

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2022/06/29

The Bylaws are filed as of 2022/06/29

Service Request Number: 37904645

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Business Number:

Legal Entity Name: EDMONTON SOCIAL PLANNING COUNCIL

Legal Entity Status: Active

Fiscal Year End: 12/31

Annual Return

File Year	Date Filed
2022	2022/06/22
2021	2021/06/17
2020	2020/08/10

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000799000013778	1999/07/08
Annual Return Form	10000800000143151	2000/07/17
Audited Financial Statement	10000500000143218	2000/07/17
Annual Return Form	10000301000161972	2001/07/09
Audited Financial Statement	10000101000161973	2001/07/09
Annual Return Form	10000701000343616	2002/07/10
Audited Financial Statement	10000101000343619	2002/07/10
Audited Financial Statement	10000803000021582	2003/06/25
Annual Return Form	10000003000021581	2003/06/25
Notice of Address	10000404000219136	2004/06/10
Annual Return Form	10000004000224012	2004/07/12
Audited Financial Statement	10000804000224013	2004/07/12
Bylaws & Special Resolution	10000504100048398	2005/01/27
Special Resolution	10000205100841921	2005/05/30
Bylaws	10000005100841922	2005/05/30

Annual Return Form	10000105100832875	2005/07/19
Audited Financial Statement	10000905100832876	2005/07/19
Annual Return Form	10000006101806267	2006/06/26
Audited Financial Statement	10000706101806264	2006/06/26
Notice of Address	10000106101890374	2006/09/07
Audited Financial Statement	10000907102702933	2007/06/25
Annual Return Form	10000507102702930	2007/06/25
Notice of Address	10000407104213091	2008/06/23
Audited Financial Statement	10000907103962374	2008/06/25
Annual Return Form	10000507103962371	2008/06/25
Annual Return Form	10000407106280605	2009/06/23
Audited Financial Statement	10000207106280606	2009/06/23
Audited Financial Statement	10000800000587181	2010/07/15
Annual Return Form	10000300000587131	2010/07/15
Audited Financial Statement	10000207110675538	2011/07/08
Annual Return Form	10000407110675537	2011/07/08
Audited Financial Statement	10000407113243908	2012/07/10
Annual Return Form	10000607113243907	2012/07/10
Notice of Address	10000107112964278	2012/09/06
Notice of Address	10000607112966982	2012/10/29
Bylaws & Special Resolution	10000607116103512	2013/06/07
Annual Return Form	10000907116106104	2013/06/21
Audited Financial Statement	10000207116106107	2013/06/21
Bylaws & Special Resolution	10000007119206591	2014/06/19
Annual Return Form	10000907119198841	2014/07/10
Audited Financial Statement	10000707119198842	2014/07/10
Special Resolution/Objects	10000207119206651	2014/07/18
Bylaws & Special Resolution	10000907124447553	2015/06/03
Audited Financial Statement	10000107121834126	2015/07/31
Annual Return Form	10000307121834125	2015/07/31
Annual Return Form	10000307123024307	2016/06/24
Audited Financial Statement	10000107123024308	2016/06/24
Audited Financial Statement	10000607128675052	2017/10/25
Annual Return Form	10000807128675051	2017/10/25
Annual Return Form	10000107130259993	2018/06/21
Audited Financial Statement	10000907130259994	2018/06/21
Notice of Address	10000307130259992	2018/06/21
Audited Financial Statement	10000607130227886	2019/06/21
Annual Return Form	10000807130227885	2019/06/21

Financial Statement	10000207135516208	2020/08/10
Return Form	10000407135516207	2020/08/10
Return/Financial Statement	10000807134530811	2021/06/17
al Return/Financial Statement	10000407135402871	2022/06/22
aws & Special Resolution	10000907135380800	2022/06/29

Registration Authorized By: SUSAN MORRISSEY
EXECUTIVE DIRECTOR

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.



