

# ***FOOD BANKS ALBERTA ASSOCIATION***

## ***BYLAWS***



## ***Table of Contents***

Article I	Name	3
Article II	Definitions	3
2.2	Interpretations	4
Article III	Membership	4
3.1	Types of Memberships	4
3.2	Rights	5
3.3	Voting	6
3.4	Termination of Memberships	6
Article IV	Meetings	7
4.1	Annual General Meeting	7
4.2	Special General Meetings	7
4.3	Proceedings at General Meetings (Annual and Special)	8
Article V	Board of Directors	9
Article VI	Board Meetings	11
Article VII	Officers	11
Article VIII	Duties of Officers	12
Article IX	Executive Director	13
Article X	Fiscal Year	14
Article XI	Audit	14
Article XII	Seal	14
Article XIII	Books and Records	14
Article XIV	Borrowing	15
Article XV	Remuneration	15
Article XVI	Amendments	15
Article XVII	Dissolution	15

## FOOD BANKS ALBERTA ASSOCIATION BY-LAWS

### Article I Name

- 1.1 The name of the Association shall be Food Banks Alberta Association.

### Article II Definitions

- 2.1.1 **Act** means the *Societies Act* (Alberta), as amended from time to time or any statutes substituted for it.
- 2.1.2 **Association** means the Food Banks Alberta Association, a society existing under the Act and governed by these By-laws.
- 2.1.3 **Board** means the Board of Directors of the Association.
- 2.1.4 **Board Meeting** means the regular meeting of the Board.
- 2.1.5 **By-laws** means the By-laws of the Association.
- 2.1.6 **Chairperson** means the Chairperson of the Board.
- 2.1.7 **Closed Session** means without the presence of any person excepting those persons entitled to vote on the issue.
- 2.1.8 **Director** means any person elected or appointed to the Board.
- 2.1.9 **Employee** means any person performing duties in return for financial remuneration.
- 2.1.10 **Executive Director** means the chief administrative officer appointed by the Board.
- 2.1.11 **Food Banks Canada** means Food Banks Canada, a not-for-profit corporation and registered charity governed by the *Canada Not-for-profit Corporations Act* (Canada).
- 2.1.12 **General Meeting** means a meeting of the members of the Association.
- 2.1.13 **Majority Vote** means a clear majority of those entitled to vote, specifically fifty one (51.0%) percent. In calculating the percentages of required votes, all fractions shall be rounded up to a full vote, and blanks or abstentions shall not be used to lower the numbers required. All tie votes are defeated votes.
- 2.1.14 **Registered Charity** means a registered charity within the meaning of the *Income Tax Act* (Canada).
- 2.1.15 **Registered Office** means the address of the registered office for the Association as filed pursuant to the Act.
- 2.1.16 **Special Resolution** means a resolution passed:
- (a) at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given; and

- (b) by the vote of not less than seventy five (75.0%) percent of those members who, if entitled to do so, vote in person or by proxy.

## 2.2 Interpretations

The following rules of interpretation shall be applied in interpreting these By-laws.

- 2.2.1 **Singular and Plural:** words indicating the singular number also include the plural and vice versa.
- 2.2.2 **Masculine and Feminine:** words imparting the masculine gender include the feminine and neuter gender.
- 2.2.3 **Persons:** words imparting persons include individuals, corporations, partnerships, trusts, societies, associations and unincorporated organizations.
- 2.2.4 **Headings** are for convenience only. They do not affect the interpretation of these By-laws.
- 2.2.5 **Liberal Interpretation:** these By-laws shall be interpreted and applied broadly and generously in a manner which adheres not only to the letter but also to the spirit of these By-Laws.

