

THE ST. ANDREW-CALEDONIAN SOCIETY OF CALGARY

BYLAWS

ARTICLE 1 – INTERPRETATION

- 1.1 Definitions: In these Bylaws, unless the context otherwise requires:
- a) “Act” means the *Societies Act* of Alberta and the regulations thereto, as amended from time to time and any successor legislation;
 - b) “Board” means the board of directors of the Society described in Article 7 of these Bylaws;
 - c) “General Meeting” includes an Annual General Meeting; and a Special Meeting;
 - d) “Member” means a Member in good standing;
 - e) “Society” means The St. Andrew-Caledonian Society of Calgary; and
 - f) “Special Resolution” means a resolution presented to the Society and approved in accordance with paragraph 1(d) of the *Societies Act* of Alberta.
- 1.2 The definitions in the Act are incorporated herein by reference to the extent that they are not inconsistent with the definitions contained in this Article.

ARTICLE 2 – MEMBERSHIP

- 2.1 The Members will be those persons who have made application and subscribed to the Bylaws of the Society and those persons who from time to time become Members pursuant to these Bylaws.
- 2.2 A Member in good standing is one who is in compliance with Section 2.1, has paid any Dues assessed by the Society in full and is not either under suspension or expelled.
- 2.3 The Members of the Society will be divided into the following classes: Life, Honourary, Senior, Regular, and Junior.
- 2.4 Each class of membership will have the following privileges and/or restrictions:
- 2.4.1 Life Members: are voting Members who are recommended by the current Life Members or, in their absence, the Board for that status and confirmed by the Members at an Annual General Meeting.

- 2.4.2 Honourary Members: are entitled to all the privileges of a Regular Member, except they are not entitled to vote or fill any office in the Society. The Members gathered at an Annual General Meeting may by resolution approve as an Honourary Member any person nominated by a Member. Nominations for Honourary membership must be submitted to the Board of Directors two months before an Annual General Meeting and include the proposed length of term for the nominee. The Board of Directors may also appoint Honourary Members to the Society.
 - 2.4.3 Regular Members: are at least 16 years of age and not more than sixty-five years of age and are voting Members.
 - 2.4.4 Senior Members: are at least sixty-five years of age and are voting Members.
 - 2.4.5 Junior Members: are less than sixteen years of age and are non-voting Members.
- 2.5 All candidates for membership will complete a Membership Application and deposit it along with the current year's dues with the Vice President of the Society. The Vice President will examine the Application and upon approval, make available a copy of the Bylaws and Rules of the Society and will enter the name of the applicant on the register of Members. Any unsuccessful candidate may, within 60 days of receipt of notice, file with the Society a written appeal of the decision of the Vice President. An unsuccessful candidate may not apply a second time until at least one (1) year has elapsed since the date of the meeting at which his or her last application was considered.

ARTICLE 3 – DUES

- 3.1 Annual dues may be determined by resolution at an Annual General Meeting.
- 3.2 No annual dues are payable by Honourary Members or Life Members.
- 3.3 The yearly membership period will commence 1 January and terminate the following December 31.

ARTICLE 4 – WITHDRAWAL, SUSPENSION OR EXPULSION OF MEMBERS

- 4.1 Any Member may withdraw from the Society by so notifying the Vice President in writing. The Society will not issue a refund for membership dues.
- 4.2 The Board may suspend or expel any Member for:
 - 4.2.1 Default in the payment of dues or fees levied in accordance with these Bylaws; or

