

BYLAWS FOR MANDLA'S FOUNDATION

BE IT ENACTED as by-laws of the **Mandla's Foundation** are as follows:

General

1.1. Definitions

The following terms, as used in these By-laws, have the following meanings:

- a) "*Act*" means the Societies Act Alberta including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "*Articles*" means the original or restated application to form a society and accompanying incorporation documents or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the society;
- c) "*Society*" means **Mandla's Foundation**;
- d) "*By-laws*" or "by-law" means these by-laws and any other by-laws of the society as amended and which are, from time to time, in force and effect;
- e) "*Board*" means a policy governance board made up of the board of directors of the Society;
- f) "*Director*" means any volunteer elected to or appointed to the board to provide governance on behalf of the society;
- g) "*Annual General Meeting*" (or "*AGM*") means an Annual General Meeting of the Society;
- h) "*Special Meeting*" means a meeting, other than the Annual General Meeting or a regular board meeting that is convened for a specified purpose, upon written request by three directors or one third of the membership;
- i) "*Member*" means an individual member of the society, in good standing, who has paid the annual membership fee, does not hold any outstanding debts to the society and is not suspended;
- j) "*Motion*" means a tool used to introduce business in a meeting, by means of a proposal formally made to the membership;
- k) "*Ordinary resolution*" means a formal expression of opinion or intention (resolution) passed by a majority (for example more than 50%) of the votes cast on that resolution;
- l) "*Special resolution*" means:
 - (i) a resolution passed (a) at a general meeting or special 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 75% of those members who, if entitled to do so, vote in person or by proxy;
 - (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

(iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy;

- m) “*Proxy*” means a written authorization empowering another person to vote or act for the signer, as at a meeting of stockholders.

1.2. Name

The name of the society shall be **Mandla’s Foundation** as per the original or amended articles of incorporation. The society may carry on its activities under or identify itself as “**MF**”.

1.3. Interpretation

- 1.3.1. In the interpretation of these by-laws, words in the singular include the plural and vice- versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
- 1.3.2. Other than as specified in 1.3.1. above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.4. Headquarters

Subject to the Act, the head office of the society shall be situated in Alberta.

1.5. Corporate Seal

The Society may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the society or any other Officer designated by the board shall be the custodian of the corporate seal.

2 Membership

- 2.1. The membership in the Society shall be limited to persons interested in furthering the objects of the society, that share its vision, mission, values, objectives, and goals.
- 2.2. A member shall consist of anyone of the full age of 18 years, whose application for admission as a member has been approved by a resolution passed by a majority of the board of directors at a regular board meeting, or in such other manner as may be determined by the board.

2.3. Categories of members

2.3.1. The society shall have two classes of members, namely, Class A members and Class B members. The board of directors of the society may, by resolution, approve the admission of the members of the society. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

2.3.2. The following conditions of membership shall apply:

a) Class A Members

- i. Class A voting membership shall be available only to individuals of the full age of 18 years, whose application for admission as members has been approved by a resolution passed by a majority of the board of directors of the society at a regular board meeting, or in such other manner as may be determined by the board.
- ii. Each active voting member shall be entitled to receive notice of, attend and vote at all meetings of the members of the society.
- iii. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the society.
- iv. Each Class A voting member shall be entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

b) Class B Members

Class B non-voting membership shall be available only to supporting members and honorary members who have applied and have been accepted for Class B non-voting membership in the society:

i. *Supporting members*

Supporting members shall consist of any individuals and any company, group, agency, institution, association, or society who have applied and have been accepted for Class B non-voting membership in the society.

ii. *Honorary members*

Honorary members shall consist of any individuals acknowledged by the board based on recognition criteria for their contribution, involvement, and support to the society.

2.4. Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the society.

2.5. Membership fee, if any, or any other membership requirements in the society shall be determined, from time to time, by the board of directors by resolution, at a regular board meeting.

- 2.6. Any active voting member of the society in good standing has the right:
- a) to receive notice of 21 days to attend and vote at all meetings of the members of the Society.
 - b) to receive information and electronic newsletters issued by the society.
 - c) to participate in the programs, services, and activities of the society.
 - d) to vote directly or by proxy (if permitted) at an annual or special general meeting of the society.
 - e) to stand as a candidate for the various volunteer positions within the society.

