled to vote. Each such member may cast a vote (except Family membership, which shall be entitled to two (2) votes, provided the individuals involved have not voted otherwise in the election) for not more than one (1) person for each vacancy on the Board of Directors to be filled by the membership at any election of Directors, which vote shall be cast as provided in these Bylaws. In order for any member to be eligible to cast a vote, a properly completed, fully paid application for membership must have been received by the Secretary on or before the 30th day prior to the beginning date of the election.
- 2.6 The Directors may determine the membership dues, if any.
- 2.7 An individual shall cease to be a member of the Society;
 - a) by delivering his/her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - b) on his/her death
 - c) on being expelled, or
 - d) On having been a member not in good standing for a period of 30 days.
- 2.8 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.9 A brief statement of the reasons for the proposed expulsion shall accompany the notice of the special resolution for expulsion.
- 2.10 A member may be expelled by a majority vote of the members at a general meeting where that member has been convicted of a provincial or criminal offence relating to wildlife or environment.

- 2.11 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.12 All members are in good standing except a member who has failed to pay his current annual membership fee or other subscription or debt due and owing by him to the Society.

PART 4 – MEETING OF MEMBERS

- 3.1 General meetings of the Society shall be held each year at such time and place, in accordance with the Society Act (Alberta) as the Directors decide.
- 3.2 Every general meeting, other than annual general meetings, is an extraordinary (special) general meeting.
- 3.3 The Directors may, whenever they think fit, convene an extraordinary general (special) meeting. Notice will be given to members in writing 21 days before the meeting. A quorum will be 3 members present.
 - (i) Voting rights for special meetings is by a show of hands, unless the members otherwise decide
 - (ii) Voting by proxy is permitted as provided in part 14
- 3.4 Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business.
- 3.5 The accidental omission to give notice of a meeting or, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.6 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporating and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.
- 3.7 Members will be notified of annual/general meetings. Members will receive 21 days written notice for an annual meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is;
 - a) All business at an extraordinary general meeting except the adoption of rules of order; and
 - b) All business that is transacted at an annual general meeting, except

- (i) The adoption of rules of order;
 - (ii) The consideration of the financial statements;
 - (iii) The report of the directors;
 - (iv) The report of the auditor, if any;
 - (v) The election of directors;
 - (vi) The appointment of the auditor, if required: and;
 - (vii) Such other business as, under these by-laws, out to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4 A quorum is three members present, or such a greater number as the members may determine at a general meeting.
- 4.5 If within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least three members present.
- 4.6 Subject to By-law 4.7, the President of the Society, the Vice-President, or, in the absence of both, one of the Directors present, shall preside as chairman of a general meeting.
- 4.7 If at a general meeting:
- a) There is no President, Vice-president, or other Director present within 15 minutes of the time appointed for holding the meeting, or
 - b) The President and all the other Directors present are unwilling to act as chairman; the members present shall choose one of their numbers to be chairman.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 When the meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

- 4.11 No resolution proposed at a meeting need be seconded, and the chairman of a meeting may move or propose a resolution.
- 4.12 In case of an equality of vote, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
- 4.13 A member in good standing present at a meeting of members is entitled to one vote.
- 4.14 Voting is by a show of hands, unless the members otherwise decide.
 - (i) Election of Directors will be by secret ballot.
- 4.15 Voting by proxy is permitted as provided in part 14.
- 4.16 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

PART 5 – DIRECTORS AND OFFICERS

- 5.1 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to the provisions of;
 - (a) all laws affecting the Society;
 - (b) These By-Laws; and
 - (c) Rules not being inconsistent with these By-Laws, which are made from time to time by the Society in general meeting.
- 5.2 No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.3 The President, Vice-President, Secretary and Treasurer shall be officers of the Society.
- 5.4 An officer must be a Director and ceases to be an officer when he ceases to be a Director.
- 5.5 There shall be eight Directors or such other number as determined by the members or appointed upon incorporation.
- 5.6 The first Directors shall retire at the annual meeting.
- 5.7 The Directors shall retire at the expiration of their term, when their successors will be elected.

