

NOTICE OF CHANGE OF BYLAWS

May 15, 2019

Corporate Registry
Service Alberta
Box 1007, Station Main
Edmonton, Alberta
T5J 4W6



To Whom It May Concern:

We hereby certify that a Special Resolution was passed at a Annual Meeting of the members of Calgary Meals on Wheels Society on May 8, 2019. The existing bylaws are repealed. They are replaced with the bylaws as attached hereto.

Signed this May 15th, 2019 by

A handwritten signature in black ink, appearing to read "Neil Honess".

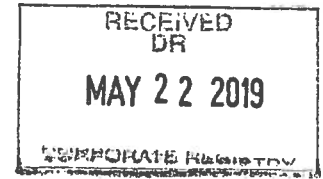
Neil Honess, President

A handwritten signature in black ink, appearing to read "Heather Truber".

Heather Truber, Secretary



Bylaws (Proposed Revision March, 2019)

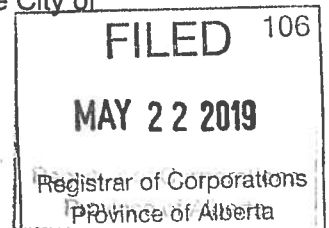


Article 1 - Society

- 1.01 The name of the Society is Calgary Meals on Wheels.
- 1.02 The operations of the Society are to be conducted primarily within the City of Calgary.

Article 2 - Definitions

- 2.01 In these Bylaws, unless the context otherwise specifies or requires:
 - (a) "Societies Act" means the Societies Act of Alberta, as from time to time amended;
 - (b) "Annual General Meeting" means the only Annual Meeting of the Society as required under the Societies Act of Alberta;
 - (c) "Board" means Board of Directors of the Society;
 - (d) "Bylaws" means any Bylaws of the Society in force and effect at any time;
 - (e) "Director" means any person occupying the position of Director, being a member of the Board of Directors of the Society;
 - (f) "Member(s)" means any person who has been admitted as a member of the Society, paid the annual membership fee and whose name is duly entered into the register of members of the Society. If admitted as a Member, a person is retroactively deemed to be admitted as a Member from the date of receipt of their application for membership. Members do not include those individuals whose membership the Board has revoked or whose membership fee is overdue;
 - (g) "Officer" means a member of the Board of the Society entrusted with special executive authority by the Board;
 - (h) "Policy" or "Policies" means instructions, standards, rules, protocols, procedures and/or directives issued from time to time by the Board in accordance with the provisions of these Bylaws;
 - (i) "Society" means the Society called Calgary Meals on Wheels.



Article 3 - Interpretation

- 3.01 These Bylaws are to be construed and interpreted in accordance with the following, unless the context otherwise requires:
 - (a) all terms contained in the Bylaws and which are defined in the Societies Act are to be accorded the meanings given to such terms in the Societies Act;
 - (b) the headings in the Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions

contained in it, or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and,

- (c) in the event of any conflict or inconsistency between the Bylaws and Board Policies, the Bylaws shall govern.