## Article III Memberships

### 3.1 Types of Membership

- 3.1.1 There shall be two classes of members of the Association: Voting Members, and Supporting Members. The members shall be such person or organizations which satisfy the criteria for membership specified below, support the objectives of the Association, complete an application form, pay the membership fee prescribed by the Board and are accepted by the Association as a member.
- 3.1.2 Membership in either member class shall be for one calendar year or for such other period as the Association may accept a member into such class, and may be renewed upon meeting membership criteria and payment of the annual fee as provided herein.
- 3.1.3 Voting Members
  - 3.1.3.1 Voting Members must satisfy the following requirements before admittance as a member in the Association:
    - (a) the applicant must be a food distribution organization operating in the province of Alberta which (i) acts as a centralized warehouse, or clearing house, for the purpose of collecting, storing, and distributing food to front line agencies that provide supplemental food and meals to the hungry; and/or (ii) provides food directly to people in need;
    - (b) the applicant must not solicit the donation of food or services for profit;
    - (c) the applicant must have adopted the Code of Ethics and the Safe Food Handling Guidelines of Food Banks Canada; and

(d) the applicant must either (i) be incorporated or organized as a not-for-profit corporation, company, society or other organization with an independent legal personality, or (ii) demonstrate to the satisfaction of the Association that the applicant is taking steps to pursue such incorporation or organization of the applicant.

3.1.3.2 Solely for the purpose of determining the manner in which a Voting Member may receive distributions of food or otherwise benefit as a recipient of the Association's charitable activities (and, for greater certainty, not for any purpose relating to corporate governance, including without limitation any purpose relating to the right to participate and vote in members meetings), the Association shall place each Voting Member into one of the following categories:

(a) Full Membership — A Voting Member who (i) is in operation and has been engaged in operations for at least one year, (ii) is incorporated or organized as a not-for-profit corporation, company, society or other organization with an independent legal personality, and (iii) is registered as a Registered Charity.

(b) Associate Membership — A Voting Member who (i) is in operation and has been engaged in operations for at least one year, and (ii) is incorporated or organized as a not-for-profit corporation, company, society or other organization with an independent legal personality.

(c) Provisional Membership — A Voting Member who does not satisfy the requirements of Full Membership or Associate Membership.

If at any time a Voting Member who is categorized under Full Membership or Associate Membership ceases to satisfy the requirements for that status, the Voting Member shall be categorized under Provisional Membership.

### 3.1.4 Supporting Members

3.1.4.1 Supporting Membership may be granted to corporations, individuals, and other interested associations in the discretion of the Membership Committee of the Association (or such other committee or authority as may be determined by the Board from time to time).

## 3.2 Rights

3.2.1 The interest, rights and responsibilities of a member shall be non-transferable.

3.2.2 All members in good standing are entitled to:

(a) receive notice of General Meetings;

(b) attend any General Meeting;

(c) speak at any General Meeting, following procedure outlined at the meeting; and

(d) exercise any other rights or privileges given to members in these By-laws or under the Act.

### **3.3 Voting**

- 3.3.1 Voting Members in good standing shall be eligible to vote in the manner set forth herein. Each Voting Member is entitled to one (1) vote.
- 3.3.2 Supporting Members shall not be entitled to vote.
- 3.3.3 Each member shall designate in writing, signed by a duly authorized corporate officer or director, the representative of the member who is entitled to vote on its behalf.

### **3.4 Termination of Membership**

- 3.4.1 Any member may resign from the Association by sending a written notice to the Chairperson or the Executive Director. Unless determined otherwise by the Board, resignation shall be in effect upon official acceptance by the Board and notation in the minutes to that effect.
- 3.4.2 Subject to Article 3.4.3, the Board may suspend or expel any member from the terminate the membership of any member who acts contrary to the best interests of the Association as determined in the sole discretion of the Board.
- 3.4.3 In the event the Board determines that a member should be expelled or suspended from membership in the Association, the Chairperson (or such other officer as may be designated by the Board) shall provide 20 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chairperson (or such other officer as may be designated by the Board) in response to the notice received within such 20 day period. In the event that no written submissions are received, the Chairperson (or such other officer as may be designated by the Board) may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this Article the Board will consider such submissions in arriving at a final decision and will notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

## **Article IV Meetings**

### **4.1 Annual General Meeting**

- 4.1.1 An Annual General Meeting of the Association shall be held in each calendar year at a time and place determined by the Board provided that the meeting shall be held within five (5) months of the end of the fiscal year of the Association, and in the Province of Alberta.
- 4.1.2 Notice of the meeting shall be given to all members and all members entitled to vote at the Annual General Meeting at the last known address not less than thirty (30) days before the date of the meeting. The date of the postmark or the electronic mail shall be considered the date of notice.
- 4.1.3 Members entitled to vote at the Annual General Meeting are those Voting Members who have been members in good standing as of the last day of the last month of the

fiscal year immediately previous to the year in which the Annual General Meeting is held.

