

DISTRICT 4



The logo consists of three red squares arranged horizontally. Each square contains a white maple leaf with a red letter in the center: 'K' in the first, 'I' in the second, and 'N' in the third. The letters are stylized to fit the shape of the leaf.

FOUNDATION

**BYLAWS**

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## ARTICLE 1 – PREAMBLE

### Section 1 – Name

- 1) The name of this organization is the “District 4 Kin Foundation”.

### Section 2 - Registration

- 2) The Registration Number of the Foundation, as issued by Canadian Customs and Revenue Agency, is 130918915RR0001.

### Section 3 – Bylaws

- 1) The following articles set forth the Bylaws of the “District 4 Kin Foundation”.
- 2) All references to the “Foundation” contained within these Bylaws shall be deemed to refer to the District 4 Kin Foundation.

### Section 4 – Autonomy

- 1) While the Members of the Foundation and its Directors are all members of Kinsmen, Kinette and Kin Clubs in District 4 in the Association of Kin Canada, all Minutes, financial resources and records of the Foundation shall be kept separate from those of the said District and Association.

## ARTICLE 2 – PURPOSE

- 1) To gift funds to qualified donees as defined in subsection 149.1(1) of the *Income Tax Act*.
- 2) To undertake activities ancillary and incidental to the attainment of the aforementioned charitable purpose”

## ARTICLE 3 – DEFINING AND INTERPRETING THE BYLAWS

### Section 1 – Definitions

In these Bylaws, the following words have these meanings:

- 1) *Act* means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2) *AGM* means Annual General Meeting of the Foundation.
- 3) *Annual General Meeting* means the General Meeting of the Members of the Foundation held annually as described in Article 4.
- 4) *Association* means the association known as Kin Canada.
- 5) *Board* means the Board of Directors of the Foundation.
- 6) *Bylaws* means the Bylaws of the Foundation.
- 7) *CRA* means Canada Revenue Agency
- 8) *Club* means any Kinsmen, Kinette or Kin Club of District 4.
- 9) *Committee Chairperson* means a Director or Member appointed by the Board to chair a Committee of the Board.
- 10) *Deputy Governor* is the representative on District 4 Council for a Zone.
- 11) *Director* means any person elected or appointed to the Board of Directors of the Foundation.
- 12) *District 4* means that part of the association of Kin Canada as defined by Kin Canada.
- 13) *Foundation* means the District 4 Kin Foundation.
- 14) *Foundation Chairperson(s)* means the Director(s) elected at the AGM who shall act as the Chief Executive Officer(s) of the Foundation.
- 15) *Foundation Vice Chairperson* means the Director elected at the AGM who shall perform the duties of the Foundation Chairperson(s) in their absence or incapacity.

- 16) **General Meeting** means the Annual General Meeting and Special General Meetings of the Foundation.
- 17) **Kinette Governor** is the Kinette Chief Executive Officer of District 4.
- 18) **Kinsmen Governor** is the Kinsmen Chief Executive Officer of District 4.
- 19) **Member** means a Member in good standing of the Association.
- 20) **Member in good standing** means a Member of a Club in District 4
  - a) who is held to be in good standing within their respective Club and
  - b) whose Club is held to be in good standing within District 4 and
  - c) whose Club is held to be in good standing within the Association.
- 21) **Motion** means any business put before a meeting by way of making a motion that has been duly moved and seconded.
- 22) **Officer** means any Officer of the Foundation as listed in Article 5.
- 23) **Past Foundation Chairperson(s)** means the Foundation Chairperson(s) who completed their term of office in the immediate preceding term.
- 24) **Poll Vote** means a vote taken by secret ballot.
- 25) **Quorum** means the number of Members required to be in attendance at a meeting in order to conduct business.
- 26) **Resolution** means a motion proposed and passed at a meeting.
- 27) **Service Alberta - Corporate Registry** is the provincial authority that grants official recognition as a society under the *Societies Act*.
- 28) **SGM** means Special General Meeting.
- 29) **Simple Majority** means fifty percent (50%) plus one (1) of the votes cast.
- 30) **Special General Meeting** means a General Meeting of the Members called for a specific purpose.
- 31) **Special Resolution** means a motion of such significant importance as to require special notice of the meeting and must be approved by seventy-five percent (75%) of the votes cast. Items requiring *Special Resolution* include, but are not limited to
  - a) changing the objects,
  - b) amending the bylaws,
  - c) removing a member of the Board of Directors and
  - d) surrendering the Certificate of Incorporation
- 32) **Spring Zone Conference** shall be the annual spring conference held by each Zone in District 4.
- 33) **Voting Member** means a Member present and entitled to vote at the General Meetings of the Foundation.
- 34) **Zone** shall be as defined in the District 4 Constitution and Bylaws.

## **Section 2 – Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws:

- 1) **Corporation** – words indicating persons, when applicable, shall also include corporations.
- 2) **Headings** – are for convenience only and do not affect the interpretation of these Bylaws.
- 3) **Masculine and Feminine** – words indicating the masculine shall be deemed to also include the feminine and vice-versa.
- 4) **Singular and Plural** – words indicating the singular number shall be deemed to also include the plural and vice-versa.