2.7. No rights or privileges of the members are in any way transferable or transmissible and their rights and privileges cease when the member ceases to be so, whether by death or otherwise.

2.8. Membership is renewable each year.

2.9. *Membership Conditions*

- 2.9.1. Membership is acquired:
- a) by making a written request addressed to the board of the society approved by the board ordinary resolution;
 - b) by paying the annual membership fee, if any, as set by the board of directors; and
 - c) by meeting any other requirements set by the board;
- 2.9.2. The board will set, if applicable, the dates of the membership year and determine all the terms and conditions relating to the membership fee.
- 2.9.3. The board of directors keeps a register of members and any person admitted as a member is entered in this register.
- 2.9.4. Any member may withdraw from the society by delivering to the society a written resignation.

3 Members' Meetings

- 3.1.1. The annual or any other general meeting of the members shall be held at the head office of the society or at any place in Alberta as the board of directors may determine and on such day as the said directors shall appoint.
- 3.1.2. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented, and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors shall have power to call, at any time, a general meeting of the members of the society.

3.1.3. Notice

- a) Not less than twenty-one (21) days' written notice of the time and place of a meeting of members shall be given to each voting member entitled to vote at the meeting of any annual or special general meeting of members by the following means:
 - i. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - ii. by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21 before the day on which the meeting is to be held.
- b) Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
- c) Notice of each meeting of members must remind the member if the member has the right to vote by proxy.
- d) Each voting member present at a meeting shall have the right to exercise one vote.
- e) A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the society.

3.1.4. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.

3.1.5. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the society shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the society.

3.1.6. Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the society and such other persons who are entitled or required under any provision of the Act, articles, or by-laws of the society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.1.7. **Chair of the Meeting:** in the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of the voting members present to chair the meeting.

3.1.8. Quorum

- a) A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act shall be 10 members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- b) If during the 60 minutes following the time fixed for the general meeting of the society, the quorum is not reached, this meeting will be adjourned to fifteen days apart, at the same time and at the same place. If again the quorum is not reached within 60 minutes, this meeting will be dissolved if it is an extraordinary general meeting. If it is an annual general meeting, it will take place regardless of the number of active members present.

3.1.9. At any meeting of members every question shall, unless otherwise provided by the articles or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

3.1.10. A member entitled to vote at a meeting of members may vote by mailed-in ballot if the society has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and;
- b) permits the tallied votes to be presented to the society without it being possible for the society to identify how each member voted.

3.1.11. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal date, the members in default shall automatically cease to be members of the society.

3.1.12. Membership of society is lost by:

- a) liquidation or dissolution of the society under the Act;
- b) death of the member;
- c) resignation of the member in writing to the board;
- d) non-payment of the prescribed annual membership fee;
- e) expulsion by the board in accordance with the articles or these bylaws; or
- f) loss of mental capacity.

3.1.13. Upon any termination of membership, the rights of the member, including any rights in the property of the society, automatically cease to exist.

3.1.14. Discipline of members

The board shall have authority to suspend or expel any member from the society for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the society;
- b) carrying out any conduct which may be detrimental to the society as determined by the board in its sole discretion;
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.
- d) In the event that the board determines that a member should be expelled or suspended from membership in the society:
 - i. the board shall provide thirty (30) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.
 - ii. The member may make written submissions to the board in response to the notice received within such thirty (30) day period.
 - iii. In the event that no written submissions are received by the board, the board may proceed to notify the member that the member is suspended or expelled from membership in the society.
 - iv. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further thirty (30) 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.

4 Governance

4.1. Board of Directors

- 4.1.1. The property and business of the Society shall be managed by a board of directors, comprised of a minimum of three (3) directors and a maximum of eleven (11) directors.
- 4.1.2. The number of directors shall be determined by an affirmative vote of at least 75% of the votes cast in favour of the special resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the board of directors.
- 4.1.3. Directors must be individuals, 18 years of age, with power under law to contract.
- 4.1.4. Directors need not be members.
- 4.1.5. Directors shall be elected for a three-year term renewable by the members at an Annual General Meeting of members.
- 4.1.6. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted, and his successor is elected.