- 4.2.2 Any cause, conduct or behaviour which in the opinion of the Board is inimical to the best interests of the Society or its Members or for failure to comply with these Bylaws or a direction of the Board or Society.
- 4.3 If the Vice President receives a request to suspend or expel a Member from the register of Members stating the reason therefore and signed by not less than five Members of the Society, the Board of Directors will consider the matter at their next meeting.
- 4.4 Prior to suspending or expelling a Member, the Board will provide reasonable notice to the Member of the proposed suspension or expulsion, which notice will set out the reasons for the proposed suspension or expulsion and give the Member the right to make an appeal within 60 days of notification and appear in person before the Board at the next meeting of the Board. Appeals must be made in writing, accompanied by a fee which will be set by the Directors from time to time, returnable if the appeal is successful.
- 4.5 If the Directors determine by a simple majority of those Directors present at that meeting to suspend or expel the Member, they will confirm that decision by resolution in writing. If a resolution to expel a Member is confirmed, the Member will be removed from the register of Members and will thereupon cease to be a Member.
- 4.6 A Member who is suspended may not vote or hold any office or position in the Society during the period of the suspension, but, while suspended, will continue to be bound by the duties and obligations of the membership as defined in these Bylaws.
- 4.7 The length of a suspension will be assessed by the Board upon due consideration of the facts available. Upon expiration of a suspension the Member will once again be a Member in good standing.

ARTICLE 5 –MEETINGS OF THE SOCIETY

Annual General Meeting

- 5.1 The Annual General Meeting of the Society will be held each calendar year on or before May 31, at such time and place as the Directors decide.
- 5.2 The order of business at an Annual General Meeting will be as follows:
- 5.2.1 The reading and approval of Minutes of the last Annual General Meeting;
- 5.2.2 Report of the President;
- 5.2.3 Report of the Treasurer including presentation of the audit and financial statements for the fiscal year ending immediately before the Annual General Meeting;
- 5.2.4 Other reports;

- 5.2.5 Election of the Directors;
- 5.2.6 Appointment of Auditor; and
- 5.2.7 Any other business of the Society.

Special Meetings

- 5.3 The Society may meet in a Special Meeting to address extraordinary matters. A Special Meeting will be called:
 - 5.3.1 At the request of the President;
 - 5.3.2 At the written request of not less than four (4) Members of the Board of Directors; or
 - 5.3.3 At the written request of not less than twenty five (25) percent of the Members of the Society entitled to vote at a meeting of Members.
 - 5.3.4 A request for a Special Meeting will specify the general nature of the business to be conducted at that meeting.

- 5.4 Notice of a General Meeting.
 - 5.4.1 Notice of a General Meeting will be provided to the Members in writing to the last known address of each Member, mailed at least 30 days prior to the meeting and will specify the place, day and hour of the meeting, and the nature of the business to be conducted at the meeting.
 - 5.4.2 The Auditors, if any, of the Society are entitled to receive all notices and other communications relating to any General Meeting that Members are entitled to receive.
 - 5.4.3 No public notice or advertisement of any General Meeting will be required.

- 5.5 Bi-Monthly Gatherings
 - 5.5.1 Bi-Monthly Meetings of the Society will be held from September to May, inclusive, to enable the members to enjoy cultural and other activities in accordance with the objects of the Society. The Board may report on any business transacted on behalf of the Society at a Gathering. A Gathering may be held in conjunction with a General Meeting.

- 5.5.2 Notice of a Gathering will be provided to the Members at least 15 days prior to the meeting and will specify the place, day and hour of the meeting.

ARTICLE 6 – PROCEDURE AT ALL MEETINGS OF THE SOCIETY

- 6.1 The President or, in the absence of the President, a Vice-President, or in the absence of both, one of the other Directors present, will chair any meeting of Members. If no such Officer is present with thirty (30) minutes of the time fixed for holding the meeting, the Members present and entitled to vote thereat will choose one of their numbers to chair the meeting. If the Secretary of the Society is absent, the chair of the meeting will appoint some person who need not be a Member, to act as Secretary of that meeting.
- 6.2 A quorum at a meeting will consist of 12 voting Members present.
- 6.2.1 No business, other than the election of a chairman, if required, and the adjournment or termination of the meeting, will be conducted at a meeting at a time when a quorum is not present.
- 6.2.2 Any business that could have been transacted at a meeting adjourned under ss.6.2.1 may be transacted when the meeting is reconvened. No further notice will be required of the continuation of such an adjourned meeting.
- 6.2.3 If at any time during a meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or the meeting will be adjourned or terminated.
- 6.2.4 If within thirty (30) minutes from the time appointed for a meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case, it will stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present with in thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum.
- 6.3 Procedure for voting at a meeting will be as follows:
- 6.3.1 All voting Members except the Chair are entitled to vote on a resolution in accordance with these Bylaws.
- 6.3.2 Voting will be by a show of hands unless (before or on the declaration of the result of the show of hands) a poll is directed by the Chair or demanded by at least one Regular Member who is present in person. A declaration by the Chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minutes of the Society will be conclusive without

additional evidence of the number or proportion of the votes recorded in favour of, or against that resolution.