- 5.8 A Director shall be elected at the annual general meeting for one 2 yr. - term.
- (1) For board vacancies only, nominations by “Written Expression of Interest” will be accepted, received no later than one week prior to the annual AGM meeting.
- 5.9 Officers shall be elected at annual meetings.
- 5.10 The members present shall determine election procedures at the annual general meeting.
- 5.11 Officers shall serve for one officer term, upon election.
- 5.12 The Directors may at any time appoint a member as a Director to fill a vacancy in the Directors.
- 5.13 The Directors may at any time appoint a Director to fill any officer vacancy.
- (1) Candidates that have served a minimum of a one 2 year term on the WSFA board can fill any Executive position.
 - (2) Exceptions can be made for candidates without prior WSFA board tenure, provided they possess significant relevant experience, to be vetted and approved by the current sitting board.
 - (3) Removal of Officers/Directors not fulfilling their duties will be by majority vote as per section 5.18
- 5.14 A Director so appointed holds office until the next annual general meeting.
- 5.15 Any officer appointed by By-Law 5.13 should serve the unexpired officer term of the officer he is replacing.
- 5.16 If a Director or officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these By-Laws.
- 5.17 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.18 The members may by special resolution remove a Director before the expiration of his office and may elect a successor to serve to the next annual meeting.
- 5.19 No Director or officer shall be remunerated for being or acting as a Director or officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

- 6.1 The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone or telephone conference call.
- 6.2 The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the Directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum.
- 6.3 The President shall be chairman of all meetings of the Directors unless the Directors otherwise decide.
- 6.4 A Director may at any time, and the Secretary on the request of a Director shall, convene a meeting of the Directors.
- 6.5 The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.
- 6.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
- 6.7 Subject to directions of the Directors, the committee shall determine its own procedure.
- 6.8 The members of a committee may meet and adjourn as they think proper.
- 6.9 A Director who may be absent temporarily from Alberta may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn;
 - (a) No notice of meetings of Directors shall be sent to that director; and
 - (b) Any and all meetings of the Directors of the society, notice of which has not been give to that Director, shall, if a quorum of the directors is present, be valid and effective.
- 6.10 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- 6.11 In case of an equality of votes, the chairman does not have a second or casting vote.

- 6.12 No resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the chairman of a meeting may move or propose a resolution.
- 6.13 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

PART 7 – DUTIES OF OFFICERS

- 7.1 The President shall preside at all meetings of the Directors unless the members or Directors shall otherwise decide.
- 7.2 The President is the chief executive officer of the Society.
- 7.3 The Vice-President shall carry out the duties of the President during his absence.
- 7.4 The Secretary shall:
 - (a) Conduct the correspondence of the Society;
 - (b) Issue notice of meetings of the Society and Directors;
 - (c) Keep minutes of all meetings of the Society and Directors;
 - (d) Have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (e) Have custody of the common seal of the Society; and
 - (f) Maintain the register of members.
- 7.5 The Treasurer shall;
 - (a) Keep such financial records, including books of account, as are necessary to comply with the Society Act (Alberta) and;
 - (b) Render financial statements to the Directors, members and others when required.
 - (c) To have WSFA fiscal year end to be the end of October annually. Effective Oct 31,2016
- 7.6 One person who shall be known as the Secretary-Treasurer may hold the offices of Secretary and Treasurer.
- 7.7 The Directors or members may add additional duties to any Director or Officer or transfer duties among Directors or Officers.
- 7.8 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary for the meeting.
- 7.9 A member of the Directors shall;

- (a) Act honestly and in good faith and in the best interests of the Society; and
 - (b) Exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the Directors.
- 7.10 A member of the Directors who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to each member of the Directors and otherwise comply with the requirements of the Society Act (Alberta).
- 7.11 The Directors shall enter in the register the names of applicants for incorporation, and the name of every other person admitted as a member of the Society, together with the following particulars of each:
 - (a) The full name and residence code;
 - (b) The date on which a person is admitted as a member; and
 - (c) The date on which a person ceases to be a member.
- 7.12 The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting.
- 7.13 The Directors shall on behalf of the Society file all financial and other reports that have to be filed after the annual meeting as required by the Society Act (Alberta) and the Income Tax Act (Canada) or other law.
- 7.14 The Directors shall ensure the Society has at least on account with a chartered bank, credit union or trust company for the deposit of funds.
- 7.15 The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
 - (a) All money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
 - (b) Every asset and liability of the Society; and
 - (c) Every other transaction affecting the financial position of the Society.

Part 8 - Director Code of Ethics

8.1 Recognizing the trust and confidence placed in Directors of WSFA by the membership and the prestige, influence, and sensitivity of their position

as a Director of WSFA, effective March 10, 2018 and forward, all Directors shall subscribe to this Code of Ethics as amended by the Directors from time to time

PART 9 – SEAL

- 8.1 The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 8.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary, or President and Secretary-Treasurer.