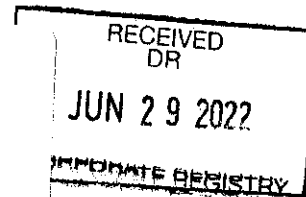
Suite 200, 10544-106 Street Edmonton, AB T5H 2X6
Phone: 780-423-2031 Fax: 780-425-6244
info@edmontonsocialplanning.ca

June 27, 2022

Service Canada
Registries
P.O. Box 1007 Stn. Main
Edmonton, AB T5J 4W6



10000907135380800



Dear Service Canada:

Reference: **Changing By-laws**

I hereby certify that the following special resolution was passed at a meeting of the members of the Edmonton Social Planning Council on May 31, 2022.

The by-laws were changed as follows:

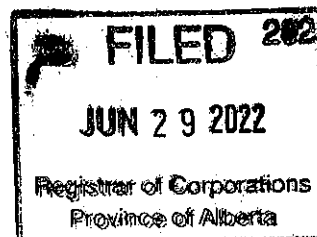
- The existing by-laws are repealed, they are to be replaced by the attached by-laws

Regards,

A handwritten signature in cursive script, appearing to read "Susan Morrissey".

Susan Morrissey, BA. Rec. Admin.
Executive Director, Edmonton Social Planning Council

Attachment(s): Updated By-Laws



RECEIVED
DR

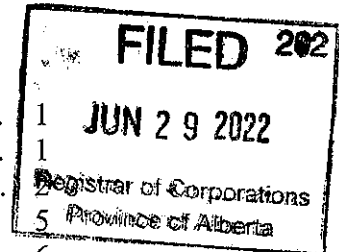
JUN 29 2022

BRITISH COLUMBIA REGISTRY

2022 Edmonton Social Planning Council Bylaws For Member Approval – May 31, 2022

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Preamble

- a. The name of the society is the Edmonton Social Planning Council. In these Bylaws, the Edmonton Social Planning Council will be referred to as “the Council”.
- b. The Council is a non-profit society, incorporated under the *Societies Act*, R.S.A. 2002, Chapter S-14 as amended. It:
 - operates under the applicable laws of the Province of Alberta; and
 - is a registered charity under the *Income Tax Act*, R.S.C., 1985, c. 1 (5th Supp.).
- c. The Bylaws regulate the Council’s affairs and how it conducts its business.

Article 1: Definitions and Interpretations

- 1.1 The definitions contained in the *Societies Act*, R.S.A. 2000, Chapter S-14, as amended from time to time, apply to these Bylaws.
- 1.2 If the *Societies Act* does not contain definitions for the following terms, they have these meanings in the Bylaws:
 - 1.2.1 “Act” means the *Societies Act*, R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it;

- 1.2.2 "Amended" means rescinded, altered, or added to;
- 1.2.3 "Board" means the Board of Directors of the Council;
- 1.2.4. "Board Resolution" means:
- 1.2.4.1. A resolution passed at a meeting of the Board by a simple majority of votes cast by those Directors who are present and entitled to vote at such meeting; or
 - 1.2.4.2. A resolution that has been given to all Directors and consented to in writing by all the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- 1.2.5. "Books and records" mean:
- 1.2.5.1. the minute books containing the official records of the business conducted at the meetings of the Council and the meetings of the Directors; and
 - 1.2.5.2. the financial and official records of the Council, including membership lists.
- 1.2.6. "Bylaws" means the bylaws of the Society, as approved by the Registrar under the *Act*;
- 1.2.7. "Director" means a current member of the Board, whether elected or appointed;
- 1.2.8. "Employees" means persons employed by the Council as management or staff, whether employed permanently, temporarily, casually or on contract.
- 1.2.9. "Majority vote" means 50% plus one (1) of those present and voting on a particular item;
- 1.2.10. "Member" means a person belonging to any of the membership categories and who is in good standing, as outlined in Article 2;
- 1.2.11. "Membership Fee" means the annual fee and other payments which each Member must pay;
- 1.2.12. "Objects" refers to the objects set out in the Council's Articles of Incorporation as amended from time to time;
- 1.2.13. "Registered Office" means the Council's office in the City of Edmonton, in the Province of Alberta, as decided by the Board of Directors;
- 1.2.14. "Special Meeting" means a meeting that is called for a specific purpose other than:
- 1.2.14.1. the Annual General Meeting; and
 - 1.2.14.2. regularly scheduled Board Meetings.