- 6.3.3 No voting by proxy is permitted.
- 6.3.4 The approval and acceptance of a Special Resolution will be determined by the majority of the votes required by the *Act*. Approval and acceptance of other resolutions will be by simple majority.
- 6.3.5 Any resolutions proposed at a meeting must be seconded and the Chair of a meeting may not move or propose a resolution.
- 6.3.6 In the case of a tie, the Chair may cast the deciding vote.

ARTICLE 7 – DIRECTORS

- 7.1 The affairs of the Society will be managed by a Board of Directors. Subject to these Bylaws and all laws affecting the Society, the Board may exercise all the powers and do all the acts and things that the Society may exercise and do.
- 7.2 The Directors of the Society will consist of not less than nine (9) Members and not more than (12) Members. Board members are to be elected for a two year term with half of the board positions to be elected each year at the Annual General Meeting of the Society by the voting Members of the Society.
- 7.3 The Directors will appoint, from among themselves no more than sixty (60) days after the Annual General Meeting, a President, a Vice-President, a Secretary, a Treasurer, a Social Director and a Benevolent Director. Incumbent Officers and the Social and Benevolent Directors will continue to act in their respective capacities until replaced under this Article.
- 7.4 The immediate Past President will be an ex-officio voting member of the Board and is included as part of the quorum for the Board.
- 7.5 The Board of Directors may act notwithstanding any vacancy in the number of Directors.
- 7.6 If a vacancy on the Board of Directors arises for any reason, the remaining Directors may appoint any voting Member to fill the vacancy. Any Director so appointed will hold office until the next Annual General Meeting and is eligible for re-election at that meeting.
- 7.7 The office of any Director will be vacated upon the occurrence of any of the following events:
 - 7.7.1 If a court order is made declaring the Director to be a mentally incompetent person or incapable of managing his or her own affairs;
 - 7.7.2 Upon death;

- 7.7.3 If the Director resigns from office by notice in writing to the Secretary of the Society;
 - 7.7.4 If the Director ceases to a member in good standing; or
 - 7.7.5 If the Director is absent for three out of four consecutive monthly meetings, unless for reasons acceptable to the Board.
- 7.8 The voting Members of the Society may by Special Resolution remove a Director before the expiration of his or her term of office, and may elect a successor to complete that term of office.
- 7.9 Meetings of the Board will be conducted as follows:
- 7.9.1 The Board may meet at such times and places as it may determine.
 - 7.9.2 The Secretary of the Society will call a meeting of the Board upon request of the President or any four (4) Directors.
 - 7.9.3 Notice of the time and place of every Board meeting will be given to each Director not less than five (5) days before the time of the meeting is to be held, provided that notice of a meeting will not be necessary if all the Directors are present or if those absent waive notice of, or otherwise signify their consent to, such meeting being held.
 - 7.9.4 A Director may participate in a meeting of the Board by means of conference telephone or other acceptable communication mechanism. A Director participating in a Board meeting in accordance with this subsection will be deemed to be present at the meeting and will, unless disqualified for any other reason, be counted in the quorum therefore and be entitled to speak and vote thereat.
- 7.10 A quorum for a Board meeting will be five (5) Directors.
- 7.11 The President, or in the absence of the President or at the request of the President, Vice-President, will chair any meeting of the Board. If no such officer is present, the Directors present will choose one of their number to be chair.
- 7.12 The Secretary of the Society will record the minutes of all Board meetings. In the absence of the Secretary, the Directors present will choose one of their number to act as Secretary of that meeting and fulfill those duties. The minutes will be read at the next meeting of the Board and, when adopted, signed by the President.
- 7.13 At all meetings of the Board every Director present except the Chair will be entitled to one vote and, subject to the provision of these Bylaws, every resolution or question will be decided by a majority of the votes cast on the resolution or question. In the case of a tie, the Chair of the meeting will be entitled to a casting vote. Any resolution proposed at a meeting must be seconded.