- 4.1.4 The Annual General Meeting shall deal with the following matters:
- a) adoption of the agenda;
  - b) adoption of the minutes of the previous Annual General Meeting;
  - c) consideration of reports including the report from the Chairperson;
  - d) adoption of the Financial Statement setting out the Association's income, disbursements, assets, liabilities and auditor's report;
  - e) appointment of auditor for the ensuing year;
  - f) election of the Board; and
  - g) consideration of any other matters properly brought before the meeting.
- 4.1.5 The quorum for the Annual General Meeting shall be eight (8) or twenty (20.0%) percent, whichever number is greater, of the Voting Members entitled to vote at the Annual General Meeting.
- 4.1.6 All motions and resolutions require a majority vote.
- 4.1.7 All resolutions shall be distributed to all members entitled to vote by electronic mail or general mail at least thirty (30) days prior to the vote. The date of the postmark or electronic mail shall be considered the date of distribution.

## **4.2 Special General Meeting**

- 4.2.1 A Special General Meeting may be called at anytime:
- a) by a resolution of the Board to that effect;
  - b) upon the written request of one third (1/3) or ten (10.0%) percent, whichever is greater, of the members entitled to vote at the time of the request. The request must state the reason for the Special General Meeting.
- 4.2.2 A Special General Meeting must be held within thirty (30) days of being called.
- 4.2.3 The actual resolution intended for debate must be submitted to the Board in writing at least fifteen(15) days prior to the meeting.
- 4.2.4 Notice of the Special General meeting shall be sent by ordinary mail or by electronic mail at least ten (10) days prior to the meeting to all Voting Members on the date of mailing. The date of the postmark or electronic mail shall be considered the date of the notice. The notice shall include the date, time, place and resolutions.
- 4.2.5 Only the specific matters set out for the Special General Meeting shall be considered at that meeting.
- 4.2.6 The quorum for the Special General Meeting shall be fifty (50.0%) percent of Voting Members in good standing at the time of the notice of the Special General Meeting.

- 4.2.7 All resolutions at a Special General Meeting require a vote of not less than seventy-five (75.0%) percent of those Voting Members present and entitled to vote. There shall be no voting by proxy.
- 4.2.8 All Voting Members in good standing at the time of the mailing of the notice of the Special General Meeting shall be entitled to vote.

### **4.3 Proceedings at General Meetings (Annual and Special)**

- 4.3.1 All General Meetings are open to the public, however, those members entitled to vote at the meeting may elect to hold any portion of the meeting as a Closed Session.
- 4.3.2 The Chairperson chairs every General Meeting. The Vice-chairperson may be designated to chair in the Chairperson's absence.
- 4.3.3 The Chairperson may cancel a General Meeting if a quorum is not present within one (1) hour of the designated time. If cancelled, the meeting is re-scheduled for one (1) week later at the same time and place. If a quorum is not present within one (1) hour after the designated time of the second meeting, the meeting will proceed with the members entitled to vote in attendance.
- 4.3.4 The Chairperson may adjourn a General Meeting upon a majority vote of those Voting Members in attendance and entitled to vote.
- 4.3.5 Upon adjourning, a date, time and place for reconvening the meeting shall be determined.
- 4.3.6 No notice for the adjourned meeting is necessary if the General Meeting is adjourned for less than thirty (30) days.
- 4.3.7 When a General Meeting is adjourned for more than thirty (30) days, the same notice as for the adjourned General Meeting must be given.
- 4.3.8 Every vote at a General Meeting shall be determined by a show of hands; provided, however, voting shall be by secret ballot if at least one (1) Voting Member so requests.
- 4.3.9 In calling for the vote the Chairperson shall call for those in favour, those opposed and those abstaining. Abstentions will be duly recorded if those abstaining so wish.
- 4.3.10 If there is a tie vote, the motion shall be defeated.
- 4.3.11 A voting member may vote by proxy, subject to Article 4.2.7.