## **ARTICLE 4 – MEMBERSHIP**

### **Section 1 – Members**

- 1) All members in good standing of a Kinsmen, Kinette or Kin Club in District 4 of the Association of Kin Canada shall be Members of the District 4 Kin Foundation.

## **Section 2 – Fees and Assessments**

- 1) There will be no fees or assessments to Members of the Foundation.

## **Section 3 – Rights and Privileges**

- 1) A Member in good standing is entitled to
  - a) receive notice of General Meetings through their Club;
  - b) attend any General Meeting;
  - c) speak at any General Meeting;
  - d) one (1) vote on any Resolution or Special Resolution at any General Meeting;
  - e) stand for election or be appointed to the Board of Directors; and
  - f) exercise all other rights and privileges given to Members in these Bylaws.
- 2) A Member may not transfer their rights or privileges to any other person.
- 3) No Member, in his individual capacity, shall be liable for a debt or liability of the Foundation.

## **Section 4 – Resignation of Membership**

- 1) A Member shall be deemed to have resigned from the Foundation upon their resignation from their respective Club.
- 2) A Member may request to resign from the Foundation, without resigning from their respective Club, by giving reasonable notice in writing to the Board (emails will be accepted).
  - a) The resignation takes effect either
    - i) immediately, or
    - ii) on the date the Board accepts the resignation.
- 3) A Member who has resigned from the Foundation may not
  - a) exercise any Rights or Privileges or
  - b) transfer their Rights or Privileges to any other person.

## **Section 5 - Suspension of Membership**

- 1) A Member shall be considered “not in good standing” and shall be deemed to be suspended if
  - a) they become “not in good standing” within their respective Club, or
  - b) their Club becomes “not in good standing” within the District, or
  - c) their Club becomes “not in good standing” within the Association, or
  - d) has been charged with conduct unbecoming a member of the Foundation by reason of misconduct or misappropriation and may be subject to removal from the Board upon proof and approval of the Board of Directors
- 2) A Member “not in good standing” shall not be entitled to any rights or privileges outlined in Article 3, Section 3, 1) of these Bylaws.
- 3) A Member shall be returned to “good standing” upon notification by the Club, District or Association that the cause for the “not in good standing” has been resolved.

# **ARTICLE 5 – GENERAL MEETINGS**

## **Section 1 – Annual General Meeting**

- 1) The Foundation shall hold an Annual General Meeting in conjunction with the annual District 4 Conference.
  - a) The date and place of the AGM shall be in accordance with those set for the annual District 4 Conference.
  - b) The time of the AGM shall be in accordance with the agenda set by the District 4 Conference.
- 2) The purpose of the Annual General Meeting shall be to
  - a) adopt the agenda for the AGM;

- b) adopt the minutes of the last AGM;
- c) receive and adopt the Foundation Chairperson(s) report;
- d) receive and adopt the Foundation Treasurer's report for the current fiscal year;
- e) review the Auditor's report and adopt the audited financial statements of the Foundation for the previous fiscal year;
- f) appoint the Auditors for the current fiscal year;
- g) review the proposed budget for the upcoming fiscal year;
- h) hold elections for the positions of
  - i) Foundation Chairperson(s) and
  - ii) Foundation Vice Chairperson
- i) receive Committee Chairperson's reports;
- j) consider proposed Special Resolutions specified in the meeting notice; and/or
- k) consider motions proposed from the floor of the AGM.

### **Section 2 – Special General Meeting**

- 1) A Special General Meeting of the Foundation
  - a) may be called as deemed necessary by the Foundation Chairperson(s) or
  - b) must be called by the Foundation Chairperson(s) when requested to do so in writing by
    - i) at least three (3) Directors or
    - ii) 20% of the Members.
  - c) The request for the Special General Meeting must include
    - i) the purpose for calling the SGM in detail and
    - ii) any motions intended to be submitted for resolution at the SGM.
- 2) Only the matters set out in the notice for the Special General Meeting shall be considered at the SGM.

### **Section 3 – Notice of General Meetings**

- 1) Notice of General Meetings will be given to Members
  - a) through notice to their respective Clubs
    - i) not less than fourteen (14) days prior to a General Meeting at which no Special Resolution is to be proposed; or
    - ii) not less than twenty-one (21) days prior to a General Meeting at which a Special Resolution is to be proposed; and
  - b) shall include the
    - i) place and date an AGM is to be held; or
    - ii) place, date and time a SGM is to be held.
  - c) The notice of a Special General Meeting shall also include
    - i) the purpose for calling the SGM; and
    - ii) any motions intended to be submitted for resolution at the SGM.
- 2) The proceedings of any General Meeting shall not be invalidated due to
  - a) accidental omission to give notice to any Club;
  - b) any Member not receiving notice; or
  - c) any error in a notice that does not affect the purpose of the General Meeting.

### **Section 4 – Quorum**

- 1) The quorum for General Meetings shall be
  - a) fifty-one percent (51%) of the Directors,
    - i) unless any absent Director has signified their consent to such meeting in writing to the Secretary prior to such meeting taking place; and
  - b) a Member representative in good standing from twenty percent (20%) of the Clubs in District 4.