Article 4 - Membership

- 4.01 The Membership of the Society shall consist of voting and non-voting Members who submit a written application for membership for approval by the Board, in accordance with a Policy set by the Board.
- 4.02 The voting membership, which shall be subject to annual renewal, shall consist of:
- (a) Those individuals who are at least 18 years of age and wish to support the objectives of the Society, on payment of an annual membership fee. Each Member shall have the right to vote at the Annual General Meeting or Special Meetings of the Society and to receive copies of the minutes of such meetings upon request.
- (b) Groups, societies or agencies, which support the objectives of the Society, on payment of an annual group membership fee. This membership shall entitle the group, society or agency to appoint one of its Members, who is at least 18 years of age, to have voting privileges at the Annual General Meeting or Special Meetings of the Society and to receive copies of the minutes of such meetings upon request.
- (c) Honorary Members, appointed by the Board from time to time, based upon outstanding service given to the Society. Honorary Members shall be appointed for life and are not required to purchase a membership. Honorary Members shall be entitled to one vote at the Annual General or Special General Meetings of the Society and to receive copies of the minutes of such meetings upon request.
- 4.03 The non-voting membership, which shall be subject to annual renewal, shall consist of individuals under 18 years of age who wish to support the objectives of the Society, on payment of an annual membership fee.
- 4.04 The rights and obligations of Members are as set out in the Societies Act, these Bylaws and the Board Policies.
- (a) A Member must be willing and able to accept the responsibilities of, and abide by, the terms of membership, as defined in the Policies set by the Board.
- (b) A Member is expected to support and promote the objectives of the Society.
- (c) A Member is bound by the Objects and Bylaws of the Society.
- (d) The Board may, by resolution, expel or suspend any Member who does not meet the obligations as set out in these Bylaws and/or whose conduct shall have been determined by the Board to be improper, unbecoming, or likely to damage the interest or reputation of the Society.
- (e) No Member shall be expelled or suspended without first being notified of the reason why the Board is considering suspension or expulsion and without having been given an opportunity to be heard by the Board at a meeting called for that purpose. When a Member is suspended, the terms of such suspension shall be determined by the Board.
- 4.05 A register of Members shall be maintained.

- 4.06 Membership fees shall be determined by the Board.
- 4.07 Any Member wishing to withdraw may do so in writing to the Secretary of the Board.
- 4.08 Any Member who resigns, withdraws, or is expelled or suspended from the Society forfeits all rights, claims and interests in the Society.
- 4.09 Any Member expelled from the Society may, after six months from date of expulsion, reapply for membership, such application being subject to approval by the Board.
- 4.10 Members may, during normal business hours of the Society and in the presence of a designated representative of the Society, examine:
 - (a) the Objects, Bylaws and Board Policies applicable to the Members;
 - (b) the minutes of meetings of the Members;
 - (c) notices of who is a Director and notices of change of Directors;
 - (d) the register of Directors, setting out the names and addresses of the individuals who are or who have been Directors, and the dates on which they became or ceased to be Directors;
 - (e) the register of Members in accordance with the Societies Act; and
 - (f) annual audited financial statements.

Article 5 - Annual General & Special Meetings

- 5.01 The Annual General Meeting of the Society shall be called by the Secretary, upon instructions from the Board, and be held in Calgary, Alberta, no later than June 30, at which time the Board shall report on the previous fiscal year's activities, present the audited financial statements, propose the appointment of the auditor for the ensuing year and conduct an election of Directors. Only those Members whose names appear on the register of members by the end of the previous fiscal year shall be entitled to vote at these meetings.
- 5.02 Special Meetings of the Society may be called by the Secretary, upon instructions from the Board or upon receipt of a petition signed by one-third (1/3) of the Members, setting forth the reason for calling such a meeting. Only those Members whose names appear on the register of members at least three (3) months prior to the date of the meeting shall be entitled to vote at these meetings.
- 5.03 Notices of the Annual General and Special Meetings of the Society shall be given by mail or electronic means to the last known address of each Member at least twenty-one (21) days prior to the date of the meeting. Notices shall specify the place, day and hour of the meeting and, in the case of special business, the general nature of such business.
- 5.04 The Annual General Meeting and Special Meetings shall be chaired by the Chair of the Board or a designate appointed by the Board.
- 5.05 The Meetings shall be governed by rules of order to be endorsed by the Members at the beginning of the Annual General or Special Meeting.
- 5.06 A quorum shall consist of fifteen (15) Members in attendance for any meeting. In the event that a quorum is not present within fifteen (15) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by a

majority of those Members in attendance, provided that notice of such adjourned meeting is given in accordance with paragraph 5.03. Those Members present at such later meeting shall constitute a quorum, provided that in no case may any meeting be properly convened unless there are at least ten (10) Members present.

5.07 Every motion, resolution or question submitted to a meeting of Members, except as pertaining to the Bylaws or as otherwise provided in the Societies Act, shall be decided by a majority of votes. In the case of any equality of votes the motion, resolution or question shall not pass. All votes shall, unless a poll is demanded or a resolution calling for a ballot is approved, be determined by a show of hands.