### **Article V Board of Directors**

- 5.1 The affairs of the Association shall be managed by the Board of Directors who may exercise all such powers of the Association as are not required to be exercised by the members in General Meetings subject, nevertheless to the provisions of the Act, to these By-laws and to the direction given to the Board by a General Meeting.

- 5.2 The Board shall consist of not less than five (5) and not more than twelve (12) individuals.
- 5.3 No person shall be qualified as a Director unless he is eighteen (18) or more years of age.
- 5.4 Directors shall be elected to fill vacancies on the Board by members at a General Meeting. The nominating committee (or such other committee or delegate as the Board may from time to time determine) shall accept nominations for Directors up to fourteen (14) days prior to the General Meeting. The written consent of the nominated individual shall accompany such nomination.
- 5.5.1 Once elected to the Board, the Director becomes a fiduciary of the Association and while acting in his or her capacity as Director of the Association such Director shall not act as a representative of any food bank of which he or she may be member, director, officer or other participant.
- 5.5.2 In any conflict of interest situation, and wherever a Director has been directed by a food bank to act or speak on its behalf, or feels by virtue of his position with a food bank that he must act or speak on its behalf, said Director shall declare his conflict situation, which shall accordingly be recorded in the minutes, shall not speak to the matter and shall not vote on the matter. If the remaining Directors so wish, they may pass a motion requiring said Director to be excused from the meeting during the applicable period.
- 5.5.3 A nominee who anticipates a regular occurrence of Article 5.5.2 may not accept a nomination to the Board of the Association.
- 5.6 Vacancies on the Board occurring between Annual General Meetings may be filled in the Board's discretion upon approval by at least seventy-five (75.0%) of the remaining Directors. Directors appointed to fill such vacancies shall continue in office until the next Annual General Meeting.
- 5.7.1 Subject to Article 5.7.3, Directors shall be elected for a term which commences on the date of the General Meeting at which he or she is elected or appointed and expires at the close of the third Annual General Meeting following such meeting (a "**Three-Year Term**").
- 5.7.2 No person shall be elected to the Board for more than two (2) consecutive Three-Year Terms, but an individual who has served two consecutive Three-Year Terms shall be eligible for re-election to the Board after a lapse of one (1) full year since the individual last ceased to be a Director.
- 5.7.3 Notwithstanding Article 5.7.1, the initial terms of office and the eligibility for re-election of each Director appointed at the General Meeting at which these By-laws are approved shall be as the members at such meeting determined at that meeting. For greater certainty, the members may at that meeting elect a particular Director for a term that differs from that of another Director.
- 5.8 An employee of the Association shall not be elected to the Board during their period of employment and within twelve (12) full months of the conclusion of their employment with the Association.

- 5.9 A Director may resign from office by giving one (1) month's notice in writing to the Chairperson. The resignation takes effect at the end of the month's notice or at such earlier time as the Board may from time to time determine.
- 5.10.1 Any Director or officer may be removed from office by a resolution passed at a Special General Meeting.
- 5.10.2 Any Director who, without prior notification to the Chairperson or Executive Director, is absent for more than three (3) Board meetings, may be removed by a resolution of the Board passed by no less than seventy-five (75.0%) of the other members of the Board.
- 5.10.3 Any Director shall be automatically removed from the Board if the director:
- a) dies;
  - b) is declared incapable by a court in Canada or in another country;
  - c) becomes bankrupt; or
  - d) becomes an "ineligible individual" (within the meaning of subsection 149.1(1) of the *Income Tax Act* (Canada)).
- 5.10.4 Upon a majority vote by the remaining Directors a Director shall be immediately removed from the Board for action contrary to these By-laws, action contrary to the Food Banks Canada Code of Ethics, or for direct conflict of interest as determined by such remaining Directors.
- 5.11 All acts done in good faith by persons acting as Director shall be valid notwithstanding any lack of compliance with Article 5.5.2, 5.5.3, 5.12.1 or 5.12.2.
- 5.12.1 All Directors shall describe in writing any potential conflict of interest situation and shall not vote on these matters in the manner set forth in Article 5.5.2 hereof.
- 5.12.2 A Director shall be disqualified by virtue of his office from contracting in any capacity with the Association, unless the Board has submitted such contract or other transaction with the Association to the members for approval at a General Meeting in which case any such contract or transaction that has been approved by the members shall be permitted.
- 5.12.3 All Directors are responsible for active participation in all Board matters and shall be cognizant of their duties as described in these By-laws.