- 2) Failure to meet Quorum within one-half (1/2) hour after the time set for
  - a) an Annual General Meeting will result in the adjournment of the AGM and a Special General Meeting will be convened at a date to be determined and set by the Board of Directors immediately following the adjournment of the AGM
    - i) The place, date and time of the SGM is to be set before the dissolution of the scheduled AGM.
    - ii) If a quorum is not met within one-half (1/2) hour after the time set for the SGM, the meeting will proceed with the Members present.
  - b) a Special General Meeting will result in the meeting being rescheduled for one (1) week later at the same time and place.
    - i) If a quorum is not met within one-half (1/2) hour after the time set for the second SGM, the meeting will proceed with the Members present.

### **Section 5 – Presiding Officer**

- 1) The Foundation Chairperson(s) will preside at every General Meeting of the Foundation or
  - a) in the absence of the Foundation Chairperson(s), the Foundation Vice Chairperson shall preside; or
  - b) in the absence of both the Foundation Chairperson(s) and the Foundation Vice Chairperson, the Board will appoint a Director to preside.

### **Section 6 – Voting**

- 1) Each Member and Director present, including the Foundation Chairperson(s), shall be entitled to one (1) vote.
  - a) In the case of a tie,
    - i) the Foundation Chairperson(s) does not have a second or deciding vote and
    - ii) the Motion or Special Resolution is considered defeated.
- 2) A Simple Majority of the votes cast by the Voting Members present is required to pass a Motion.
- 3) A Seventy-Five percent (75%) majority of votes cast by the Voting Members present is required to pass a Special Resolution.
- 4) Voting at General Meetings shall be by a show of hands unless a Poll Vote has been declared.
- 5) A Poll Vote may be demanded on any Motion or Special Resolution by
  - a) at least three (3) Directors or
  - b) twenty percent (20%) of the Members present.
  - c) Such demand may be made before or on the declaration of the result of the show of hands.
  - d) A Poll Vote demanded on the election of a Foundation Chairperson(s) or on a question of Adjournment shall be taken forthwith.
  - e) A Poll Vote demanded on any other question shall be taken at such time as the Foundation Chairperson(s) directs, but before the Adjournment of the meeting.
- 6) A Member may not proxy their vote.
- 7) At the conclusion of the vote, whether by show of hands or Poll Vote, the Foundation Chairperson(s)
  - a) shall declare the Motion or Special Resolution carried or defeated; and
  - b) does not have to include the number of votes for or against.
- 8) The Foundation Chairperson(s) shall, in good faith, decide any dispute on any vote.

### **Section 7 – Written Resolutions**

- 1) If all Members in good standing agree to and sign a written resolution
  - a) it is not necessary to give notice or to call a General Meeting;
  - b) such resolution is as valid as one passed at a General Meeting; and

- c) The date the resolution is filed with the Secretary shall be deemed to be the date it is passed.

### **Section 8 – Minutes of a General Meeting**

- 1) Minutes of all General Meetings shall be recorded by the Secretary, or
  - a) in the absence of the Secretary, a Member appointed by the Foundation Chairperson(s)
- 2) The Minutes of the General Meeting shall
  - a) include the date, time and place of the General Meeting;
  - b) include the name of the presiding officer(s);
  - c) reflect that a quorum of Directors and Members has been met;
  - d) record all Motions or Special Resolutions made including
    - i) the names of the mover and seconder;
    - ii) any amendments made to the Motion or Special Resolution; and
    - iii) the outcome of voting on any Motion or Special Resolution,
  - e) record the outcome of elections including any change of Directors;
  - f) record other such proceedings as may be appropriate business; and
  - g) be signed by the Secretary, or designate, and the presiding officer(s).
- 3) The Minutes shall be kept as a permanent record of the Foundation.

### **Section 9 – Adjournment**

- 1) The Foundation Chairperson(s) may adjourn, to a later date and time, any General Meeting with the consent of the Members present.
  - a) The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
    - i) No notice is necessary if the General Meeting is adjourned
      - (1) for fourteen (14) days or less; and
      - (2) the place, date and time to reconvene is set before adjournment takes place; or
    - ii) The same notice as for any General Meeting must be given if the meeting is adjourned for more than fourteen (14) days.

## **ARTICLE 6 – GOVERNANCE OF THE FOUNDATION**

### **Section 1 – Board of Directors**

- 1) The Board of Directors of the Foundation shall be comprised of the Executive Committee and the Directors.
  - a) The Executive Committee will consist of
    - i) the Foundation Chairperson(s) who
      - (1) is elected at the AGM; and
      - (2) has served not less than one year on the Foundation's Board of Directors and
      - (3) may serve a maximum of two (2) consecutive terms as Foundation Chairperson;
    - ii) the Foundation Vice Chairperson who
      - (1) is elected at the AGM and
      - (2) has been a Member for not less than one (1) year;
    - iii) a Secretary who
      - (1) shall be appointed by the Board and
      - (2) has been a Member for not less than one (1) year;
    - iv) a Treasurer who
      - (1) shall be appointed by the Board; and
      - (2) who has been a Member for not less than one (1) year
    - v) the Past Foundation Chairperson; and
    - vi) any appointed Officers