1.2.15. "Special Resolution" means a Special Resolution as set out in the *Act*; and

1.2.16. "Voting Member" means a person entitled to vote at meetings of the Council.

1.3. In these By-laws,

1.3.1. the singular shall include the plural and the plural, the singular; and

1.3.2. "person" shall include firms, partnerships, corporations, organizations, and societies.

1.4. When any statute or section of a statute is referenced in these Bylaws, the reference is considered to extend and apply to any amendment to the statute or section of the statute.

1.5. Headings, captions, and section numbers in these By-laws are inserted only as a matter of convenience and in no way define, limit, or describe the scope or intent of these By-laws.

1.6. Unless stated otherwise in these By-laws or the *Act*, any notice to be given under these By-laws must be for at least 21 days, in writing, and either:

- delivered personally;
- emailed; or
- sent by mail

to the person's last physical or email address, as appropriate, contained in the Council's records.

1.7. Any notice which is delivered personally or emailed is considered to have been given or received on the day it was so delivered or emailed.

1.8. Any notice which is mailed is considered to have been given or received:

- 1.8.1. on the third day following the day on which it was mailed; or
- 1.8.2. on the fifth business day after the date normal postal service is restored, if mailed when there is an interruption or anticipated interruption of mail service.

Article 2: Membership

Membership categories

2.1 There are three categories of Council membership:

- 2.1.1. individual;
- 2.1.2. organizational; and
- 2.1.3. associate.

2.2. The Board may establish sub-categories within a membership category.

2.3. A "member in good standing" means a member who has

- 2.3.1 fully paid a membership fee currently due for their membership category or sub-category;
- 2.3.2 been a member for at least three months;

- 2.3.3 not had their membership terminated by the Board;
- 2.3.4 not withdrawn from membership; and
- 2.3.5 in the case of an organizational member, complied with Council policy with respect to designating a representative and alternate who can exercise the organization's right to vote.

2.4. Individual members, in good standing, have the right to one vote at all Council meetings, and are eligible to serve on the Board of Directors.

2.5. Organizational members, in good standing, have the right to one vote at all Council meetings but are not eligible to serve on the Board of Directors.

2.6. Organizational members shall designate, annually and in accordance with Council policy, a representative and an alternate who can exercise the organization's right to vote.

2.7. Associate members do not have the right to vote and are not eligible to serve on the Board of Directors.

2.8 The Board may decide upon:

- 2.8.1. the criteria to define each membership category and any sub-categories within it;
- 2.8.2. further rights, benefits, and duties for each membership category and sub-category, so long as they do not conflict with what is in these Bylaws; and
- 2.8.3. the fees payable for, and within, each membership category and subcategory, including whether to have more than one fee type within any category or sub-category.

Becoming a member

2.9. An applicant for membership becomes a member of the Council when:

- 2.9.1. they have submitted a membership application for a specific membership category or sub-category;
- 2.9.2. they have paid the appropriate membership fee; and
- 2.9.3. the Council has determined they meet the criteria for a specific membership category or sub-category.

Termination of Membership

2.10. The Board may decide on:

- 2.10.1. the items which should be considered when making a decision or hearing an appeal on whether to terminate a membership; and
- 2.10.2. the process for such an appeal.

2.11. The Board may, by Special Resolution at a Special Board Meeting called for that purpose, terminate a Member's membership if the Member, in the opinion of the Board,

- 2.11.1. did not comply with the Council's Bylaws; or
- 2.11.2. did not fulfill the duties of a member in their membership category, as set out in the Council's Membership Policy.

- 2.12. To terminate membership, the member must have
- 2.12.1. received notice of the Special Board Meeting, including the reasons why termination is being considered; and
 - 2.12.2. been given a reasonable opportunity to appear at the meeting and respond.
- 2.13. As soon as possible, the Board will advise the member, which is the subject of the termination resolution, of their decision.
- 2.14. Where a membership has been terminated by the Board, the terminated member may appeal their termination to a Special Meeting of Council by giving a notice in writing to the Board, within 30 days of the Board's advising that member of its decision.
- 2.15. The Council shall hold the Special Meeting within 60 days of receiving the notice of appeal.
- 2.16. The Council's decision on termination of membership is final.

