

SCHEDULE "B" SPECIAL RESOLUTION DATED SEPTEMBER 29, 2021

**BYLAWS
of
Calgary Celiac Association**

ARTICLE 1. INTERPRETATION

1.1. Definitions

In these Bylaws:

- a) **"Act"** means the *Societies Act* (Alberta), or any statute which may be substituted therefore, and including the regulations made thereunder from time to time, in each case as amended from time to time;
- b) **"Board"** means the board of Directors of the CCA;
- c) **"Bylaws"** means these bylaws of the CCA, as amended, restated, supplemented or replaced from time to time;
- d) **"CCA"** means the Calgary Celiac Association, an Alberta society registered under the Act;
- e) **"Director"** means a members of the Board elected or appointed in accordance with these Bylaws;
- f) **"Electronic Means"** has the meaning ascribed under the Act, for the purposes of these Bylaws, "Electronic Means" means, in respect of attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms;
- g) **"Meeting of Members"** means an annual or special meeting of the Members;
- h) **"Member"** means a person or persons that have fulfilled the requirements of membership as defined in these Bylaws;
- i) **"Officer"** means any person appointed or elected as an officer of the CCA pursuant to section 11.1 of these Bylaws;
- j) **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast by the persons who voted in respect of that resolution at a duly convened Meeting of the Members or of the Board;
- k) **"Special Resolution"** has the meaning ascribed under the Act, for the purposes of these Bylaws, "Special Resolution" shall mean a resolution passed at a meeting of the Members duly called and constituted in accordance with these Bylaws by the vote of not less than 75% of the votes cast on the particular resolution;

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- l) **"Written Resolution"** means in the case of a Special Resolution a resolution consented in writing by all the Members who would have been entitled at a general meeting or a special meeting to vote on the resolution in person. In the case of a meeting of the Board, a resolution consented in writing by all Directors who would have been entitled at a meeting of the Board to vote on the resolution;
- m) **"Fiscal Year"** means January 1 to December 31 inclusive shall be used for the purposes of fiscal year;

1.2. General Interpretation

In these Bylaws:

- a) unless the context otherwise requires, the masculine shall include the feminine and the neuter and the singular shall include the plural;
- b) a person means an individual or a corporation or other legally defined incorporated or unincorporated body;
- c) the headings given are for convenience of reference only and shall not in any way affect the interpretation of these Bylaws;
- d) all capitalized terms and which are defined in the Act, shall, unless expressly defined herein, have the same meanings herein as are given to such terms in the Act;
- e) these Bylaws shall be interpreted in a reasonable and broad manner, consistent with the Act. In the event of a conflict between the Act and these Bylaws, the Act shall prevail;
- f) if any provision, section or portion of these Bylaws be found by a Court to be illegal, void or unenforceable, such offending provision shall be deemed to be separate and severable from the Bylaws without affecting any other provision of the Bylaws;
- g) any resolution to be passed or votes to be taken shall be deemed to refer to the passing of a resolution or taking of a vote pursuant to an Ordinary Resolution, unless specifically stated to be passed or taken pursuant to a Special Resolution;
- h) signature on any notice, resolution, statement or other document required or permitted to be executed for the purposes of the Act or these Bylaws may be signed in several counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same document. Any such executed counterpart may be delivered electronically by email and by scanned .pdf image, each of which counterpart shall have the same force and effect as an original document signed in writing for the purposes of the Act.

ARTICLE 2. GENERAL BUSINESS

2.1. Registered Office: the registered office will be in the city of Calgary, Alberta.

2.2. Corporate Seal: the CCA may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board. The CCA corporate seal, if adopted, is to be held at the registered office of the CCA. If a corporate seal is affixed it

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must be accompanied with the signature of two Directors of the CCA or the President of the CCA alone.

- 2.3. Execution of Documents:** deeds, transfers, assignments, contracts, engagements, obligations and other instruments in writing requiring execution by the CCA shall be signed by any two of its Directors or Officers. The Board may also from time to time designate other persons to sign and may direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.
- 2.4. Banking:** banking business of the CCA shall be transacted at a chartered bank or credit union carrying on business in Canada as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by two Officers of the CCA or any other persons as the Board may by resolution from time to time designate, direct or authorize.
- 2.5. Financial Statements:** financial statements may be audited by any two (2) Members of the CCA who are not the Treasurer, or by an independent person who may or may not be a Member of the CCA who was appointed or elected as the auditor at the previous annual general meeting.

