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EDMONTON CENTRAL OFFICE SOCIETY  
BYLAW NUMBER 1

BE IT ENACTED as a Bylaw of the Edmonton Central Office Society as follows:

FILED 105  
JUL 19 2017  
Registrar of Corporations  
Province of Alberta

ARTICLE 1 – DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

As used herein, including the recitals hereto, the following terms shall have the respective meanings indicated below:

- (a) "AA" means Alcoholics Anonymous and the Fellowship of Alcoholics Anonymous;
- (b) "Auditor" means that person appointed pursuant to Article 7;
- (c) "Board" means the Board of Directors;
- (d) "Bylaws" means these Bylaws and such others as the Society may enact from time to time;
- (e) "Intergroup" means the Edmonton and Area Intergroup;
- (f) "Member" means a member of the Society;
- (g) "Membership" means the status of a person who is a Member;
- (h) "Operating Procedure" means the Operating Procedures of Intergroup;
- (i) "Quorum" means that number of Directors or Members as set out in Article 3.9 and 4.12;
- (j) "Society" means the Edmonton Central Office Society;
- (k) "Directors" or "Director" means those persons elected to the Board of Directors.
- (l) "Review" means Notice to Reader;

- 1.2 Any words or phrases defined in the *Societies Act* shall if they are not inconsistent with the subject or context hereof, bears the same meaning in these Bylaws.
- 1.3 The "*Societies Act*" means the *Societies Act*, RSA, 2000, c. S-14, as from time to time enacted and all amendments thereto and includes the regulations made pursuant thereto.
- 1.4 Expressions referring to writing shall be constructed as including references to printing, lithography, typewriting, photography and other modes of representing or reproducing words in visible form.
- 1.5 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
- 1.6 The Rules of Construction contained in the *Interpretation Act*, shall apply, *mutatis mutandis*, to the interpretation of these Bylaws.

## ARTICLE 2 - MEMBERSHIP

### 2.1 Members

The Members of the Society are those persons who are members of Intergroup on the date these Bylaws become effective, and any person who subsequently becomes a member of Intergroup.

### 2.2 Cessation of Membership

A person ceases to be a member of Intergroup if:

- (a) the person resigns as a Member;
- (b) the person is no longer a Member; or
- (c) the person is requested to resign by Resolution of the Members.
- (d) the person dies

### 2.3 Withdrawal of member

A Member may withdraw from Membership by giving written notice of resignation to the Society and to Intergroup, which resignation shall be effective upon receipt thereof by the Society.

### 2.4 Fees, Dues and Assessments

There shall not be any fees, dues or assessments associated with Membership in the Society.

## ARTICLE 3 – MEETINGS OF THE MEMBERS

### 3.1 Meetings of the Members

The Board shall conduct an annual general meeting (AGM) of the Society on or before December 31 in each year. Special meetings of the Members may be convened by the Board at any time. The Board shall determine the date, time and meeting place within the geographic boundaries of the City of Edmonton.

### 3.2 Notice of Meetings

Meetings of the Society may be called by written notice mailed, prepaid, at least fourteen days before the date of the meeting. If any such notice states that there is available at the office of the Society a written memorandum containing particulars of the business to be transacted at such meeting and such a memorandum is so available, particulars of the business to be transacted at such meeting except for particulars of a proposed Special Resolutions of which notice must be given pursuant to the *Societies Act*.

### 3.3 Waiver of Notice

Subject to the provisions of the *Societies Act*, any meeting of the Society may be held at any time and place without notice, if all of the Members entitled to vote thereat either consent in writing to the holding of the meeting or are present in person. The foregoing does not apply to a Member who is at the meeting to dispute the validity of the meeting.

### 3.4 Accidental Omission to Given Notice

The accidental omission to given notice of a meeting to, or the non-receipt of the notice of a meeting by, any Member shall not invalidate proceedings at any meeting.