Withdrawal of membership

- 2.17. A member shall be considered to have voluntarily withdrawn from membership where:
- 2.17.1. the Member gives a written statement, to the Board, requesting their membership be withdrawn; or
 - 2.17.2. a membership is not renewed by payment of dues at the end of three months after the annual renewal date.

Article 3: Meetings of the Council

Meeting by Electronic Means

- 3.1. The Board may decide that a Council meeting will be held partially or entirely by electronic means.
- 3.2. A person is entitled to attend a meeting of the Council by electronic means only where the Board has decided that that Council meeting will be held, partially or entirely, by electronic means.

Annual General Meeting

- 3.3. The Council's Annual General Meeting will be held no later than May 31st of each year.
- 3.4. The Annual General Meeting agenda will include:
- 3.4.1. reviewing the Council's Annual Report, including the audited financial statements and such other reports as the Board may require;
 - 3.4.2. appointing the auditors;
 - 3.4.3. the election of the Board;
 - 3.4.4. other items specified in the meeting notice; and

3.4.5. other specific motions of which Members have given notice before the meeting.

Special Meetings

3.5. Special Meetings of the Council may be called at any time, by:

3.5.1 resolution of the Board; or

3.5.2. a written request, from at least twenty percent (20%) of Voting Members in good standing, stating the reason for the Special Meeting and the motion intended to be given.

3.6. The notice of the Special Meeting will set out the item(s) to be considered at the Special Meeting.

3.7. Only the item(s) listed in the notice will be considered at the Special Meeting.

Conduct of Council Meetings

3.8. A quorum at any Council Meeting will be twenty percent (20%) of Voting Members in good standing.

3.9. Where both the Chair and the Vice-Chair are absent at any meeting of the Council, the Directors present at the meeting may elect a Director to preside over the meeting.

Voting at Council Meetings

3.10. Only Voting Members in good standing will have the right to vote at a Council Meeting.

3.11. Voting will be by:

3.11.1. a show of hands or by ballot if requested by at least five (5) Voting Members, where the meeting is held in person; and

3.11.2. electronic means, where the meeting is held, partially or entirely, by electronic means.

3.12. Except where a Special Resolution is required under the *Act* or in these Bylaws, a majority of votes of the Voting Members present at a Council Meeting will decide any question coming before the meeting.

3.13. Voting by proxy is not permitted at any Council meeting, except where permitted by the *Act*.

Article 4: Board of Directors

Governance and Management of the Council

4.1. The Board is a policy governance board which governs and manages the affairs of the Council.

4.2. The Board may hire an Executive Director to carry out management functions, under the direction and supervision of the Board.

Powers and Duties of the Board

4.3. The powers and duties of the Board include:

- 4.3.1. promoting the Council's objects and setting the Council's long-term direction;
- 4.3.2. establishing policies to govern the management, programs, and services of the Council;
- 4.3.3. establishing such Committees of the Board as it feels appropriate to undertake its duties;
- 4.3.4. recruiting, hiring, and overseeing the performance of the Executive Director;
- 4.3.5. promoting membership in the Council;
- 4.3.6. maintaining and protecting the Council's assets and property;
- 4.3.7. approving an annual Council budget;
- 4.3.8. without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the Executive Director where such delegation would not conflict with the *Act*.

Directors

4.4. The Board shall consist of eight (8) to twelve (12) Directors.

4.5. Only Members in good standing can be elected or appointed to the Board as Directors.

4.6. If the number of Directors falls below the minimum number of eight, the remaining Directors shall act as the Board, until the vacancies are filled.

4.7. The Board may appoint a Member to fill any vacancy on the Board.

4.8. A Director appointed by the Board to fill a vacancy,

- 4.8.1. shall serve only until the next Annual General Meeting; and
- 4.8.2. such service shall not be considered a term of office.