PART 9 – BORROWING

- 9.1 There is no provision for the exercise of borrowing powers and there shall be none. With the exception for a society credit card with a \$2000 limit

PART 10 – AUDITOR

- 10.1 This part applies only where the Society is required or has resolved to have an auditor.
- 10.2 The Directors, who shall also fill all vacancies occurring in the officer of auditor, shall appoint the first auditor.
- 10.3 At each annual general meeting, the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 10.6 No Director and no employee of the Society shall be auditor. A qualified auditor will be hired.
- 10.7 The auditor may attend general meetings.
- 10.8 The books of the Society will be audited once a year.

- 10.9 Members of the Society will have the right to inspect the books and records at the place where they are held upon 7 days notice to the Secretary/Treasurer.

PART 11 – NOTICES TO MEMBERS

- 11.1 A notice may be given to a member either personally or by mail to him/her at his registered address.
- 11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian Post Office receptacle.
- 11.3 Notice of a general meeting shall be given to:
- (a) Every member shown on the register of members on the day the notice is given; and
 - (b) The auditor if Part 10 applies.
- 11.4 No other person is entitled to receive a notice of general meeting.

PART 12 – BY-LAWS

- 12.1 After being admitted, a member is entitled to a copy of the By-Laws upon paying the sum of \$1.00.
- 12.2 These By-Laws shall not be altered or added to except by special resolution.
- Details of any alterations or additions to the bylaws will be provided 21 days in advance of the special resolution.
 - 75% of attending members must accept the intended bylaws changes.
 - Bylaws will not be accepted until approved and registered by Alberta Corporate Registries

PART 14 – PROXY VOTING

- 14.1 Unless the Directors otherwise determine, the instrument appointing a proxy holder and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than

forty-eight (48) hours before the time for holding the meeting, at which the proxy holder proposes to vote, or shall be deposited with the chair of the meeting prior to the commencement of the meeting.

13.1 A vote given in accordance with terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided no notice in writing of the death, incapability, or revocation has been received at the registered office of the Society or by the chair of the meeting before the vote was given.

PART 14 – LOCAL AFFILIATE CHAPTERS

The affiliate chapter serves to initiate local programs, activities and fundraising as well as work to accomplish the mission of Wild Sheep Foundation Alberta and provincial and regional goals.

- 14.1 Affiliate chapters are WSFA Alberta Chapter members who form a committee in local communities or regions of Alberta.
- 14.2 Affiliates will agree to and sign the Affiliate “Memorandum of Agreement” which will outline certain standards and specific responsibilities within the organization and the affiliate chapter will work diligently to maintain the agreement and bylaws of the organization.
- 14.3 Under the agreement between the principal organization and the affiliate chapters, members of the affiliate chapter are eligible to vote with the principal organization; equally, members of the principal organization are eligible to vote at the affiliate level.
- 14.4 Affiliate chapters will consist of elected officers and directors operating in accordance of the terms and By-Laws of the organization. Mandatory offices include president, vice president, and treasurer. The creation of other officers, directors, and positions is at the discretion of the affiliate chapter.
- 14.5 The affiliate chapter will nominate and elect two (2) *directors* who will serve as Affiliate Directors on the WSFA Alberta Chapter board of directors. The term of the Affiliate directors shall be two years and shall be alternate years (at the affiliate chapter membership’s direction).
- 14.6 All duties and responsibilities for each of the affiliate chapter officers are determined by membership. However, certain minimal functions

are required by the local officers. The functions of the affiliate chapter officers are as follows:

1. provide ongoing feedback to the principal chapter on the concerns of local chapter members relative to policy, projects and activities;
2. coordinate programs and activities at the local level;
3. coordinate the annual banquet and membership drive,
4. facilitate activity within the chapter and communicate through periodic documented chapter meetings to discuss, review and action issues of concern and,
5. Report the status of the affiliate chapter at the WSFA Alberta Annual General Meeting with detail in regards to past years activities, budgets, financial reports, membership, planned activities and recommendations.

PART 15 – RAFFLES

The following section details the requirements of the organization for conducting raffles as per requirements of the Alberta Gaming and Liquor Commission.

- 15.1 Should the organization arrange to dissolve all debts and liabilities will be paid.
- 15.2 Any remaining funds will be;
 - 15.2.1 Disbursed to an eligible charity or religious groups or purposes or,
 - 15.2.2 Transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.