- b) The Directors will be one (1) Zone Representative from each Zone of District 4 who has been
  - i) a Member for not less than one (1) year; and
  - ii) elected at their respective Spring Zone Conference; or
  - (1) appointed by the Executive Committee
    - (a) In the event that a Zone Representative is not elected at their Spring Zone Conference and the Executive Committee does not appoint someone, the Deputy Governor(s) shall act as the liaison between the Board and the Zone, however such liaison shall
      - (i) not be considered a member of the Board of Directors; and
      - (ii) will not be required to attend Board Meetings
- 2) The Executive committee may appoint such Officers as deemed necessary to assist in carrying out the administrative duties of the Foundation.
  - a) Confirmation of such appointments shall occur at the first Board Meeting following the appointments; and
  - b) Each Officer shall carry out and perform the duties usually pertaining to their office and as may be amended, from time to time, by the Directors
- 3) The following shall be ex-officio members of the Board of Directors and shall not have a vote at Board Meetings:
  - a) the District 4 Kinsmen Governor or designate; and
  - b) the District 4 Kinette Governor or designate;
- 4) The Board may designate such committees and appoint Committee Chairpersons of same, as deemed necessary.
  - a) Appointed Committee Chairpersons, who are not otherwise Directors of the Board, shall not have a vote at Board Meetings, except as pertains to their committee.
- 5) All Members of the Board shall be Members in good standing of the Foundation.
- 6) All terms of office for the Board of Directors will commence July 1<sup>st</sup> following their election or appointment and end June 30<sup>th</sup> of the following year.
  - a) The term of office for a Director who has been appointed after July 1<sup>st</sup> will commence immediately upon acceptance of the appointment and will end the following June 30<sup>th</sup>.
- 7) All terms for the Board of Directors will be for one (1) year.
- 8) Board members may be re-elected or re-appointed for a maximum of two (2) additional years.
  - a) Board members who were appointed to fill a vacancy part way through a year may be re-elected or re-appointed for a maximum of three (3) additional years.
  - b) A Past Foundation Chairperson who has served as Foundation Chairperson for two (2) years and Past Foundation Chairperson for one (1) year may be re-elected or re-appointed to the Board as a Director for a maximum of two (2) additional years.
  - c) Once a Board member has served the maximum period allowed, they must wait one (1) year before seeking re-election to any position on the Board of Directors.
    - i) In the event a new Foundation Chairperson is not elected, the current Foundation Chairperson may be re-appointed for an additional one (1) year.
- 9) Should a Board Member resign or be removed before their term is complete, it will be at the discretion of the Board to fill the position prior to the Board's next AGM or advertise and/or post a notice for the position
- 10) All acts performed by the Board or a member of the Board shall be done so in good faith and shall not be invalidated due to an error in the election or appointment of a Director, Officer or any person appointed by the Board to act on behalf of the Foundation.

## **Section 2 – Board Meetings**

- 1) General Board Meetings shall be called by the Foundation Chairperson(s) as often as required, but

- a) not less than once every three months; and
- b) not more frequent than once per month
- 2) Executive Committee Meetings may be called by the Foundation Chairperson(s), at their discretion,
  - a) as often as required, but
  - b) not more frequent than once per month
- 3) A Special Board Meeting may be called by the Foundation Chairperson(s) as deemed necessary or
  - a) must be called by the Foundation Chairperson(s) when requested to do so, in writing, by at least three (3) Directors. The request for the Special Board Meeting must include
    - i) the purpose for calling the meeting; and
    - ii) any motions intended to be submitted for resolution at the meeting
  - b) Only the matters set out in the notice for the Special Board Meeting shall be considered at such meeting.
- 4) Members of the Board are required to attend all meetings of the Foundation and Board of Directors.
  - a) In the event a Board Member is unable to attend a meeting, they shall notify the Chairperson(s) and/or Secretary in advance, via email or phone call
    - i) of their intended absence and
    - ii) signifying their consent to the meeting taking place
  - b) The names of the Directors and their attendance at meetings shall be recorded in the minutes kept by the Secretary,
  - c) Any Board member(s) absent from (3) consecutive meetings and who has been a non-participate or has not engaged in Board activities or planning, their position on the Board may be reviewed, and upon approval by the Board, removed from the Foundation
- 5) Board or Executive Committee meetings may be held by conference call or what ever other electronic method available to those required to attend.
  - a) Directors who participate in such proceedings are considered present for the meeting.
- 6) Any irregularities or errors made in good faith do not invalidate acts done by or at any meeting of the Board.