ARTICLE 3. MEMBERSHIP

- 3.1. Categories of Members:** Upon the approval of the Bylaws, a Member of the CCA is either an individual:
 - a) **Full Member:** who has attained 18 years of age and who has an interest in celiac disease or any gluten related disorders and all other persons desiring to assist furthering the purpose and objects of the CCA and has paid to the CCA an annual membership fee; or
 - b) **Honourary Member:** who because of their special distinction has been designated as an Honourary Member by the Board. If so identified by resolution of the Board, that Honourary Member will be a member of the CCA and will remain a member of the CCA unless expelled under section 3.6 and is not required to pay an annual membership fee.
- 3.2. Admission of Members:** an individual who has met the requirements of 3.1 a) or 3.1 b) will be entered as Member in the Register of Members.
- 3.3. Membership Fee and Year:** The Board decides the membership fee for Full Members. The membership year is January 1 to December 31.
- 3.4. Good Standing:** A Member is in good standing when:
 - a) The Full Member has paid a membership fee or other required fees to the CCA; and
 - b) The Member is not expelled as a Member as provided in section 3.6.
- 3.5. Membership Obligations:** A Member is obligated to:
 - a) abide by the Bylaws or any other policy or procedure established by the CCA and in force from time to time;

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- b) not disrupt any meetings or functions of the CCA; and
 - c) not behave or act in a manner that would, in the opinion of the Board, bring the CCA into disrepute with the community at large.
- 3.6. Membership Expulsion** the Board may expel a Member and direct the removal of that Member from the Members' register if the Board determines that the Member has failed to meet one or more of the Members' obligations stated in section 3.5.
- 3.7. Notice:** No Member will be expelled without first being provided with seven (7) calendar days written notice of the reasons for proposed expulsion and without being given an opportunity to respond to the notice before the Board. After considering any response provided, and the Board determines that the Member will be expelled, the expulsion will be effective as of the date of the Board's decision to expel the Member.
- 3.8. Reinstatement:** In the event a Member has been expelled, after six (6) months, the expelled Member may seek reinstatement as a Member by submitting a request in writing to the Board. Such application for reinstatement will be in the Board's sole discretion. If the determination by the Board regarding reinstatement is unsatisfactory, then the expelled Member may request that an appeal of the Board's decision be reconsidered by the Members at the next annual general meeting.
- 3.9. Members Rights and Privileges:** A Member in good standing is entitled to:
- a) Receive notice of all Meetings of Members;
 - b) Attend any Meetings of Members;
 - c) Speak at any Meetings of Members;
 - d) Vote at any Meetings of Members as specified in these Bylaws if that Member has been a Member for a minimum of sixty (60) days prior to the vote occurring; and
 - e) Inspect the books and records of the CCA at the registered offices of the CCA upon giving reasonable notice and arranging a date and time satisfactory to the Treasurer or authorized person having charge of the same.
- 3.10. No Personal Liability:** In accordance with the Act, no Member will be held personally liable for any debt or liability of the CCA.
- 3.11. Withdrawal:** Any Member wishing to withdraw from membership may do so by giving a notice in writing to the Board. The withdrawal of membership will be effective five (5) calendar days after the Board receives the notice. Any membership dues already paid shall not be refunded.

ARTICLE 4. MEETING OF MEMBERS

- 4.1. Manner of Meetings:** Physical meetings will be held in Calgary, Alberta.
- 4.1.1. A meeting of the CCA or of its Board may be held partially or entirely by Electronic Means.

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- 4.1.2. A person entitled to attend a meeting of the CCA or of its Board may attend the meeting by Electronic Means, if such Electronic Means are arranged for or otherwise permitted by the Board;
- 4.1.3. A person attending a meeting by Electronic Means is deemed for the purposes of the Act and these Bylaws to be present in person at the meeting
- 4.2. Notice:** Not less than twenty-one (21) days' written notice of the date, time, place and manner of the meeting shall be given for a Meeting of Members. Notice shall be given to Members by email and through the CCA website.
- 4.3. Quorum:** Quorum is constituted with the presence of ten (10) Members in good standing at a general or special meeting.
- 4.4. Adjournment for Lack of Quorum:** If within ten (10) minutes from the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned for fifteen (15) minutes on the same day, at the same place and if at the adjourned meeting a quorum is not present within five (5) minutes from the time appointed for the meeting, the persons entitled to vote who are present shall constitute a quorum.
- 4.5. Procedure:** All meetings shall be conducted according the rules of procedure established by the Board.
- 4.6. Chairperson:** The President of the Board shall be the Chairperson of all meetings or in their absence from the meeting or in the case they shall vacate the chair, the Vice-President of the Board shall act as Chairperson provided always that if the President and Vice-President be absent or shall vacate the chair or refuse to act, the Members in attendance at the meeting shall elect a Chairperson.
- 4.7. Annual General Meeting:** The annual general meeting will be held on or before December 31 each year, the time, date and place and manner to be determined by the Board.
- 4.8. Order of Business:** The following matters shall be dealt with at the annual general meeting:
- a) adopting the agenda;
 - b) adopting the minutes of the last annual general meeting;
 - c) considering the President's report;
 - d) reviewing the financial statement setting out the CCA's income, disbursements, assets and liabilities, audited and signed by the CCA's auditor;
 - e) the election of Directors as required for that term;
 - f) appointing an auditor, if any;
 - g) such other business as may properly come before the meeting;
 - h) a special resolution may be addressed provided proper advance notice has been issued.

