

**SPECIAL RESOLUTION**  
Replacement of Edmonton Heritage Council Bylaws  
23 Sept 2020

**BE IT RESOLVED THAT** the existing Bylaws of Edmonton Heritage Council Society be repealed and replaced with the proposed Bylaws, *as presented*.

**Background Information**

- The Bylaws of Edmonton Heritage Council have not been revised or substantially reviewed since the inception of the organization in 2009.
- Given the quantity of proposed changes to the Bylaws, the special resolution is to repeal and replace the Bylaws so that extensive footnoting of changes is not required.
- The Governance & Policy committee has reviewed the bylaws and made recommendations for change to the Board of Directors
- The Board of Directors has authorized these proposed changes for ratification by the Membership of EHC.
- Legal review of the proposed changes was conducted by Camron Schwartz of Ogilvie LLP.
- Highlights of the substantive amendments are:
  - Clause “1.01 Definitions”
    - added new definitions
  - Article “3. Membership”
    - added specifics on membership eligibility and parameters, and status of Membership for EHC employees
  - Clause “4.02 Election of Directors”
    - added detail on the role of members in the election of Directors, size of the Board of Directors, limits to Board of Director appointments in cases of vacancies (see also 4.04 Removal of Directors)
  - Clause “4.15 Committees”
    - added section on the role of Board committees, noting appointments to committees does not require a person to be a Member or Director but each committee shall include one Director
  - Clause “9.01 Powers of Society”
    - added detail on powers of Directors regarding
      - society property
      - investment of funds
      - engage/employ professional agents in relation to the Society
  - Clause “7.07 Proxy Votes”
  - Clause “7.08 Validity of Proxy Votes”
  - Clause “7.09 Deposit of Proxy”
  - Clause “7.10 Proxy Valid Until Revoked”
    - Removed the above four clauses from Article 7

Refer to the marked Bylaws below to read the full proposed changes.

**Note:** Some formatting and numberings on the marked-up version of the Bylaws may need correction; any necessary corrections will be made after the mark-up is removed and before the Bylaws are submitted to the Province for filing.

## EDMONTON HERITAGE COUNCIL SOCIETY BYLAWS

THESE ARE the general Bylaws of Edmonton Heritage Council Society (“the Society”) and replace all previous Bylaws.

### SECTION 1 – INTERPRETATION

#### 1.01 Definitions

In all Bylaws of the Society, unless the context otherwise specifies or requires:

- (a) “**Act**” means the *Societies Act*, R.S.A. 2000 Ch. S-14 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the bylaws of the Society to the provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) “**Annual Meeting**” or “**AGM**” means the annual general meeting of the Membership of the Society called pursuant to **clause 8.01**;
- (c) “**Board**” means the Board of Directors of the Society;
- (d) “**Bylaws**” means this bylaw and all other bylaws of the Society from time to time in force and effect;
- (e) “**City**” means City of Edmonton;
- (f) “**Clear Days**” means, in relation to a period of notice, the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- (g) “**Director**” means a person duly elected by the membership to serve on the Board;
- (h) “**Grant Sponsor**” means the City of Edmonton and/or other private, public or independent grantors who have provided funds for grant allocations by the Society;
- (i) “**Greater Edmonton Area**” means the Cities of Edmonton, Fort Saskatchewan, Leduc, Spruce Grove, and St. Albert, the Towns of Beaumont, Stony Plain, Devon, Morinville, the Hamlet of Sherwood Park, and Leduc County, Parkland County, Sturgeon County and Strathcona County;
- (j) “**Individual Member**” means an individual who has applied to become and been confirmed to serve as a Member in their individual capacity;
- (j) “**Member**” or “**Membership**” means a member as defined in **Section 3**.