Term of Office

4.9. Directors shall be elected to a two-year term of office.

4.10. Directors are eligible to serve a maximum of three consecutive terms of office.

4.11. A Director, who has served three consecutive terms of office, shall remain off the Board for one year before being eligible for re-election or appointment.

Resignation or Removal of Director

4.12. A Director may resign from the Board by giving written notice to the Board.

4.13. A Director's resignation takes effect at the time:

- 4.13.1. specified in the notice; or
- 4.13.2. if not specified, when the notice is accepted by the Chair of the Board.

4.14. The Board may remove from the Board any Director, including any Officer, by Special Resolution at a Special Meeting of the Board called expressly for that purpose.

4.15. A notice of a Special Meeting to remove a Director from the Board shall:

4.15.1. be given to all Directors; and

4.15.2. include the date, time, location, and purpose of the meeting.

Electronic Board Meetings

4.18. The Board may decide that a Board meeting will be held partially or entirely by electronic means.

4.19. A Director, or any other person who is entitled to attend, may attend a meeting of the Board by electronic means, where the Board has decided that that Council meeting will be held partially or entirely by electronic means.

Conduct of Board Meetings

4.21. The Board shall meet at least six (6) times a year.

4.22. The Board shall set the date and place of a Board meeting.

4.23. Quorum for a Board meeting is 40% of the Directors currently elected or appointed.

4.24. Except where the *Act* or these Bylaws say otherwise, the Board shall make its decisions by a majority vote of the Directors present at any Board meeting.

4.25. Where both the Chair and the Vice-Chair are absent at any meeting of the Board, the Directors present at the meeting may select a Director to preside over the meeting.

4.26. Board meetings shall be open to all Members.

4.27. Members wanting to attend a Board meeting:

4.27.1. must give reasonable notice of their intent to attend;

4.27.2. are not eligible to vote; and

4.27.3. are not eligible to speak to any item in the agenda unless invited to speak by the Board at the meeting.

4.28. Special Meetings of the Board may be called, with seven (7) days written notice to all Board Members:

4.28.1. by the Chair or,

4.28.2. at the written request of 40% of Directors, made to the Chair.

4.29. Seven (7) days written notice of a Special Meeting of the Board must be given to all Directors.

Article 5: Officers

5.1. The officers of the Council shall be:

- 5.1.1. Chair;
- 5.1.2. Vice-Chair; and
- 5.1.3. Treasurer/Secretary.

5.2. The Board shall meet as soon as practicable, following the Council's Annual General Meeting, to elect the officers of the Council.

5.3. Officers of the Council shall be elected by the Board for a term of two (2) years, with no more than a total of four (4) years in the same Officer position.

5.4. No person, other than a Director, shall be eligible to be elected as an Officer.

Officers' Responsibilities and Duties

5.5. The Chair:

- 5.5.1. is responsible for the overall direction and work of the Board;
- 5.5.2. is an ex-officio member of all Committees, except the Nominating Committee;
- 5.5.3. when present, chairs all meetings of the Council, the Board, and the Executive Committee;
- 5.5.4. acts as the spokesperson for the Council; and
- 5.5.5. performs other duties contained in the Chair's job description or delegated by the Board from time to time.

5.6. The Vice-Chair:

- 5.6.1. performs the Chair's duties where the Chair is unable to perform them, or there is otherwise a vacancy in the position of Chair;
- 5.6.2. replaces the Chair at various functions when asked to do so by the Chair or the Board; and
- 5.6.4. performs other duties contained in the Vice-Chair's job description or delegated by the Board from time to time.

5.7. The Treasurer/Secretary:

- 5.7.1. reviews the Council's financial statements and reports;
- 5.7.2. presents the Council's financial reports to the Board and to the Annual General Meeting;
- 5.7.3. ensures the auditor has been advised of
 - 5.7.3.1. changes in the Directors,
 - 5.7.3.2. amendments in the Bylaws and other incorporating documents, and
 - 5.7.3.3. any other certificates, documents, returns or other instruments necessary to maintain the status of the Council as a registered society; and

5.7.4. performs other duties contained in the Treasurer/Secretary's description or delegated by the Board from time to time.