5.08 Votes may be cast in person or by proxy. A proxy must:

- Be in writing
- Be given to the Secretary at a time before the meeting
- Clearly express who is the holder of the proxy

A proxy may be cancelled at any time by written notice to the Secretary.

5.09 Attendance by teleconference or other electronic means is permitted. The Secretary shall ensure any vote is recorded appropriately.

Article 6 - Board of Directors

6.01 The governance of the Society shall reside with the Board, consisting of no less than nine (9) and no more than fifteen (15) members.

6.02 The Board is responsible for oversight and stewardship of the Society by:

- (a) establishing its key Policies and standards;
- (b) developing and establishing its strategic plans; and
- (c) approving the budget and business plan.

6.03 Every Director of the Society, in exercising his or her powers and discharging his or her duties, shall:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) abide by Policies as set out by the Board; and
- (d) treat in the strictest confidence all information received in his or her capacity as Director and not divulge it to any third party whatsoever unless it is with the consent of the Board or in the necessary course of his or her duties.

6.04 Directors shall be elected at the Annual General Meeting for a two (2) year term, with the option of re-election for additional two (2) year terms. No Director shall serve on the Board for more than five (5) consecutive terms of two (2) years.

6.05 Interim Directors may be appointed by the Board until the next Annual General Meeting. If there is not a minimum of at least nine (9) Directors, the remaining Directors shall forthwith call a Special General Meeting of the Members to fill the vacancies.

- 6.06 The members of the Board shall continue in office until their respective successors are duly elected or appointed in accordance with the Bylaws, except in the case of expulsion, suspension or resignation.
- 6.07 The Board may establish committees to assist with the governance of the Society. Any committee so formed shall act in accordance with any Policies or terms of reference that may be imposed on them by the Board.
- 6.08 The Board shall meet at least six (6) times during the year. Regular Board meetings shall be called by the Chair with at least seven (7) days notice to each Director.
- 6.09 Special meetings of the Board may be called at any time by the Chair or by a majority of the Board on at least twenty-four (24) hours notice to each Director setting out the time, place and purpose of the meeting.
- 6.10 A majority of the Board, present in person, by teleconference or by other electronic means, shall constitute a quorum for the transaction of business. In the event that a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by a majority of those in attendance, provided that notice of such adjourned meeting is given in accordance with article 6.09. A quorum at any such later meeting shall be those members of the Board who are present, provided that in no case may any meeting be properly convened unless there are at least half of the members of the Board present in person or by teleconference.
- 6.11 Every motion, resolution or question arising at a meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the motion, resolution or question shall not pass. All votes at any such meeting shall be determined by assent or dissent, unless a vote by ballot is demanded by any Director present. A declaration by the Chair that a motion, resolution or question has been carried, and an entry to that effect in the minutes, shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such motion, resolution or question.
- 6.12 A resolution in writing signed by a majority of members of the Board shall be valid and effectual as if it had been passed at a duly called and constituted meeting of the Board.
- 6.13 The Directors shall not be entitled to remuneration for the performance of their duties.
- 6.14 Any Director may resign from the Board by presenting a letter of resignation to the Board.
- 6.15 The Board has the right, by a vote of the majority of the Directors, to remove a Director at any time if the Director fails to comply with the duties and obligations of Directors and/or the code of conduct as set out in the Board Policies. The Director removed shall be given notice in writing as soon as possible, stating the reasons for his or her removal, and shall be given the opportunity to be heard by the Board.
- 6.16 The Board shall delegate executive and management authority to its duly hired Executive Director, in accordance with the policies approved and maintained by the Board. The Board delegates hiring and re-delegation authorities to the Executive Director.

Article 7 - Officers

- 7.01 The Officers of the Society shall be appointed by the Board and shall include the Chair, Vice-Chair, Secretary and Treasurer. The officers shall also serve as directors.