### 3.5 Procedure at Meetings

The procedures to be followed at meetings shall be those set out in the most recent edition of Robert's Rules of Order except as otherwise provided in these Bylaws, and in particular as set out in paragraph 4.7 (a) through (c). The President of the meeting has final authority to decide upon the interpretation of the procedures.

### 3.6 Votes

Each member in good standing of the Society shall at all meetings of the Society at which the Member is present in person, be entitled to one vote on each resolution at the meeting.

### 3.7 Voting

Subject to the provisions of the *Societies Act*, any question at a meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded as provided by Article 3.8. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is required or demanded, a declaration by the President of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or

against any resolution or other proceeding in respect of the said question. The result of the vote so taken shall be the decision of the Members upon the said question, unless a ballot is demanded or required immediately after the show of hands.

### **3.8 Ballots**

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner, as the President shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each Member present shall be entitled to 1 vote upon the question, and the result of the ballot so taken as reported on by the scrutinisers (if they have appointed) shall be the decision of the Members upon the said question.

### **3.9 Quorum**

In order to have a valid AGM or Special Meeting, 21 Members must be present in person. If this condition is achieved at the beginning of the meeting, business may be conducted during the rest of the meeting even though quorum is not maintained throughout the meeting.

### **3.10 Adjourned Meeting**

If a quorum is not present within one hour from the opening of a meeting of Members, the meeting, if convened on the requisition of Members, shall be terminated, but in any other case, the Members present may adjourn the meeting to a fixed time (which time shall be not less than 7 days or more than 1 month from the time of the adjourned meeting) and to the same place as the adjourned meeting but may not transact any other business than the business of the meeting that was adjourned. The quorum at an adjourned meeting of the Members, which has been adjourned in accordance with this Article 3.10, shall be the number of Members present personally at such adjourned meeting.

### **3.11 Annual General Meetings**

At the annual general meeting, the Members shall:

- (a) consider the financial statements of the Society;
- (b) consider the auditor's report;
- (c) consider the reports of the President and Treasurer;
- (d) conduct elections of Directors;
- (e) appoint the auditor for the next fiscal year; and
- (f) such other items of business as the President may determine.

**3.12 Special Meetings**

Special meetings may be called by the Board or the President and must be called by the Board or the President upon the receipt by either of them of a written request signed by at least 15 Members to convene a special meeting.

**3.13 President**

- (a) The President of the Society, or in the absence of the President, 1 of the other Directors present shall preside as President of a AGM or Special Meeting; or
- (b) If the President or other Director are present within 15 minutes after the time appointed for holding the meeting; or the President and all other Directors present are unwilling to act as President, the Members present shall choose one of the Members to be President of the Meeting.

**3.14 Adjournment of General Meeting**

- (a) Any AGM or Special Meeting of the Society at which a quorum was present, may be adjourned by Resolution of the Members then present to any time or from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting at which such adjournment was first made and no notice shall be required of any such adjournment.

**3.15 Resolutions**

A Resolution proposed at a Meeting shall be seconded and the President of a Meeting shall not propose or second a Resolution. In the case of an equality of votes the President shall not have a casting or second vote in addition to the vote to which the President may be entitled and the proposed Resolution shall not pass.

**3.16 Persons Entitled to be Present**

The only person entitled to be present at a Meeting shall be those entitled to vote thereat, and the Directors of the Society and other who, although not entitled to vote, are entitled or required under any provision of the *Societies Act*, the Application for Incorporation or the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the President or with the consent of the meeting.

**ARTICLE 4 – BOARD OF DIRECTORS**

**4.1 Composition of the Board of Directors**

There shall be composed of a maximum of seven (7) Directors.

**4.2 Directors' Terms of Office**

Directors shall be elected annually at the Annual General Meeting of the Society.

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#### 4.3 Election of Directors

At the first Annual General Meeting of the Society following the enactment of this Bylaw and at each successive Annual General Meeting of the Society thereafter, the Members shall elect Directors.

#### 4.4 Eligibility of Candidates

Each Member is eligible for nomination and election as Director unless that Member is ineligible by reason of the *Societies Act* or these Bylaws. Any consenting non-Member is also eligible.

