

Certified Copy

CORPORATE ACCESS NUMBER: 500046941

Alberta

CERTIFICATE

The Registrar of Corporations for the Province of Alberta, Canada, certifies that the documents annexed to this certificate, and relating to

- CALGARY MEALS ON WHEELS -

are true and accurate copies of documents which are on the file maintained in this office.

GIVEN UNDER HIS SEAL of office in the Province of Alberta, this ninth day of November, 2009



LR0800430 0055

SPECIAL RESOLUTION

RECEIVED
DR
JAN 03 2008
DEFICIENT
Corporate Registry

I HEREBY CERTIFY THAT THE FOLLOWING SPECIAL RESOLUTION WAS PASSED AT A MEETING OF THE MEMBERS OF CALGARY MEALS ON WHEELS SOCIETY HELD ON THE 14TH DAY OF DECEMBER, 2007.

RESOLVED AS A SPECIAL RESOLUTION THAT THE EXISTING 2003 BY-LAWS ARE REPEALED AND REPLACED BY THE ATTACHED BY-LAWS.

FILED 203
FEB 01 2008
Registrar of Corporations
Province of Alberta

DATE: Dec 19/2007
SIGNATURE: *Lisa Amonson*
TITLE: Secretary
Board Secretary

LISA AMONSON


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SPECIAL RESOLUTION

RECEIVED
DR
FEB - 1 2008
Corporate Registry

I HEREBY CERTIFY THAT THE FOLLOWING MOTION WAS PASSED AT A MEETING OF THE BOARD OF DIRECTORS OF CALGARY MEALS ON WHEELS SOCIETY HELD ON THE 17TH DAY OF JANUARY, 2008.

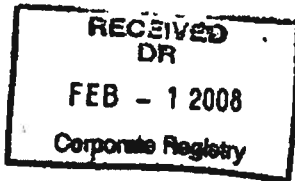
RESOLVED AS A BOARD MOTION THAT THE REQUIRED REVISIONS AS OUTLINED BY CORPORATE REGISTRY BE ACCEPTED AS PRESENTED IN THE RE-DRAFT OF THE BYLAWS (2007 REVISION) ORIGINALLY PASSED THROUGH SPECIAL RESOLUTION BY THE MEMBERS OF CALGARY MEALS ON WHEELS SOCIETY ON DECEMBER 14TH, 2007.

DATE: JANUARY 29/2008
SIGNATURE: *Lisa Amonson*
LISA AMONSON

LISA AMONSON

TITLE: BOARD SECRETARY

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Bylaws (Revised December 14, 2007)

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" 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 his 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.

- 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 General 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 May 15, 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 Meeting and Special Meetings of the Society shall be given by mail 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 President 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 twenty-five (25) Members in attendance for any meeting. 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 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 fifteen (15) 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.

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) voting 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 four (4) 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 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 President 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 President 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.

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- 8.03 If the Vice-President is unable to fulfill the duties of the President during the latter's absence, incapacity or inability, the Board may appoint another Director to fulfill his or her duties.
- 8.04 The Secretary shall 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 Accountants, shall be presented at the Annual General Meeting. The firm of Chartered 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.

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 Application & 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.