### **Section 3 – Notice of Board Meetings**

- 1) Notice of General Board Meetings shall be given to all
  - a) members of the Board of Directors;
  - b) ex-officio members of the Board of Directors; and
  - c) Committee Chairpersons
- 2) Notice of General Board Meetings shall be given by
  - a) e-mail to all Board Members who have provided an e-mail address; or
  - b) telephone to all Board Members who have not provided an e-mail address
- 3) Notice of General Board Meetings shall be given
  - a) not less than fourteen (14) days prior to a General Board Meeting at which no Special Resolution is to be proposed; or
  - b) not less than twenty-one (21) days prior to a General Board Meeting at which a Special Resolution is to be proposed
- 4) Notice of General Board Meetings shall include:
  - a) the place, date and time the meeting is to be held
- 5) Notice of Special Board Meetings shall be given to
  - a) all members of the Board of Directors;
  - b) all ex-officio members of the Board of Directors; and
  - c) any Committee Chairpersons
    - i) who have requested notification; or

- ii) whose presence is deemed appropriate by the Executive Committee
- 6) Notice of Special Board Meetings shall be given by
  - a) e-mail to all Board Members who have provided an e-mail address; or
  - b) telephone to all Board Members who have not provided an e-mail address
- 7) Notice of Special Board meetings shall be given not less than twenty-one (21) days prior to the SGM and shall include
  - a) the place, date and time the meeting is to be held;
  - b) the purpose for calling the SGM; and
  - c) any motions intended to be submitted for resolution at the SGM
- 8) Prior notice of a Board Meeting or a Special Board Meeting need not be given in the event that
  - a) all Directors are present; or
  - b) in the event of absent Directors, those who were absent signify in writing their consent to the business transacted at such meeting
- 9) Accidental omission to give notice to any Board Member shall not invalidate the proceedings at any Board Meeting

#### **Section 4 – Quorum**

- 1) The quorum for Board Meetings shall be
  - a) fifty-one percent (51%) of the Directors unless
    - i) any absent Director has signified their consent to such meeting, in writing, to the Secretary prior to such meeting taking place
- 2) The quorum for Executive Committee meetings shall be
  - a) fifty-one percent (51%) of the Executive Committee members unless
    - i) any absent Executive Committee member has signified their consent to such meeting, in writing, to the Secretary prior to such meeting taking place
- 3) Failure to meet Quorum within one-half(1/2) hour after the time set for a Board or Executive Committee Meeting shall result in adjournment of the meeting
  - a) to the same day in the next week at the same place and time
- 4) Failure to meet Quorum within one-half(1/2) hour after the time set for the adjourned Board or Executive Committee Meeting shall result in the meeting proceeding with the members present

#### **Section 5– Presiding Officer**

- 1) The Foundation Chairperson(s) will preside at all Board Meetings or
  - a) in the absence of the Foundation Chairperson(s), the Foundation Vice Chairperson; or
  - b) in the absence of both the Foundation Chairperson(s) and the Foundation Vice Chairperson, the Board will appoint a Director to preside

#### **Section 6 – Voting**

- 1) Each Director present, including the Foundation Chairperson(s), shall be entitled to one (1) vote.
  - a) In the case of a tie
    - i) the Foundation Chairperson(s) does not have a second or deciding vote; and
    - ii) the motion or Special Resolution is considered defeated
- 2) A Simple Majority of the votes cast is required to pass a Motion
- 3) A Seventy-Five percent (75%) majority of votes cast is required to pass a Special Resolution
- 4) Voting at Board Meetings shall be by a show of hands unless a Poll Vote has been declared
- 5) A Poll Vote may be demanded on any Motion or Special Resolution by
  - a) at least three (3) Directors; and
  - b) such demand may be made before or on the declaration of the result of the show of hands

- 6) Votes may not be received by proxy
- 7) At the conclusion of the vote, whether by show of hands or Poll Vote
  - a) the Foundation Chairperson(s) shall declare the motion or Special Resolution carried or defeated; and
  - b) does not have to include the number of votes for or against
- 8) The Foundation Chairperson(s) shall, in good faith, decide any dispute on any vote.

### **Section 7 – Written Resolutions**

- 1) If all the members of the Board agree to and sign a written resolution
  - a) it is not necessary to give notice or to call a Board Meeting;
  - b) such resolution is as valid as one passed at a Board Meeting; and
  - c) the date the resolution is filed with the Secretary shall be deemed to be the date it is passed.

### **Section 8 – Minutes of Board Meetings**

- 1) Minutes of all Board Meetings shall be recorded by the Secretary, or
  - a) in the absence of the Secretary, a Director appointed by the Foundation Chairperson(s)
- 2) The Minutes shall
  - a) include the date, time and place of the Board Meeting;
  - b) include the name of the presiding officer;
  - c) reflect that a quorum of Directors has been met;
  - d) list the names of the Directors as either present or not present;
  - e) include a list of any Committee Chairpersons or other attendees present;
  - f) record all appointments made by the Directors;
  - g) record all Motions or Special Resolutions made including
    - i) the names of the mover and seconder;
    - ii) any amendments made to the Motion or Special Resolution; and
    - iii) the outcome of voting on any Motion or Special Resolution
  - a) record other such proceedings as may be appropriate business; and
  - b) be signed by the Secretary, or designate, and the presiding officer
- 3) The Minutes shall be kept as a permanent record of the Foundation

### **Section 9 – Adjournment**

- 1) The Foundation Chairperson(s) may adjourn, to a later date and time, any Board Meeting with the consent of the Directors present.
  - a) The Adjourned Board Meeting may conduct only the unfinished business from the initial meeting
    - i) No notice is necessary if the meeting is adjourned
      - (1) for fourteen (14) days or less; and
      - (2) the place, date and time to reconvene is set before adjournment takes place or
    - ii) The same notice as for any Board Meeting must be given if the meeting is adjourned for more than fourteen (14) days