- (k) “**Officer**” means a person duly elected or appointed by the Board to serve as Chair, Vice-chair, Treasurer, Secretary, or Past Chair of the Board;
- (l) “**Organizational Member**” means those not-for-profit organizations with their primary office located within Greater Edmonton Area, who apply and become confirmed members of the Society. Each organizational member will be represented by an individual designated to serve as a Member on behalf of the organization they represent;
- (m) “**Society**” means Edmonton Heritage Council Society;
- (n) “**Special Meeting**” or “**SGM**” means a special general meeting of the Membership of the Society called pursuant to clause 8.02;(g) “**Special Resolution**” means a resolution:
  - a. passed:
    - i. at a Special, or Annual meeting of the Society of which not less than twenty-one (21) Clear Days’ notice specifying the intention to propose the resolution has been duly given; and
    - ii. by vote of not less than seventy-five percent (75%) of voting members present;
  - b. proposed and passed as a special resolution at a Special, or Annual meeting of which less than twenty-one (21) Clear Days’ notice has been given, if all the members entitled to attend and vote at the Annual or Special Meeting so agree; or
  - b. consented to in writing by all the members, including Directors, who would have been entitled at a Special or Annual Meeting to vote on the resolution.

## 1.02 Interpretation

Save as aforesaid, all terms contained in the Bylaws of the Society which are defined in the Act or regulations shall have the meaning given to such terms in the Act or regulations. Words importing the singular number include the plural and the converse shall also apply. Words importing gender include the masculine, feminine, and non-binary genders. Words importing a person include a body corporate.

## 1.03 Headings

The headings preceding the clauses of the Bylaws have been inserted for convenience of reference only and shall not be considered or taken into account to constrain the terms or provisions of the Bylaws, nor deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

# **SECTION 2 – MEMBERSHIP ELIGIBILITY AND MEMBERSHIP PARAMETERS**

## 2.01 Membership Types

Members will consist of Individual Members and Organizational Members.

## 2.02 Member Compliance

Members must:

- (a) support and agree with the objectives of the Society, as stated in the *Objects of the Society*;
- (b) be a resident of or have their permanent office within the Greater Edmonton Area
- (c) provide payment of any Membership fee(s) which may become due;
- (d) be confirmed by the Board of Directors;
- (e) purchase their membership prior to an AGM or SGM to be eligible to vote at the said Annual Meeting or Special Meeting;

## 2.03 Membership Privileges

Members shall be:

- (a) entitled to one vote at all Annual Meetings or Special Meetings

## 2.04 Membership Fees and Categories

- (a) Membership may be purchased at any time and will expire the day after the next AGM at which the Member is eligible to vote;

- (b) Membership fees shall be determined by the Board. The Board, in its absolute discretion, may waive the fees for any Member.

2.05 Withdrawal from Membership

Any Member wishing to withdraw from Membership may do so upon giving notice in writing to the Society through its secretary.

2.06 Revocation

- (a) Membership may be revoked at any time for any reasonable cause upon approval, by resolution, of three-quarters (3/4) of all the Directors
- (b) If any Member should become an employee of the Society, their Membership will terminate automatically upon their first day of employment. This does not apply to Members who may be under short term contract.

2.07 Member Liability

No Member is, in his individual capacity, liable for any debt or liability of the Society.

## SECTION 3 – BOARD OF DIRECTORS

### 3.01 Board of Directors

- (a) The affairs of the Society shall be governed by a Board of up to twenty (20) Directors. The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not, by the Bylaws of the Society or by law, expressly directed or required to be done by the Society.
- (b) Individual Members are eligible to be elected to the Board of Directors.
- (c) Individuals representing Organizational Members are not eligible to serve as Directors unless they are also Individual Members.

### 3.02 Election of Directors

- (a) The Members, at every Annual Meeting, shall fill the vacated offices by electing a like number of person, or such greater or lesser number of persons as may previously at such meeting or at any other meeting been determined as the number of directors to be elected by resolution of the members, to be directors.
- (b) If, at any Annual Meeting a which an election of Directors ought to take place, no such election takes place, the retiring Directors shall continue in office until the Annual Meeting the next year and so on, from year to year, until their places are filled, unless it shall be determined at such meeting to reduce the number of Directors.
- (c) The Members may from time to time determine, increase, or reduce the number of Directors by ordinary resolution and may determine or alter their qualifications, whether previous notice thereof has been given or not.
- (d) Any casual vacancy occurring among the Directors may be filled by the Directors, but any person so chosen shall retain his office only so long as the vacating Director would have retained the same if no vacancy had occurred.