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- 4.9. Special Meeting:** A special meeting may be called at any time by a resolution of the Board or by a request in writing of a minimum of ten (10) of the Members in good standing. The request must state the reason for the special meeting and the motion or resolution intended to be submitted at such special meeting.
- 4.10. Agenda for Special Meeting:** Only the matter(s) set out in the notice for the Special Meeting are considered at the special meeting.
- 4.11. Procedure at Special Meeting:** Any special meeting has the same minimum twenty-one (21) day notice period, method of voting and the same quorum requirements as the annual general meeting.

ARTICLE 5. VOTING

- 5.1. Voting at a Meeting of Members:** Votes at a Meeting of Members must be done personally or by proxy.
- 5.2. Voting by Electronic Means:** a person attending a meeting by Electronic Means under 4.1.2 who is entitled to vote at the meeting may vote by any electronic, telephonic or other method that the CCA has made available for that purpose.
- 5.3. Number of Votes:** Each Member who has been a Member for a minimum of sixty (60) days is entitled to a single vote at a meeting of the CCA.
- 5.4. Manner of Voting:** At any general or special meeting a resolution or motion of the meeting shall be decided on a show of hands, or by another procedure established by the Board to accommodate a meeting being conducted or attended by Electronic Means.
- 5.4.1. Notwithstanding, if the Chairperson determines such procedure is prudent, may hold a vote by secret ballot (with one ballot per Member) in regards to the election of members of the Board, in such manner as the Chairperson deems fit and that is consistent with the Bylaws and the Act. If, at any meeting, a poll is demanded on any question, it shall be taken in such manner as the Chairman directs, but a demand for a poll may be withdrawn
- 5.5. Voting Calculation:** On a show of hands, each Member shall have one vote. Each Director is entitled to one vote. The Chairperson is permitted to vote by virtue of being a Director. A tie vote on any motion results in the motion being defeated. A declaration by the Chairperson at any meeting, unless a poll is demanded, that a resolution has been carried or carried unanimously, or by any particular majority shall be conclusive evidence of the fact.
- 5.6. Voting at Board Meeting:** Only elected or appointed members of the Board who are present shall vote at Board meetings. Matters at any meeting of the Board shall be decided by a simple majority of votes cast by a show of hands, verbal poll or other similar indication in the event of a meeting being conducted by Electronic Means.

ARTICLE 6. GOVERNANCE

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- 6.1. Duties and Powers of the Board:** The Board has the powers to act for the CCA, a society under the Act. The Board's powers are subject to only those restrictions stated in the Act and these Bylaws. The Board shall manage the affairs of the CCA consistent with the Act, these Bylaws, the CCA's objects. Each member of the Board shall conduct themselves honestly and in good faith and in the best interest on the CCA.
- 6.2. Borrowing Powers:** For the purposes of carrying out the CCA's objects, the CCA through its Board may borrow or raise or secure the payment of money in any manner it thinks fit. The CCA is not permitted to issue debentures.
- 6.3. Fundraising:** As part of fundraising the CCA may associate or partner with other groups or service businesses. The Board shall determine expected costs and anticipated funds raised, and determine whether to proceed with the project. If possible, a representative of the CCA shall be a part of the project committee.
- 6.4. Composition of the Board:** The Board shall consist of not fewer than three (3) and not more than ten (10) persons. The number of members of the Board shall be fixed by Board from time to time.
- 6.5. Eligibility:** To be a member of the Board a person must:
- a) Be eighteen (18) years of age or older; and
 - b) Be a Member who is in good standing.
- 6.6. Term of Directors:** At the first annual meeting to be held after the passing of these Bylaws, the Directors shall be divided into two (2) approximately equal groups where one group will serve a one year term and the other group will serve a two year term. The Directors will decide for themselves as to which of the two groups they will be a part of. Thereafter, the term of office of each Director shall be two (2) years.
- 6.6.1. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which that Director was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws.
- 6.6.2. A retiring Director shall be eligible for re-election or re-appointment if otherwise qualified.
- 6.7. Vacating Office:** The office a member of the Board shall be vacated is the member:
- a) dies;
 - b) becomes of unsound mind, or is the subject of a certificate of incapacity issued under the *Mental Health Act* (Alberta) or any legislation passed in substitution therefor or in replacement thereof;
 - c) is or becomes a represented adult as defined in the *Adult Guardianship and Trusteeship Act* (Alberta) or any legislation passed in substitution therefor or replacement thereof;
 - d) is convicted of an indictable criminal offence;