Resignation and Removal of Officers

5.8. An Officer may resign from office by giving written notice to the Board.

5.9. An Officer's resignation takes effect at the time:

5.9.1. specified in the notice; or

5.9.2. if not specified, when the notice is accepted by the Chair of the Board.

5.10. The Board, at a regular Board meeting, may remove any Officer from office for any cause that the Board finds reasonable.

5.11. Where the position of any Officer is vacant due to the resignation or removal of that Officer, the Directors may elect a Director to that position for the unexpired term of the Officer who resigned or was removed.

Article 6: Committees

6.1. The Board shall have the following standing committees:

6.1.1. Executive;

6.1.2. Finance;

6.1.3. Governance;

6.1.4. Membership; and

6.1.5. Personnel.

6.2. In addition to the Committees listed in Article 6.1, the Board may set up such other standing or temporary committees, as it considers necessary or appropriate.

Executive Committee

6.3. An Executive Committee of the Board is established consisting of:

6.3.1. the Chair of the Board;

6.3.2. the Chairs of the Standing Committees listed in Articles 6.1.2. to 6.1.5.; and

6.3.3. should the Board wish, a director-at-large.

6.4. The Executive Committee shall:

6.4.1. co-ordinate the work of the Board's Committees;

6.4.2. plan agendas for Board meetings;

6.4.3. act as a temporary Executive Director Review Committee;

6.4.4. carry out emergency and unusual business between Board meetings;

6.4.5. report to the Board on actions taken between Board meetings; and

6.4.6. perform such other duties as contained in its Terms of Reference or delegated to it by the Board.

Terms of Reference

6.5. The Board shall set Terms of Reference for the Executive Committee, which shall include:

- 6.5.1. the duties set out in Article 6.2 above; and
- 6.5.2. such other duties as the Board sees fit.

6.6. The Board will set Terms of Reference for each Standing and Temporary committee, which will include:

- 6.6.1. purpose, role, and duties of the Committee;
- 6.6.2. committee membership and chair;
- 6.6.3. frequency and conduct of meetings;
- 6.6.4. decision-making and reporting to Board;
- 6.6.5. use of resources;
- 6.6.6. if the Committee is temporary, the term of the Committee; and
- 6.6.7. other duties as assigned.

6.7. The Board may revise or rescind Terms of Reference at any time, on its own or on the recommendation of the Committee.

Committee members

6.8. Except where these Bylaws state otherwise, the Board will appoint the members of a Committee.

6.9. Except where these Bylaws state otherwise, the Board may appoint Directors and Members of the Council to a committee, provided that

- 6.9.1. at least one Director is appointed to each Committee; and
- 6.9.2. a Director chairs each Committee.

6.10. Quorum for a committee meeting is 40% of that committee's current members.

Article 7: Finances and Accounts

7.1. The Board may, from time to time, require that Employees, Directors, Members, and/or Volunteers who handle funds or property of the Council be bonded in such amounts as set by the Board. The Council will pay for the cost of bonding.

7.2. Council funds and property will:

- 7.2.1. be used only for the benefit of the Council and to promote its objectives; and
- 7.2.2. not be used for the personal gain or profit of any Director, Employee or Member.

7.3. No Director or Officer shall receive payment for acting in those roles, except for reimbursement of out-of-pocket expenses as authorized by Board policy.

7.4 The Council's fiscal year shall be the calendar year and shall end on December 31st of each year.

Fiscal Audit

7.5. The books and accounts of the Council shall be audited yearly.

7.6. At the Council's Annual General Meeting, one or more chartered accountants will be appointed to perform the audit.

7.7. An audited statement of accounts will be presented at every Annual General Meeting.

7.8. Each Member, upon request, will be entitled to receive a copy of the audited statement of accounts.

Article 8: Cheques and Contracts of the Council

8.1. The Board shall designate the persons with the authority to sign cheques drawn on the monies of the Council, including:

- 8.1.1. the Chair;
- 8.1.2. the Executive Director; and
- 8.1.3. at least two (2) other Directors.