### Advisors

~~The City of Edmonton may appoint up to three advisors to advise the Society with respect to the city's vision, goals and strategies in relation to the Society's heritage programs and activities.~~

### 3.03 Term

The Directors elected by voting Members shall serve as Directors for a term of three (3) years unless they are removed pursuant to **clause 3.04**. A Director may serve for a maximum of two (2) consecutive terms. The Director vacating the position of Chair may serve one subsequent term as Past Chair and, if necessary, their second three-year (3-year) term as Director shall be extended one (1) additional year to a maximum of four(4)

years to allow them to do so. A year shall be the period of time from one AGM to the AGM in the following calendar year.

### 3.04 Removal of Directors

The office of a Director shall be automatically vacated:

- (a) if the Director shall resign the office by delivering a written resignation to the Society;
- (b) if the Director resorts to or seeks the protection of any statute relating to bankruptcy or insolvency or compounds with its creditors;
- (c) if, at a properly constituted Annual Meeting or Special Meeting of the Members of the Society, a resolution, removing a Director from office, is passed by at least seventy-five percent (75%) of voting Members present;
- (d) on the death of a Director; or if a Director should be found to lack capacity to carry out their role; or
- (e) if the Director shall miss three consecutive meetings of the Board.

### 3.05 Vacancies

Any vacancy occurring among the directors may be filled by the Directors, but any persons chosen shall retain their office only so long as the vacating Director would have retained the same if no vacancy had occurred.

### 3.06 Remuneration and Expenses

The Directors and Officers shall serve without remuneration and shall not directly or indirectly receive any profit from the position as a Director. A Director may be paid reasonable expenses incurred by the Director in the performance of a Director's duties. ~~Any Director who is engaged in or is a member of a firm engaged in any business or profession shall not be retained by the Society to provide services to the Society without the approval by resolution of two-thirds of the Directors present at a properly constituted Board meeting. The said resolution shall specify the term and conditions of the engagement. Nothing contained in this section shall be construed to preclude any employee of the Society from serving the Society as an officer and receiving compensation for their employment with the Society.~~

### 3.07 No Liability

No Director or officer of the Society is liable for the acts, receipts, neglects or defaults, or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested or contributed, or for any loss or damage arising from the bankruptcy or insolvency or tortuous act of any person with whom any monies, securities, or effects of the Society shall be deposited, nor for any loss occasioned by

an error of judgment or oversight on the Director's part, nor for any other loss, damage, nor misfortune whatever which may happen in the execution of the duties of the Director's office nor undertaking or in relation thereto, unless the same happened through the Director's own dishonesty or willful neglect.

3.08 Indemnity by the Society

Subject to such limitations as may be imposed by law, every Director and officer of the Society and the Director's heirs, executors, administrators, and other legal personal representatives shall be indemnified by the Society against, and the Board shall pay out of funds of the Society, any liability and all costs, charges, and expenses that such Director or Officer shall sustain or incur in respect of any action, suit, or proceedings that is proposed or commenced against the Director by reason of any act or thing done or permitted by the Director by reason of the execution of the Director's office or undertaking, if:

- (a) the Director acted honestly and in good faith with a view to the best interests of the Society;
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that the conduct was lawful; and
- (c) the Director acted without dishonesty and without willful neglect.



3.09 Meetings

Meetings of the Board shall be held at such time and on such days as the Chair of the Society, or failing that, the Secretary of the Society may determine.

3.10 Notice of Meetings

Meetings of the Board shall be called by providing ten days' notice in writing mailed to each Director prior to the meeting or by providing three days' notice given by email, facsimile, telephone, or any similar means of communication prior to the meeting.

3.11 Quorum

No less than fifty percent of the Directors elected and appointed shall constitute a quorum for the transaction of business at any meeting of the Board. Quorum shall apply to all regular and special meetings of the Board.