Article 8 - Duties of the Officers

- 8.01 The Chair shall provide leadership to the Board, chair all meetings of the Board, keep Board activities focused on the Objects of the Society and be an ex officio member of all committees.
- 8.02 The Vice-Chair shall assist the Chair in carrying out such duties and powers of the Chair as may be determined from time to time by the Board or the Chair. During the absence, incapacity or inability of the Chair to fulfill his or her duties, the Vice-Chair shall assume the duties of the Chair. 8.03 If the Vice-Chair is unable to fulfill the duties of the Chair during the latter's absence, incapacity or inability, the Board may appoint another Director to fulfill those duties.
- 8.04 The Secretary shall maintain the Registry of Members, ensure that accurate minutes of all meetings of the Society and of the Board are maintained, give notice of all meetings to Members and Directors (as applicable), and be responsible for any correspondence authorized or received by the Board.
- 8.05 The Treasurer shall oversee the financial systems and internal controls of the Society, submit financial reports to the Board on a regular basis, and present the audited financial statements at the Annual General Meeting.

Article 9 - Books & Records

- 9.01 The administration and fiscal year shall be the calendar year.
- 9.02 The financial statements, duly audited by a firm of Chartered Professional Accountants, shall be presented at the Annual General Meeting. The firm of Chartered Professional Accountants shall be appointed by the Members at the Annual General Meeting.
- 9.03 The Board shall ensure that all necessary books and records of the Society are regularly and properly kept.
- 9.04 The Board shall ensure that proper banking resolutions are in effect and appoint all necessary signing authorities.

Article 10 - Seal of the Society

- 10.01 The custody and use of the Common Seal of the Society shall be under the control of the Board.
- 10.02 Use of the Seal shall be authenticated by the signatures of one or more Officers and/or authorized employees, as determined by the Board.

Article 11 - Funding & Borrowing Powers

- 11.01 The Society shall maintain separate Operating and Capital Accounts. Operating and Capital Accounts may be established for routine operations of the Society to which the Board may transfer funds or allow funds to remain for approved budget expenditures.
- 11.02 All donations and funds received by the Society from donors and funders, including interest therefrom, shall be allocated to Operating and/or Capital Accounts as specifically designated. If not designated by the donor or funder, the donations and funds will be allocated to Operating and/or Capital Accounts as determined by the Board.
- 11.03 Other accounts may be established by the Board for the receipt and management of endowment, specifically designated and/or sustainability funds as the Board considers necessary and appropriate.
- 11.04 For the purpose of carrying out its objectives, the Society may borrow money, raise money, and secure payment of money subject to the approval of two-thirds (2/3) of the Board. In no case shall debentures be issued without the sanction of a special resolution of the Society. Any operational borrowing, including corporate credit cards, requires the approval of a majority of the Board.

Article 12 - Liability

- 12.01 No Director or Member of the Society is personally liable for debt or liabilities of the Society.
- 12.02 Every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and their heirs, executors, administrators and estate shall be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director for, or in respect of any act, deed, matter or thing, whatsoever made, done or permitted by such Director or any other Director, or charges and expenses which such Director sustains or incurs, in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's own dishonesty, willful neglect or misconduct.

Article 13 - Changes to the Objects & Bylaws

- 13.01 The Society may, by Special Resolution, rescind, add to or alter the Objects and/or Bylaws. Such a Special Resolution must be passed by a majority of three-quarters (3/4) of the Members present at an Annual General or Special Meeting. Notice specifying the intention to propose such a Special Resolution must be given in writing to each Member of the Society twenty-one (21) days prior to the date of the meeting. Such a Special Resolution must be consistent with the terms of the Societies Act of Alberta, which empowers the operation of the Society. The Bylaws shall be reviewed periodically by the Board.

Article 14 - Dissolution of Society

- 14.01 Upon dissolution of the Society, and after payment of all debts and liabilities, the property of the Society shall be distributed, or disposed of, to charities registered under the Income Tax Act (Canada) as chosen by a majority of the Board.