### **Section 10 – Duties of the Directors**

- 1) The duties of the Directors shall be as below with additional responsibilities outlined in the Policies and Procedures.
  - a) Foundation Chairperson(s) shall
    - i) attend and preside at all meetings of the Foundation, Board of Directors and Executive Committee;
    - ii) call the meetings of the Foundation, Board and Executive Committee;
    - iii) be responsible for the overall direction of the Board,

- iv) be the main spokesperson for the Foundation;
- v) be an ex-officio member of all Foundation Committees;
- vi) sign all contracts on behalf of the Foundation;
- vii) be a signing officer for the accounts of the Foundation; and
- viii) keep the original Minutes Books as permanent records of the Foundation

- b) Foundation Vice Chairperson shall
  - i) attend all meetings of the Foundation, Board of Directors and Executive Committee;
  - ii) in the absence of the Foundation Chairperson(s), preside at any meeting of the Foundation, Board of Directors or Executive Committee;
  - iii) in the extended absence or inability of the Foundation Chairperson(s), assume the role and responsibilities of the Foundation Chairperson(s);
  - iv) be a signing officer, if necessary, for the accounts of the Foundation; and
  - v) assume such duties as requested by the Board
- c) Secretary shall
  - i) be under the direction of the Foundation Chairperson(s) and the Board;
  - ii) attend and keep accurate Minutes of all meetings of the Foundation, Board of Directors and Executive Committee;
  - iii) have charge of the Seal of the Foundation;
  - iv) have charge of all correspondence, contracts and other important records of the Foundation;
  - v) keep a record of all members of the Foundation and their addresses as kept on file by Kin Canada National Headquarters
  - vi) send all notices of meetings as required
  - vii) be a signing officer, if necessary, for the accounts of the Foundation and
  - viii) submit as required by the Societies Act and/or any other statute or law
    - (a) the annual return,
    - (b) changes in the Directors,
    - (c) amendments to the bylaws and
    - (d) any other incorporating documents
  - ix) should the Treasurer not be able to complete clause viii), the Chairperson(s) and/or Treasurer may complete for filing etc.
- d) Treasurer shall
  - i) be under the direction of the Foundation Chairperson(s) and the Board;
  - ii) attend all meetings of the Foundation, Board of Directors and Executive Committee;
  - iii) receive and be responsible for the prompt deposit of all monies paid to the Foundation in the institution approved by the Board;
  - iv) keep proper books and records of all funds of the Foundation;
  - v) be a signing officer for the accounts of the Foundation;
  - vi) issue receipts for all incoming monies;
  - vii) be responsible for all cash donations received and follow handling procedure as set out in the Foundation's Policies & Procedures;
  - viii) assist in the issuance official tax receipts as required;
  - ix) present a full detailed account of receipts, disbursements, assets and liabilities at all Foundation and Board Meetings'
  - x) answer any questions regarding the financial reports;
  - xi) work with the auditor on the audit of the financial statements;
  - xii) present the audited financial statement at the AGM;
  - xiii) submit an originally signed copy of the audited financial statement to the Chairperson(s) and Secretary for the permanent records of the Foundation; and
  - xiv) prepare, circulate and present a proposed annual budget at the AGM.
- e) Past Foundation Chairperson shall

- i) attend all meetings of the Foundation, Board of Directors and Executive Committee; and
- ii) assist the new Foundation Chairperson(s) in orientation to the position
- f) Directors shall
  - i) be the liaison between the Board and the Clubs within their Zone;
  - ii) attend all meetings of the Foundation and Board of Directors;
  - iii) serve as the Chairperson of a committee, if required; and
  - iv) assume such duties as requested by the Board
- 2) All Board members must turn over all records and/or other Foundation property in their possession to their successor or the Foundation Chairperson(s) within sixty (60) days of the conclusion of their term.
- 3) A Board member, including the Foundation Chairperson(s) or Past Foundation Chairperson, who has been removed from office must turn over, intact, all records and/or other Foundation property in their possession to the Board of Directors within fifteen (15) days of the termination of their position
- 4) A Board member, including the Foundation Chairperson(s) or Past Foundation Chairperson, who has been terminated from office must turn over, intact, all records and/or other Foundation property in their possession to the Board of Directors immediately upon termination of their position