- 7.14 A resolution in writing signed by all the Directors is as valid and effective as if regularly decided at a meeting of the Board and will be included in the minutes of the next Board meeting.
- 7.15 A Director's interest in a contract or transaction with the Society will be dealt with as follows:
- 7.15.1 A Director will disclose any material conflict of interest which arises during the course of a meeting and before the matter is decided.
- 7.15.2 A Director will not vote in respect of any matter upon which a conflict of interest has been declared, and if any such vote is cast it will not be counted.
- 7.16 Directors will receive no remuneration from the Society for being or acting as a Director nor will they receive any other direct or indirect profit from their office. However, a Director will be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- 7.17 The Board of Directors may from time to time appoint a Patron of the Society. A person so appointed is not required to be a member of the Society, and the person so appointed may not be a Director.
- 7.18 The Board of Directors may make such rules and regulations for the government of the Society provided they are consistent with the Act and these Bylaws and approved by the membership at the Annual General Meeting.

ARTICLE 8 – FINANCIAL MATTERS

- 8.1 The fiscal year end of the Society each year will be 31 December.
- 8.2 The Board of Directors will present to the Annual General Meeting the Auditor's report duly certified by the Treasurer together with a report of the financial affairs of the Society during the preceding year.
- 8.3 The accounts and books of the Society will be audited once at least in each year and their correctness ascertained and certified by an Auditor who cannot be a Director or officer of the Society. The Auditor will present a report to the Board of Directors at least one month before the Annual General Meeting.
- 8.4 The books and records of the Society may be inspected at any reasonable time by a Member by making arrangements to do so with the Secretary and/or Treasurer, as the case may be.
- 8.5 Subject to the Act, the Board may from time to time borrow money on behalf of the Society on the credit of the Society. Such borrowing must be approved by a resolution passed by the Board. No debentures may be issued by the Society unless approved by way of a Special Resolution.

8.6 The Members may by Special Resolution restrict the borrowing powers of the Directors. Any such restriction imposed by the Members will expire on the date of the next Annual General Meeting.

8.7 The Society may accept donations, gifts, legacies and bequests.

ARTICLE 9 – ESTABLISHMENT OF COMMITTEES

9.1 The Board of Directors may establish or dissolve such standing committees and/or such ad hoc committees as it deems necessary.

9.2 The chair of a committee will be appointed by the President for a term approved by the Board of Directors.

9.3 Committee members will be selected by the chair of the respective committee and, subject to approval of the Board of Directors, appointed for a term consistent with that of the committee chair.

ARTICLE 10 – ESTABLISHMENT OF SPECIAL GROUPS

10.1 Subject to the approval of the Board of Directors, Members of the Society may assemble themselves into groups to promote or participate in specific forms of Scottish culture.

10.2 The establishment of a Special Group must be confirmed by resolution at a General Meeting of the Society.

10.3 Special Groups must use the name of the Society.

10.4 Each member of the Special Group will be a Member of the Society.

10.5 Each Special Group must ensure that its goals and objectives and activities are compatible with those of the Society.

10.6 Special Groups will assist in the promotion of the purposes of the Society.

10.7 Each Special Group will assign a member to report to the Board on their activities.

10.8 The Board of Directors may by resolution in writing, with 30 days notice provided in a manner consistent with section 5.5.1 to the members of a Special Group, suspend or dissolve a Special Group.

ARTICLE 11 – OFFICERS

11.1 The President, Vice-President, Secretary, and Treasurer will constitute the Officers of the Society and have the power to sign cheques and negotiate necessary business between the monthly Board meetings. All negotiations conducted by the Officers must be ratified at the next regular Board meeting by the Directors there assembled.