- 4.1.7. The directors of the society may administer the affairs of the society in all things and make or cause to be made for the society, in its name, any kind of contract which the society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the society is by its charter or otherwise authorized to exercise and do.
- 4.1.8. The board of directors shall take such steps as they may deem requisite to enable the society to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the society.
- 4.1.9. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
- 4.1.10. The board of directors shall meet at least six (6) times per year. Notice of a meeting shall be given to directors a minimum of seven (7) clear days before the meeting unless all Directors agree to abridge the notice period.
- 4.1.11. Quorum for a meeting of the board of directors shall be three (3) board members.
- 4.1.12. The board of directors may determine the rules of order which shall govern its meetings.
- 4.1.13. Directors may only abstain from casting a vote on a motion if they declare the legitimate conflict of interest that prevents them from voting. In cases where Directors abstain from casting a vote on a motion, their abstinence should be noted by the Secretary. Abstaining Directors count toward quorum for a meeting, but do not count toward the percentage of support for or against a motion.
- 4.1.14. No error or omission in giving notice of any meeting of the board of directors or any adjourned meetings of the board of directors of the society shall invalidate such meeting or make void any proceedings taken thereat, and any director may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.
- 4.1.15. Each director is authorized to exercise one (1) vote.
- 4.1.16. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the by-laws of the society.
- 4.1.17. The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the society but shall be available to the board of directors, each of whom shall receive a copy of such minutes.
- 4.1.18. Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

4.1.19. The office of director shall be automatically vacated:

- a) if at a special general meeting of members, a resolution is passed by 75% of the votes cast in favour of the removal of the director;
- b) if a director has resigned his office by delivering a written resignation to the secretary of the Society;
- c) if he is found by a court to be of unsound mind;
- d) on death;

4.1.20. Provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by simple majority vote, may, by appointment, fill the vacancy with a member of the society.

4.2. Executive Committee

4.2.1. The board of directors of the society shall appoint an Executive Committee from its members.

4.2.2. The Executive Committee of the society will consist of the President, the Vice-President, The Secretary, and the Treasurer.

4.2.3. The President, Vice-President, Secretary, and Treasurer of the society shall be chosen by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting. Should a position become vacant, the Board shall fill it as needed. Unless otherwise vacated, the positions of President, Vice-President, Secretary and Treasurer shall be held until the first Annual General Meeting following appointment of the positions.

4.2.4. The President shall plan and preside over all meetings of the board of directors and all general meetings of the society or shall appoint another person to preside. The President shall also create board meeting agendas, ensure that necessary reports are submitted prior to board meetings, manage reporting to the rest of the society, and manage staff according to board directives.

4.2.5. The Vice-President shall assume the duties of the President in the absence of the President.

4.2.6. The Secretary shall:

- (a) be the custodian of all books, papers, records, correspondence, and documents belonging to the Society;
- (b) keep the original minute books at the Registered Office of the Society. The minute books shall contain resolutions and minutes from all meetings of the Society, the Board, and the Executive Committee. The Board shall ensure that all books and records of the Society as required by these Bylaws, the Societies Act, or any other statute or law are regularly and properly kept.
- (c) ensure that a notice for all meetings of the Board of Directors and any general meeting of the Society is published in accordance with its Bylaws and policies.

- 4.2.7. The Treasurer shall ensure that the books of account of the society are properly kept. The Treasurer shall also be responsible for ensuring that the financial summary is presented regularly to the board and at the Annual General Meeting.
- 4.2.8. The Board may add other members to the Executive Committee as it sees fit.
- 4.2.9. The Executive Committee shall meet once per calendar month at least eight (8) times per year. Notice of the meeting shall be given at least seven (7) clear days before the meeting unless all members of the Executive Committee agree to abridge the notice period.
- 4.2.10. The Executive Committee is responsible for ensuring that all policies and directives of the board of directors are implemented.
- 4.2.11. A member of the Executive Committee may resign his position on the Executive Committee by submitting a letter of resignation to the board of directors. A director may resign from the Executive Committee without resigning from the board of directors.
- 4.2.12. Any member of the Executive Committee may be removed by Ordinary Resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all directors.
- 4.2.13. If the office of any member of the Executive Committee of the society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

4.3. Other Committees

- 4.3.1. The board of directors of the society may create committees as deemed necessary, as long as all committees contain at least one “sponsoring” director.
- 4.3.2. Committees created by the board of directors can be delegated authority to act on behalf of the board of directors, but not responsibility. The authority delegated to a committee shall be limited to the authority explicitly described in the motion to create the committee.