### **Section 11 – Powers and Duties of the Board**

- 1) The Board shall govern and manage all affairs of the Foundation in accordance with the
  - a) Bylaws of the Foundation,
  - b) *Societies Act* of Alberta which requires
    - i) annual filing of the audited financial statement at the end of the fiscal year and
    - ii) the current list of the Board of Directors including
      - (1) the position held by the Director on the Board; and
      - (2) their complete mailing address
  - c) CRA regulations
- 2) The Board shall be responsible for the administration of the funds of the Foundation and
  - a) ensure that all transactions fall within the guidelines and intent of the laws of the federal *Income Tax Act*; and
  - b) will disburse funds only after the status of recipients has been verified as qualified to receive such funds as per CRA regulations.
- 3) The Board shall establish the policies and procedures for
  - a) managing and operating the Foundation,
  - b) promoting the objects of the Foundation; and
  - c) shall be responsible for
    - i) maintaining the accounts and financial records of the Foundation,
    - ii) maintaining and protecting the assets of the Foundation including
      - (1) selling, disposing of or mortgaging any or all property; and
      - (2) investing any surplus monies;
    - iii) approving the annual budget for the Foundation,
    - iv) paying all expenses for operating and managing the Foundation,
    - v) applying for grants for the benefit of the Foundation,
    - vi) approving all contracts for the Foundation,
    - vii) appointing legal counsel as deemed necessary
- 4) The Board may design and adopt a device to be used as the Seal of the Foundation.
- 5) In an emergency situation, the Executive Committee, in consultation with the District Governors and a Zone Representative, shall have the discretionary power to commit a maximum of \$2,500.00 from the Equity account to a project

- a) Such decision will require
  - i) seventy-five percent (75%) of the Executive Committee; and
  - ii) must be approved by seventy-five percent (75%) of the Executive Committee participating
- b) The Executive Committee shall report the details of the decision at the next meeting of the Board

### **Section 12 – Committees**

- 1) The Board shall establish such standing, ad-hoc or sub-committees deemed necessary and by such methods deemed appropriate.
- 2) The Board shall appoint the Committee Chairperson of any standing, ad-hoc or sub-committee.
- 3) Any committee so formed shall conform to any regulation that may be imposed on them by the Board.
- 4) A committee shall meet and adjourn as it thinks proper and
  - a) shall keep proper Minutes of all committee meetings;
  - b) questions arising at a committee meeting shall be determined by a majority of the votes cast by the members of the committee present and
  - c) in the case of a tie
    - i) the Committee Chairperson(s) shall have a second vote; and
    - ii) the Board shall be advised that the question was resolved by a minority vote
  - d) the Committee Chairperson(s) shall provide a written report of the committee's progress at the next General Board meeting following any committee meeting

### **Section 13 – Resignation, Death or Removal of a Board Member**

- 1) Any member of the Board, including the Foundation Chairperson(s) and Foundation Past Chairperson, may resign before the end of their term by giving reasonable written notice to the Board
- 2) The resignation takes effect either
  - a) at the end of the month when notice was given, or;
  - b) on the date the Board accepts the resignation
- 3) The Board may remove or terminate, for just cause, any member of the Board, including the Foundation Chairperson(s) and Past Foundation Chairperson, before the end of their term by passing a Special Resolution by Poll Vote at a Special Board Meeting called for that purpose
- 4) The Members of the Foundation may remove or terminate, for just cause, any member of the Board, including the Foundation Chairperson(s) and Past Foundation Chairperson, before the end of their term by passing a Special Resolution by Poll Vote at a Special General Meeting called for that purpose.

### **Section 14 – Vacancies**

- 1) Any vacancy on the Board may, at the discretion of the remaining Board of Directors, be filled for the remainder of the term at
  - a) a regularly scheduled Board Meeting; or
  - b) a Special Board Meeting called for the purpose of filling the vacancy
- 2) In the case of a vacancy caused by the loss of
  - a) an Executive Committee Member, the vacancy shall be filled by the appointment of a Director;
  - b) a Director, the vacancy shall be filled by appointment of a Member in good standing;
  - c) the Past Foundation Chairperson, the position shall remain vacant until
    - i) the next AGM; or
    - ii) such time as a new Foundation Chairperson is elected and the former Foundation

Chairperson assumes the office

## ARTICLE 7 – MANAGEMENT AND FINANCE

### Section 1 – Registered Office

- 1) The registered address of the Foundation shall be established in the City of Edmonton, Alberta
  - a) If it is necessary to do so in order to conduct Foundation business in the most efficient manner possible, the registered address may be changed at an Annual General Meeting or by Special Resolution of the Board

### Section 2 – Auditing

- 1) The fiscal year of the Foundation shall be July 1<sup>st</sup> to June 30<sup>th</sup> of each year
- 2) The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by
  - a) a duly qualified accountant appointed at the AGM; or
  - b) two members of the Foundation elected for that purpose at the AGM
- 3) A complete and proper statement of the standing of the books shall be submitted by such auditor for presentation by the Treasurer at the next AGM.
- 4) The books and records of the Foundation shall be made available for inspection by any Member of the Foundation
  - a) at the AGM; or
  - b) at any time upon written request to the Board
    - i) giving reasonable notice; and
    - ii) arranging a mutually agreeable time and place with the appropriate Director
  - c) Each member of the Board shall have access to such books and records at any time and upon reasonable notice

### Section 3 – Cheques and Contracts

- 1) The signing officers of the Foundation shall be the Treasurer, Foundation Chairperson(s), Foundation Vice Chairperson and Secretary, if necessary
  - a) All disbursements of Foundation funds shall be made by cheque and
    - i) all cheques requested by form requisition and attached receipts (if applicable), must be approved by the Board prior to signature;
    - ii) will be signed by the Treasurer and one other signing officer; or
    - iii) in the absence of the Treasurer, any other two signing officers;
    - iv) should the cheque be for approved expenses incurred by Board Members, the cheques will be signed by the Treasurer and one other signing officer; or
    - v) should the cheque be for approved expenses incurred by the Treasurer, the cheques will be signed by one of or both Chairpersons
- 2) All contracts shall be signed, on behalf of the Foundation, by the Foundation Chairperson(s)
  - a) upon approval of said contract by the Board
    - i) or in the absence of the Foundation Chairperson(s), a Director so authorized to do so by resolution of the Board