- 11.2 Officers must be Directors of the Society, will serve without remuneration and may be removed by majority vote of the Board of Directors at a meeting called in accordance with section 7.9.
- 11.3 The duties of the President will be as follows:
- 11.3.1 Preside at all meetings of the Society and the Board;
 - 11.3.2 Give leadership to the Society and report to the membership and the Board on the conduct and management of the business of the Society;
 - 11.3.3 Supervise the other Officers of the Society in the performance of their duties, and establish such committees and appoint committee chairs and members as from time to time may be in the best interests of the Society, subject to Article 9;
 - 11.3.4 Sign all documents authorized by resolution of the Board; and
 - 11.3.5 Carry out such other duties as are prescribed by the Board or these Bylaws, and as are incidental to the office of the President.
- 11.4 The duties of the Vice-President will be as follows:
- 11.4.1 To encourage membership in the Society, at meetings and functions;
 - 11.4.2 Maintain an accurate membership register and keep the Secretary informed of changes in the register;
 - 11.4.3 Collect membership dues and pass them to the Treasurer;
 - 11.4.4 Accept letters of withdrawal, requests to expel, records of suspension, expulsion and re-instatement for members; and
 - 11.4.5 Assume the duties of the President in case of the absence or incapacity of the President.
- 11.5 The duties of the Secretary will be as follows:
- 11.5.1 Be responsible for the correspondence of the Society;
 - 11.5.2 Issue notices of meetings of the Society and the Board of Directors;
 - 11.5.3 Keep minutes of all meetings of the Society and Board of Directors;
 - 11.5.4 Have custody of all records and documents of the Society except those required to be kept by the Treasurer; and
 - 11.5.5 Have custody of the Society's seal and affix it to any documents as instructed by President or Vice-President of the Society;
- 11.6 The duties of the Treasurer will be as follows:

- 11.6.1 Keep the financial records, including any books of account, necessary to comply with the Act and good management practices;
 - 11.6.2 Render financial statements to the directors, members, and others when required; and
 - 11.6.3 Maintain contact with the Society Bookkeeper on all matters pertaining to the financial status of the Society.
- 11.7 The Board of Directors may decide from year to year that the offices of Secretary and Treasurer may be held by one person who will be known as the Secretary-Treasurer.
- 11.8 No document under seal will be executed by or on behalf of the Society unless approved by a resolution of the Board of Directors. Until otherwise determined by the Board every document under seal will be signed by the President or the Vice-President and by the Secretary of the Society.

ARTICLE 12 – DELIVERY OF NOTICES

- 12.1 A notice may be delivered to a Member, either by personal delivery, electronically, or by mailing it to him or her at his or her last registered address. Any notice will be sufficiently given if delivered personally or if mailed prepaid in any post office in the province of Alberta. Any notice personally delivered will be deemed to have been given when delivered and any notice mailed and properly addressed, will be deemed to have been given on the third business day following the date on which it was so mailed.
- 12.2 The accidental omission to give any notice to any Member, Director, Officer or Auditor of the Society or the non-receipt of any notice by any Member, Director, Officer or Auditor or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 12.3 A member, Director, Officer or Auditor may waive any notice required to be given to themselves under any provision of the Act or the Bylaws of the Society, and such waiver, whether given before or after the meeting or other event which notices required to be given, will cure any default in the giving of such notice.

ARTICLE 13 – AMENDMENT

- 13.1 Any amendment to these Bylaws may be made at an Annual General Meeting or a Special Meeting by Special Resolution. Notice of any proposed amendment and the text of the proposed amendment will be sent to all Members in a manner consistent with Article 5.

ARTICLE 14 – AFFILIATION AND BRANCHES

- 14.1 The Board of Directors will have the power to affiliate with any other person or Association upon such terms and conditions as they may deem advisable.
- 14.2 The Directors will, if authorized to do so by an resolution passed at the Annual General Meeting of the Society, have power to establish and maintain one or more branches of the Society within the Province of Alberta having powers not exceeding the powers of the Society, as the Society by its Board of Directors, ay from time to time decide.

ARTICLE 15 – DISSOLUTION

- 15.1 The Society may be dissolved at any time by a Special Resolution to that effect passed by the Members present and entitled to a vote at a duly convened General Meeting of the Society called for that purpose.

Dated the _____ of May, 2009

Signature – Robert Henderson

Witness

Signature – Andrew Joo

Witness

Signature – Denise Szekrenyes

Witness

Signature – Ross Smith

Witness

Signature – Bill Partridge

Witness