## **Article VI Board Meetings**

- 6.1.1 Meetings of the Board shall be held as often as may be required, but at least once every three (3) months.
- 6.1.2.1 The Chairperson may at any time upon proper notice call a meeting of the Board.
- 6.1.2.2 The Chairperson shall call a Board Meeting if at least two (2) Directors request such a meeting in writing, stating the reasons for such.

- 6.1.3 Notice of each Board Meeting shall be given to Board members by ordinary mail, electronic mail, or telephone in person at least ten (10) days prior to the meeting.
- 6.2 Board Meetings shall be open to all members but only Directors shall vote. However, Directors may by majority vote elect to hold a portion or the whole meeting as a Closed Session.
- 6.3.1 Voting shall be by show of hands.
- 6.3.2 Directors may not vote by proxy, and if not physically present forfeit their vote.
- 6.3.3 Each Director shall have one (1) vote.
- 6.3.4 All matters shall be decided by a majority vote.
- 6.4 One third (1/3) or three (3) whichever is greater, of the members of the Board shall constitute a quorum.

**Article VII Officers**

- 7.1.1 The officers of the Association shall be: Chairperson, Two (2) Vice-Chairpersons, Secretary, and Treasurer.
- 7.1.2 The Chairperson, Vice-Chairpersons, Secretary and Treasurer shall be elected by the Board from a slate submitted by the Nominating Committee at the first meeting following the Annual General Meeting in each year.
- 7.1.3 All officers must be Directors, and the Chairperson must have served as an officer of the Association in the past.
- 7.1.4.1 The term for each officer shall be until the close of the next Annual General Meeting, provided however the Nominating Committee may at its discretion present the name of the officer for one (1) further term of one (1) year.
- 7.1.4.2 The term for each officer shall terminate automatically when he/she ceases to be a Director.
- 7.1.5 In the case of an officer vacancy, the Board shall appoint a Director to fill the vacant office until the next Annual General Meeting. Such a Director shall be appointed from the members of the Board sitting at the time of the vacancy, subject to Article 7.1.3.
- 7.1.6 Any officer may delegate his duties to another officer.

**Article VIII Duties of Officers**

- 8.1 The Chairperson:
  - a) shall be the President of the Association;
  - b) shall preside at all General Meetings, Board Meetings and executive meetings;

- c) with the sanction of the Board, shall appoint special committees and detail their duties;
- d) may sign cheques or other official documents on behalf of the Association with the Executive Director or other officers;
- e) shall be an *ex-officio* member of all committees except the Nominating Committee;
- f) shall supervise the Executive Director;
- g) shall act as the spokesperson for the organization; and
- h) shall perform such other duties as may be specified by the Board.

8.2 Vice-Chairpersons:

- a) shall assist the Chairperson and perform the duties of the Chairperson in his or her absence;
- b) shall perform such other duties as may be specified by the Board; and
- c) may sign cheques or other official documents on behalf of the Association with the Executive Director or other officers.

8.3 The Secretary:

- a) shall ensure that adequate minutes are kept of all General, Board and executive meetings;
- b) shall ensure that an accurate Membership list is kept;
- c) shall ensure that appropriate notices of meetings are sent as required;
- d) shall ensure that all necessary filings including annual returns, changes in the Directors, amendments to the By-laws, other corporate filings and tax filings are filed as required;
- e) shall be responsible for the seal of the organization;
- f) shall perform such other duties as may be specified by the Board;
- g) may sign cheques or other official documents on behalf of the Association with the Executive Director or other officers.

8.5 The Treasurer:

- a) shall be responsible for maintaining the books of account of the Association;
- b) may sign cheques or other official documents on behalf of the Association with the Executive Director or other officers;

- c) shall be responsible for preparing the annual budget and the annual financial statements;
- d) shall be responsible for the presentation of financial statements to the Board;
- e) shall be responsible for arranging the annual audit or review engagement and presenting same to the Annual General Meeting;
- f) shall delegate such functions as are deemed appropriate to the Executive Director and shall keep in direct ongoing contact to ensure the completion of tasks according to the direction of the Board; and
- g) shall perform such other duties as may be specified by the Board.