3.12 Voting

All Directors and Officers of the Board, including the Chair, shall have a vote at all meetings of the Board. Questions arising at any meeting of the Board shall be decided by a majority of votes cast at that meeting. In the case of an equality of votes, the chair of the meeting shall not have a casting vote and the question in such case shall be considered lost.

3.13 Resolution in Writing

A resolution in writing signed by all the Directors personally, or confirmed by email, facsimile, or other similar method of communication from all Directors in accordance with the policies of the Society, shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

3.14 Meeting by Telephone

Directors may participate in a meeting of the Board or its committees by means of telephone or other communication facilities which permit all persons participating in the meeting to hear each other, and, the Directors participating by those means are deemed to be present at the meeting.

3.15 Conflict of Interest

The Directors may establish, by resolution, policies designed to address real or perceived conflicts between the interests of the Society and the interests of the Directors, Officers, Members, and employees of the Society.

3.16 Committees

The Board may exercise certain of its powers by and through such committees as it may appoint from time to time. A person is not required to be a member nor a director of the Society to be eligible to be appointed to any of the committees, but each committee shall include at least one director.

Up to three non-voting advisors may be appointed by the City of Edmonton to advise the Board and Society.

In particular, in order to carry out its work, the Board of Directors shall have:

- (a) The power and responsibility to create or terminate commissions or committees, task forces and working groups;
- (b) To establish their terms of reference, operating policies, and duties
- (c) Determine their memberships, chair, frequency of meetings and involvement of members and appointed consultants.

## **SECTION 4 – OFFICERS**

### 4.01 Officers

The Board, by resolution, may appoint Directors to serve as Officers, or remove any Officer of the Board, as the Board may consider advisable including the following, for a term and with responsibilities as set out in the said resolution:

- (a) Chair: The Chair shall preside at all meetings of the Society and the Board;
- (b) Vice-Chair: In the absence of the Chair, the Vice-Chair shall preside at all meetings of the Society and the Board;
- (c) Secretary/Treasurer or one of each of Secretary and Treasurer: The Secretary shall ensure that accurate minutes of meetings of the Society and the Board are kept and maintained. The Treasurer shall be responsible for all monies of the Society and shall ensure that books are kept accordingly.
  - a. The Secretary/Treasurer shall have custody and charge of the seal of the Society, which seal, whenever used shall be authenticated by the signature of the Secretary/Treasurer and the Chair, or in the case of the death or inability of the Chair to act, by the Vice-Chair.
  - b. The Treasurer or the Secretary/Treasurer shall ensure that there is prepared for submission to the AGM, duly audited financial statements of the last completed fiscal year for the Society.
- (e) Past Chair: The Past Chair shall assist the Chair as required.

## **SECTION 5 – EXECUTION OF INSTRUMENTS**

5.01 Signing Authority

The Board may, from time to time, designate by resolution the manner in which and the person or persons by whom any and all documents, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be executed on behalf of the Society by any two officers or any two Directors or by one officer and one Director, together. All instruments so executed shall be binding upon the Society without further authorization or formality.

5.02 Cheques, Drafts, and Notes

All cheques, drafts, or orders for the payment of money and all notes, acceptances, and bills of exchange shall be signed in such manner and by such Directors of the Society or other persons or any combination of the foregoing as the Board may, from time to time, designate by resolution.

5.03 Seal of the Society

The Seal the Society shall be kept at the offices of the Society and it will be used in accordance with the Board's resolution for the execution of particular instruments and documents, pursuant to clause 4.01 (c) a..

**SECTION 6 – RECORDS, FISCAL YEAR, ANNUAL REPORT**

6.01 Books and Records

The Board shall see that all necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law are regularly and properly kept and shall, at all reasonable times during regular business hours, be open to inspection by the Members.

6.02 Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Society shall terminate on the 31<sup>st</sup> day of December in each year.

6.03 Annual Report

Unless otherwise determined by the Board, the Society shall prepare and, on or about one hundred eighty (180) days after the end of each fiscal year, submit to the Membership an annual report, which shall include the audited financial statements and any other statements and reports that the Board may require.

**SECTION 7 – MEMBERSHIP MEETING**

7.01 Annual Meetings of the Society

Annually, the Society shall hold an Annual Meeting of the Society. At the Annual Meeting the Members shall elect the Board of Directors.