5 Records and Financial Matters

- 5.1. The fiscal year-end of the Society shall be December 31.
- 5.2. The records and books of account of **Mandla’s Foundation** shall be retained by the Treasurer of the board of directors or a designate Officer at the society corporate office.
- 5.3. Records and books shall be made available at the society corporate office for inspection by members who have requested it in writing to the board at all reasonable times.
- 5.4. The banking business of the society shall be transacted at such bank, trust company or other firm or society carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Executive Director or CEO, the President, and the Treasurer and/or other officers as the board of directors may by resolution from time to time designate, direct, or authorize.

- 5.5. The society may, instead of sending copies of the annual financial statements and other documents, publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the society and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.
- 5.6. The board of directors shall appoint auditors each year to audit the books of account. The audit must consist of, at minimum, a financial audit carried out by at least two (2) individuals who do not have signing authority on any of **Mandla's Foundation's** bank accounts and have not had signing authority within the previous two (2) calendar years. The selected individuals must be approved by the membership at the Annual General Meeting, and the audit must be completed within three (3) months of the Annual General Meeting.
- 5.7. The auditors shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.
- 5.8. A financial summary shall be presented each year by the Treasurer or a delegate at the Annual General Meeting. The presentation shall include, at a minimum, a summary of the organization's income, disbursements, assets, and liabilities.
- 5.9. Subject to the Act, the society shall have the power to borrow, raise or secure the payment of money in any manner it thinks fit, and in particular by the issue of debentures through a special resolution of the society's members which shall be deemed passed by 75% of the membership.
- 5.10. Any contract or other legal document relating to the business of **Mandla's Foundation** may be signed by any person appointed by the board of directors to sign on its behalf.

6 Property

- 6.1. The society shall be entitled to acquire by purchase, donation, or otherwise all kinds of real estate and personal property, and shall sell, exchange, mortgage, lease, improve and develop it, and may erect and maintain any necessary buildings.
- 6.2. The funds and property of the society shall be used and dealt with for its legitimate objects only and in accordance with it's the Act, its bylaws, and the Income Tax Act.
- 6.3. The society shall not pay dividends, nor should it distribute its assets to its founders, board of directors, volunteers, and members.

7. Dispute Resolution

- 7.1. This section applies to any dispute arising out of the affairs of the society or the application of its bylaws:
- 7.2. The Dispute may be between:
 - a) members, or
 - b) the Society and its Directors or its Officers, or
 - c) the Society or its Directors or its Officers and either
 - i. a member, or
 - ii. a former member who was a member within the previous # months.
- 7.3. Any dispute subject to Subsection 7.1. and 7.2. will be resolved by:
 - a) Direct negotiation between the parties, with or without assistance and/or facilitation.
If resolution is not achieved, then by:
 - b) Written appeal to the board (and/ or other appropriate committee) for a decision.
- 7.4. The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organization's policies.
- 7.5. Members are obligated to comply with the society's complaint resolution bylaws, policies, and procedures as a condition of membership. The failure of a member to cooperate with the Society's complaint, dispute resolution and/or discipline processes shall be considered an act of member misconduct and may result in disciplinary procedures.
- 7.6. In a circumstance where a language for the dispute resolution process cannot be mutually agreed upon by all parties, the dispute resolution process shall be in English.

8. Dissolution & Distribution of Assets

- 8.1. The society may be dissolved by a Special Resolution, passed by a majority of not less than 75% of the Members present at a Special General Meeting of the society, called for the express purpose of considering dissolution.
- 8.2. Upon the dissolution of the society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1(1) of the Income Tax Act (Canada).
- 8.3. After dissolution, two copies of the Articles of Dissolution shall be filed at Corporate Registry.

9. Invalidity of any provisions of these by-laws

- 9.1. The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of this by-law.

10. Amendment, Rules, and Regulations

- 10.1. The board of directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the society when they shall be confirmed and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.
- 10.2. The bylaws of the society shall only be amended by a Special Resolution passed at a General Meeting or Special Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.