**Article IX Executive Director(s)**

- 9.1 The Board may hire an Executive Director(s) to carry out assigned duties. The Executive Director(s) reports to the Board through the Chairperson, and although an ex-officio member of all committees does not vote at any meetings.
- 9.2 The Executive Director(s) acts as the Chief Administrative Officer of the Association and may sign cheques or other official documents on behalf of the Association with an officer.
- 9.3 The Board may choose to designate the Executive Director as the spokesperson for the organization.

**Article X Fiscal Year**

- 10.1 The fiscal year of the Association shall be from the first day of January to the thirty first day of December.

**Article XI Audit**

- 11.1 The Board shall ensure there is an audit of the books, accounts and records of the society at least once a year by a duly qualified accountant or two members of the society elected for that purpose at the Annual General Meeting, having regard to applicable legal requirements, Canada Revenue Agency guidelines and consultation with advisors as needed.

**Article XII Seal**

- 12.1 The Board may adopt a seal as Seal of the organization.
- 12.2 The Secretary has control of the Seal unless the Board decides otherwise, however the Seal shall be kept at the Registered Office.
- 12.3 The Seal shall only be used by officers duly authorized by the Board. The Board must pass a motion to name the authorized officers who shall serve in this capacity

for a one (1) year term. Officers may be authorized as signatories for consecutive terms.

12.4 The Seal shall be attached by any two (2) signatures of any of the signatories.

### **Article XIII Books and Records**

13.1 The Board shall keep and file all necessary books and records of the organization as required by the Act, these By-laws, the *Income Tax Act* (Canada) or any other statute or law.

13.1.2 The books, papers, records, documents and other instruments belonging to the Association shall be kept at the Registered Office.

13.2 Every Board member shall have access to and the right to inspect all books and records.

13.3.1 Every member of the Association may inspect the books and records of the Association, except for books and records that the Board designates as confidential of the Association, upon giving reasonable written notice to the Chairperson or Secretary. Unless otherwise permitted by the Board, such inspection will take place only at the registered office.

13.3.2 Unless otherwise permitted by the Board, such inspection will only take place at the Registered Office, during normal business hours at a reasonable time.

### **Article XIV Borrowing**

14.1 Other than for short-term indebtedness incurred in the ordinary course of the Association's activities, the borrowing power of the Association shall be exercised only by authority of a Special Resolution passed at a General Meeting.

### **Article XV Remuneration**

15.1 The Board shall have the power to determine reimbursement for out-of-pocket expenses incurred by Directors on behalf of the Association as authorized by established Board policy; however, Directors and officers shall serve without remuneration, and no Director or officer shall directly or indirectly receive any profit from his or her position as such.

15.2 The Board shall have the power to determine remuneration for the salary of any person who may be employed by and for the purposes of the Association.

### **Article XVI Amendments**

16.1 The Board shall have the power to institute and amend policies, procedures, and standards for conducting its affairs provided that such policies, procedures and standards or the amendments thereof shall not be inconsistent with these By-laws.

- 16.2 These By-laws may be rescinded, altered or added to by Special Resolution, provided that no proxy voting shall be permitted at the General Meeting in respect of which such Special Resolution is to be passed.
- 16.3 Six (6) months notice of the General Meeting at which the By-laws will be rescinded, altered or added to must be given. Notice must include written details of the proposed changes and the original wording.
- 16.4 No rescission or alteration of or addition to the By-laws has effect until after it has been registered by the Alberta corporate registrar.

#### **Article XVII Dissolution**

- 17.1 The Association shall not pay any dividends or distribute its property among its members.
- 17.2 If the organization is dissolved, any funds or assets remaining after paying all debts and liabilities shall be given to a registered charity (within the meaning of the *Income Tax Act* (Canada) the object of which is to alleviate hunger in Alberta.

APPROVED by special resolution of the members on the 25<sup>th</sup> day of May, 2017.

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*(Lori McRitchie, Chair)*

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*(Suzan Krecsy, Secretary)*