7.02 Special Meetings of the Society

Upon the written request setting forth the reasons for calling such meetings signed by fifty percent (50%) of the Directors or at least twenty percent (20%) of the Members, the Chair shall call a Special Meeting of the Society within fifteen (15) days of the request.

7.03 Notice of Meetings

The Annual Meeting or the Special Meeting shall be called by providing ten (10) days' notice in writing to the last known address of each Member prior to the meeting or by providing three (3) days' notice given by email, telephone or any other similar means of communication prior to the meeting.

7.04 Quorum

Twenty percent (20%) of voting Members as recorded in the records of the Society, shall constitute a quorum for any meeting of Members.

7.05 Voting

Each voting Member shall have the right to vote at any meeting of the Society.

7.06 Rules of Procedure

The Members may establish by resolution the rules of procedure to be followed at all meetings of the Members. Without limiting the foregoing, the Members may, by resolution, direct that votes be taken by secret ballot.

**SECTION 8 – BORROWING POWERS**

8.01 Powers of Society

Subject to the requirements of the Act, without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time:

- (a) to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings, and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they may deem advisable;
- (b) to invest all or any of its funds or moneys and all or any fund or moneys vested in or acquired by it for the uses and purposes of carrying out the objects of the Society, in and upon any security, equity, bond, debenture or other investment instrument whatsoever and, for the purposes of such investment, the Directors may take, receive and accept mortgages of whatever rank of priority as may be determined by the Directors or other security, if any, or assignments thereof, whether made and execute directly to the Society or to any corporation, body, company, or person in trust of it, and the Directors may sell, grant, assign and transfer such mortgages or other security or assignments either wholly or partly, provided however, that no debentures shall be issued without the sanction of a special resolution of the Members.
- (c) To employ counsel, solicitors, accountants and agents and to employ persons in any business, profession or trade, to transact any business or trade or professional duty or to do any act in relation to the Society, including the execution of documents and the receipt and payment of money; and
- (d) to obtain the opinion, advice or information of any lawyer, financial advisor, valuator, surveyor, broker, auctioneer, or other experts and professional persons, and, in their discretion, to act on such opinion, advice or information but the Directors shall not be responsible for any loss, depreciation or damage occasioned by acting or not acting in accordance therewith.(e) For the purposes of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

## **SECTION 9 – AUDIT**

### **9.01 Audit Annually**

The books, accounts, and records of the Society shall be audited at least once each year by a duly qualified accountant or by two (2) Members of the Society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the accounts for the previous year shall be submitted by such Auditor at the Annual Meeting of the Society.



## **SECTION 10 – AMENDMENT TO THE BYLAWS**

### 10.01 Method of Amendment

These Bylaws may be amended, altered, added to, or rescinded by Special Resolution of the Society. Such changes to the Bylaws are not effective until such time as the changes have been accepted and registered by the Registrar under the Societies Act.

## **SECTION 11 – DISTRIBUTION OF PROPERTY UPON WINDING UP OR DISSOLUTION OF THE SOCIETY**

### 11.01 Return to Grant Sponsors

All property in the hands of the Society upon winding up or dissolution of the Society that has been placed in its hands by a grant sponsor and has not been disbursed pursuant to the terms of the granting agreement between the Society and the Grant Sponsor shall be returned to the Grant Sponsor or otherwise dealt with in accordance with the agreements between the Society and the Grant Sponsor.

### 11.02 Casino Funds

Any funds remaining in the hands of the Society upon winding up or dissolution of the Society that originated from casino revenue which remain after the payment of all debts, liabilities and other obligations of the Society for which such funds can be used pursuant to the terms of the casino license, shall be delivered to a registered charitable organization determined by the Board and which is acceptable pursuant to the terms of the casino license.

### 11.03 Remaining Funds or Assets

Any remaining funds or assets in the hands of the Society upon winding up or dissolution of the Society after the payment of all debts, liabilities, and other obligations of the Society of any kind shall be delivered to a registered charitable organization as determined by the Board.