8.2. Signatures from two persons designated with the authority to sign cheques are required on all cheques.

8.3. The Board shall designate:

- 8.3.1. the persons who will approve contracts and investments made by the Council;
- 8.3.2. the persons with the authority to sign contracts and investment authorizations; and
- 8.3.3. the number of signatures required for signing contracts and investment authorizations.

8.4. The Seal of the Council:

- 8.4.1. shall be kept at the Council's offices in the charge of the Treasurer/Secretary; and
- 8.4.2. will be used only on documents signed by two Officers or the Executive Director and any one Officer.

Article 9: Borrowing Powers

9.1. The Council may borrow or raise funds to meet its objects and operations.

9.2. The Board decides the amounts and ways to raise money, including giving or granting security.

9.3. The Council may issue a debenture only when the debenture has been approved by a Special Resolution of the Council.

Article 10: Indemnity

10.1. The Council indemnifies each Director or Officer against all costs or charges that result from any act done while in their role for Council, except where the costs or charges are the result of any Director's or Officer's acts of fraud, dishonesty, or bad faith.

10.2 No Director or Officer is liable for the acts of any other Director, Officer, or employee.

Article 11: Minutes of Proceedings

11.1. The Council will keep and record all minutes of meetings of the Members, the Board, and the Executive Committee.

11.2. At the Registered Office of the Council, the Council will maintain the original Minute Books, which will contain minutes from all meetings of the Council, the Board, and the Executive Committee.

Article 12: Books and Records

12.1. The Council will keep and file all necessary books and records of the Council as required by the Bylaws, the *Act*, or any other statute or law.

12.1. All books and records related to the operation of the Council shall be kept at the registered office of the Council, under the charge of the Treasurer/Secretary or such other Officer as the Board may designate.

12.2. Unless otherwise permitted by the Board, inspection of the books and records will take place at the registered office of the Council, during normal business hours.

12.3. Subject to the provisions of the *Personal Information Protection Act*, S.A. 2003, C. P-6.5 as amended, every Member shall have access to and the right to inspect all books and records of the Council, at an appointment scheduled for that purpose, except for

12.3.1. the personnel records of an Employee; and

12.3.2. tendering documents and contracts involving third parties.

12.4. Subject to Articles 12.6 and 12.7, and the provisions of the *Personal Information Protection Act*, every Director shall have access to and the right to inspect all books and records of the Council, at an appointment scheduled for that purpose, except for the personnel records of an Employee.

12.5. A Member wishing to inspect the books and records must give reasonable notice in writing to the Treasurer or such other Officer as the Board may designate.

Personnel records

- 12.6. The personnel records of the Executive Director are confidential and available only to:
- 12.6.1. the Chair;
 - 12.6.2. the Directors tasked with conducting the Executive Director's performance review and only during the conduct of their review;
 - 12.6.3. the Directors tasked, by the Board, with other performance-related tasks requiring access to the Executive Director's personnel records and only during the conduct of those tasks; and
 - 12.6.4. the Executive Director.
- 12.7. The personnel records of Employees, other than the Executive Director, are confidential and available only to:
- 12.7.1. the Chair;
 - 12.7.2. the Executive Director;
 - 12.7.3. the Directors tasked, by the Board, with other performance-related tasks requiring access to the Employee's personnel records and only during the conduct of those tasks; and
 - 12.7.3. the Employee to whom the records relate.

Article 13: Amending the Objects and Bylaws

- 13.1 Council's Objects may be altered by a Special Resolution, under the provisions of the *Act*.
- 13.2 Council's Bylaws may be amended by a Special Resolution, under the provisions of the *Act*.
- 13.3 The altered Objects or amended Bylaws take effect when registered by the Registrar, as defined in the *Act*.

Article 14: Distributing Assets after the Council is Dissolved

- 14.1 If the Council is dissolved, any assets remaining after all debts have been paid will be distributed to one or more qualified donee, selected as outlined by the qualified donee guidelines pursuant to the *Income Tax Act*.
- 14.2. If the Council is dissolved, no assets may inure to the benefit of or be distributed to any Council Member, Director, Officer, or Employee.