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- e) ceases to be a Member in good standing;
- f) by notice in writing to the Board resigns their office;
- g) is removed by Special Resolution of the Members entitled to vote at a special meeting of members called for that purpose;
- h) fails to attend three (3) consecutive meetings without the consent of the remaining members of the Board or otherwise fails to contribute to the objectives and progress of the CCA, or acts in a manner deemed to be detrimental to the CCA, as may be determined by the remaining Directors. Such Director shall be notified seven (7) days prior, in writing, of the pending dismissal and be given the opportunity of a hearing before the Board, and may and then, if deemed necessary, be expelled by an affirmative vote of a majority of the remaining Board.

6.8. Filling Vacancies: Any vacancy among the Directors as a result of any event in section 6.7 or an increase in the number of Directors may be filled by a majority vote of the remaining members of the Board.

ARTICLE 7. MEETINGS OF THE BOARD

- 7.1. Board Meetings:** A meeting of the Board may be convened by the President or any two Directors at any time. No less than five (5) days' notice shall be given of any meeting of the Board that may be called in addition to regularly scheduled meetings, if any.
- 7.2. Notice:** A meeting of the Board may be held at any time, without formal notice, if all the Directors are present or those absent have signified their consent to the meeting being held in their absence. Consent shall be given to the President or Secretary in writing prior to the meeting being called to order. Any irregularity in the notice thereof may be waived by the affected member or members of the Board.
- 7.3. Quorum:** The quorum for a Board meeting shall be fifty percent (50%) plus one of the elected or appointed Directors.
- 7.4. Chairperson:** The President shall act as Chairperson of every meeting of the Board when they are present. Where the President is absent from any meeting of the Board or vacates the chair during the course of the meeting, the Vice-President shall act as the Chairperson. In the absence of both the President and the Vice-President, the members present shall from among themselves appoint a Chairperson for the meeting.

ARTICLE 8. REMUNERATION

- 8.1.** No remuneration shall be paid to any Member or member of the Board and expenses shall be paid only as may be determined by resolution of the Board or authorized representative.

ARTICLE 9. PERSONAL LIABILITY

- 9.1.** The Directors and officers for the time being and every one of them and every of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets of the CCA from and against all actions, costs, charges, losses, damages and

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expenses which they or any of them, their or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty in their respective offices except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.

- 9.2.** Irregularities or errors done in good faith shall not invalidate acts done by the Board, except where the irregularity is criminal in nature, as may be determined by the proper authorities.

ARTICLE 10. CONFLICT OF INTEREST

- 10.1.** Any possible conflict of interest on the part of a Director with their obligations as a Director of the CCA shall be disclosed to the Board at the first Board meeting subsequent to the Director obtaining knowledge of the existence or potential existence of this conflict.
- 10.2.** When any such interest becomes a matter of Board action, such Director shall not vote or use personal influence on the matter, and shall not be counted in the quorum for a meeting at which the Board is to take action on the interest. The Director may, however, briefly state a position on the matter and answer any questions of Board members. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

ARTICLE 11. OFFICERS

- 11.1. Election of Officers:** At the first meeting of the Board held after each annual general meeting, the Board shall appoint from amongst its members, a President, a Vice-President, a Treasurer, or Secretary to fill any officer's position that is vacant. A member of the Board may hold more than one office.
- 11.2. Term for Officers:** The term for the Officer will be coterminous with the term as Director. An Officer ceases to be an Officer when that person ceases to be a Director or if that Officer resigns from their position as Officer but remains on the Board as a Director. Upon the election or appointment of a successor of office, all books, papers and other property belonging to the CCA shall be surrendered to his successor, or if necessary, to the secretary or office of the CCA.
- 11.3. Duties of the President:** The President shall be the chief executive officer of the CCA. The President shall:
- a) preside at all Meetings of Members and meeting of the Board when possible;
 - b) sign all instruments which require the signature of the President;
 - c) perform all duties incident to the office of the President and shall have such other duties as may from time to time be assigned to the President by the Board of or at any general meeting;
 - d) serve as an ex-officio member of each committee of the Board.