### Section 4 – Seal of the Foundation

- 1) The Seal of the Foundation shall be kept in the control and custody of the Secretary or
  - a) in their absence, the Foundation Chairperson(s) or
  - b) in the absence of both the Foundation Chairperson(s) and Secretary, the Foundation Vice Chairperson
- 2) The Seal of the Foundation may only be used by authorized members of the Board and

- a) the Board must pass a motion to name the authorized members; and
- b) the member shall sign every instrument to which the Seal of the Foundation is so affixed in their presence

#### **Section 5 – Borrowing Powers**

- 1) The Board may borrow or raise funds to meet the objects of the Foundation
  - a) only with the authorization of the Members; and
  - b) in the case of debentures, only by sanction of a Special Resolution passed at an AGM

#### **Section 6 – Projects**

- 1) The Board of Directors may approve future projects of the Foundation, which may include but are not limited to, various grants, casinos and/or bingos etc.

#### **Section 7 – Remuneration**

- 1) No Member, Director or Officer of the Foundation shall receive any payment, directly or indirectly, for their services as a Member, Director or Officer, provided
  - a) that nothing herein shall prevent the payment, in good faith, of reasonable remuneration for services hired by the Foundation; and
  - b) that no Director of the Foundation shall be appointed or hired to a salaried office or any office of the Foundation paid by fees
- 2) Reasonable expenses incurred by the Foundation Chairperson(s) while carrying out duties of the Foundation may be reimbursed as detailed in the Policies and Procedures
- 3) Reasonable expenses incurred by members of the Board while carrying out duties of the Foundation may be reimbursed, as detailed in the Policies and Procedures, upon Board approval

#### **Section 8 – Protection and Indemnity of Directors and Officers**

- 1) Each member of the Board holds office with protection from the Foundation
  - a) The Foundation indemnifies and saves harmless each Director or Officer against all costs, charges and expenses including legal costs, that result from any act done in his role for the Foundation, however
    - i) the Foundation does not protect any Director or Officer from such costs, charges or expenses incurred by their own act of fraud, dishonesty, wilful neglect, default or bad faith
  - b) No Director or Officer is liable for the acts of any other Director, Officer, Member or employee of the Foundation
    - i) nor shall they be held responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Foundation
    - ii) nor shall they be liable for any loss due to oversight or error in judgement or by an act in his role for the Foundation unless
      - (1) such loss is the result of his own act of fraud, dishonesty, wilful neglect, default or bad faith.
  - c) Directors or Officers shall be able to consider the accuracy of any statement or report prepared by the Foundation's Auditor as reliable and
    - i) cannot be held liable for any loss or damage as a result of action on that statement or report

## **ARTICLE 8 – FUNDAMENTAL CHANGES**

### **Section 1 – Amending the Bylaws**

- 1) These Bylaws may be altered, added to or cancelled by
  - a) a Special Resolution at an AGM or SGM of the Foundation and
  - b) in accordance with
    - i) The Societies Act of Alberta and
    - ii) the CRA
- 2) The Twenty-one (21) days' notice of the AGM or SGM must include notice of the proposed resolution to amend the Bylaws
- 3) The amended Bylaws shall take effect only after
  - a) the approval of the Special Resolution at the AGM or SGM; and
  - b) they have been accepted by the Corporate Registry of Alberta; and
  - c) they have been accepted by CRA

### **Section 2 – Dissolution of the Foundation**

- 1) The Foundation may only be dissolved by
  - a) a Special Resolution at an AGM or SGM of the Foundation and
  - b) in accordance with
    - i) the Societies Act of Alberta; and
    - ii) the CRA
- 2) In the event the Foundation is dissolved, its' property and assets shall be
  - a) used to pay all debts and liabilities of the Foundation first; and
  - b) any remaining funds or assets shall be distributed to registered and incorporated charitable organizations
    - i) as selected by the Members by Special Resolution at an AGM or SGM of the Foundation; and
    - ii) in no event shall any Member receive any assets of the Foundation

District 4 Kin Foundation

These are the revised Bylaws of the District 4 Kin Foundation as passed by a 75% majority of votes cast on a Special Resolution by the Board of Directors of the District 4 Kin Foundation.

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Patrick Dower, Co-Chairperson  
3314 – 145 Avenue  
Edmonton, AB T5Y 2E5

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Angela Jenkins - Witness  
141, 7825 – 71 Street  
Edmonton, AB T6B 3R9

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LeAnne Christiansen, Co-Chairperson  
3237 – 142 Avenue  
Edmonton, AB T5Y 1H9

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Angela Jenkins - Witness  
141, 7825 – 71 Street  
Edmonton, AB T6B 3R9

DATED this 30<sup>th</sup> day of January, 2013 in the City of Edmonton, in the Province of Alberta