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11.4. Duties if the Vice President: The Vice-President shall:

- a) be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.
- b) The Vice-President shall be able to counter-sign all negotiable instruments with the President, Treasurer or Secretary.

11.5. Duties of the Secretary: The Secretary shall:

- a) issue or cause to be issued notices of all meetings of the Board, annual and special meetings when directed or as authorized by these Bylaws;
- b) as determined by the Board, have charge of the seal of the CCA, if any, which seal whenever used may be authenticated by the signatures of two officers, firstly the Secretary and the President, or, in the case of death or the inability or refusal of either to act, by the Vice-President and/or Treasurer;
- c) perform such other duties as the Board may, from time to time, properly require;
- d) when possible, attend all meetings of the CCA and of the Board and keep accurate minutes of the same;
- e) ensure the minute book of the CCA is current and properly maintained.

11.6. Duties of the Treasurer: The Treasurer shall:

- a) ensure or direct that all funds, securities of the CCA and to ensure all monies paid to the CCA are deposited to an account of the CCA;
- b) ensure or direct a faithful account of all expenditures, bills and debts and receipts for same are kept in a book belonging to the CCA, or by other generally accepted means;
- c) perform such other duties as may be assigned by the Board from time to time;
- d) prepare regular reports of the financial statement of the affairs of the CCA, and present those reports to the Board;
- e) prepare a complete financial statement of the affairs of the CCA and submit same to the annual general meeting;
- f) ensure or direct all filings and returns are submitted as required under the Act and to the Canada Revenue Agency as required and any other returns filings that may be required under legislation from time to time.

ARTICLE 12. COMMITTEES

12.1. Board Committees: The Board may from time to time appoint standing committees or ad hoc committees to hold office during the pleasure of the Board. A committee thus appointed shall be deemed an extension of the Board.

12.2. Committee Chairperson: The Chairperson of a standing committee or ad hoc committee shall be appointed by the President, with the approval of the Board, to hold office until a

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successor is appointed, the function of the committee has been fulfilled or the committee has been dissolved by the Board. The Chairperson of a committee:

- a) must be a Member in good standing, and may or may not be a member of the Board;
- b) may attend Board meetings to seek advice or direction, or to report progress as required by the Board of Directors;
- c) may select committee members, who need not be Members, subject to the approval of the Board.

12.3. Advisory Committee: There may be a Professional Advisory Committee of the CCA with terms of reference approved by the Board. The Professional Advisory Committee shall be composed of a representative of the CCA and such other members as the Professional Advisory Committee and/or the Board of Directors shall determine from time to time.

ARTICLE 13. OTHER ORGANIZATIONS

13.1. Other Organizations: Representatives to other groups, societies, or organizations shall be appointed by the Board and such representative can also be removed by the Board.

13.2. National: The CCA has supported the National Canadian Celiac Association and the other chapter organizations since the inception of the CCA in 1978. In addition to the purposes and objectives of the CCA, the CCA shall investigate and act on ways and means – where possible - whereby it can support and promote the initiatives and policies of the National Canadian Celiac Association or any affiliated association.

ARTICLE 14. DISSEMINATION OF INFORMATION

14.1. All matters concerning medical information on celiac disease or any gluten related disorders and their treatment, and all matters relating to the scientific aspects of celiac disease or gluten related disorders shall be approved by the Board or any of its authorized committees empowered to give such approval before any action thereon is taken by any Member of the CCA. This provision shall not apply to regular CCA communications, but any medical information contained therein shall be approved as set out above.

ARTICLE 15. MAKING, REPEALING OR AMENDING BY-LAWS

15.1. These Bylaws may be rescinded, altered or added to by a special resolution passed by the required majority of votes of members in good standing as are present in person, physically or virtually, at a special meeting where sufficient notice has been given by acceptable means.

ARTICLE 16. LIQUIDATION, DISSOLUTION OR WINDING-UP

16.1. In the event of liquidation, dissolution or winding up of the CCA, all of the remaining assets shall be liquidated and distributed as follows:

- a) General funds shall be used for payment and satisfaction of any and all debts of the CCA. Any remaining general funds shall be distributed to one or more charitable

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organizations registered under the *Income Tax Act* (Canada), to be chosen by the Board in its sole discretion; and

- b) Restricted funds, if any, shall be distributed as per requirements of the applicable regulatory authority.