#### 4.5 Vacancies

- (a) If there is vacancy, or if there has been a failure to elect the number of Directors required by Article 4.1, the Directors then in office shall forthwith appoint additional Director(s) to fill the vacancy until the next Meeting of the Members.
- (b) A Director appointed or elected to fill a vacancy holds office until the next AGM of the Society.

#### 4.6 Authority of the Board

The management and administration of the affairs of the Society shall be vested in the Directors. In addition to the powers and authorities given by these Bylaws, or otherwise expressly conferred upon them, the Directors may exercise all such powers of the Society and do all such acts and things on its behalf as are not prohibited by the *Societies Act*, the Application for Incorporation or Bylaws of the Society and the Director shall have full power to make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the *Societies Act*, the Application for Incorporation for the Society and these Bylaws.

#### 4.7 Duties of Directors

The Board must:

- (a) In all of its deliberations and decisions be guided by the *Twelve Traditions of Alcoholics Anonymous* (the "Traditions");
- (b) Use its best efforts to ensure that the Traditions are maintained;
- (c) Be guided in its deliberations and decisions by the following:
  - (i) The final responsibility and the ultimate authority for A.A. service in the Edmonton Area and District ("Edmonton") should always reside in the collective conscience of the whole Edmonton Fellowship as expressed by the Intergroup body;
  - (ii) Ensure that throughout the Society's structure, a traditional "Right of Appeal" ought to prevail, so that minority opinion will be heard;
  - (iii) Ensure that every service responsibility is matched by an equal service authority and that the scope of each authority is well defined;

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(iv) Observe in all the proceedings the spirit of the A.A. tradition, that sufficient operating funds and reserve be its prudent financial principle; that it does not place any of its Members in positions of unqualified authority over others; that it reach all important decisions by discussion, vote and whenever possible, by substantial unanimity; that none of its actions will be personally punitive or an incitement to public controversy; and that like the Fellowship it serves, it will always remain democratic in thought and action.

(d) ensure that the Society's business conforms to all regulatory and legislative authorities (including the Act, the certificate of incorporation, the Bylaws) and in accordance with the Operating Procedures.

(e) set shorter term purposes, called goals and objectives;

(f) appoint Directors to act as Chair of any committees.

#### **4.8 Removal of Directors**

The office of Director shall be automatically vacated:

- (a) if a Director resigns such office by delivering a written resignation to the secretary of the Society;
- (b) if a Director becomes bankrupt; or
- (c) if a Director dies.

Any Director/Officer can be removed and a replacement Director/Officer elected by a majority vote of the Members at a special meeting called for that purpose.

#### **4.9 Remuneration of Directors**

No Director shall be paid for services as a Director, but any expenses incurred by a Director on behalf of the Society may be defrayed by the Society with the approval of the Board.

#### **4.10 Conduct of Business**

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall not have a second or casting vote.

Meetings of the Directors held at regular intervals may be held at such place, at such time and upon such notice (if any) as the Directors may by resolution from time to time determine, provided that no notice of the meeting following the AGM is necessary. The quorum necessary for the transaction of business of the Board of Directors shall be four persons.

#### **4.11 Quorum**

A meeting of the Board is valid if four of the Directors are in attendance. A Director who is unable to be physically present may participate by communication facility if it allows the absent Director to fully take part in the meeting.

**4.12 Meeting Place**

The Board can decide to meet at any place within the geographic boundaries of the cities of Edmonton, St. Albert or Sherwood Park.

**4.13 Notice of Meetings**

- (a) The President or any 2 Directors must send written notice of the date, time, place and business to be conducted at the meeting at least 7 days before the meeting by mail, delivery or electronic (computer) mail. In the event of an emergency, meetings can be called on 3 days' notice.
- (b) Notice of Board meeting is not required if:
  - (i) The Board has decided on a regular schedule of meetings;
  - (ii) The meeting takes place right after the AGM;
  - (iii) All Directors are present at the meeting; or
  - (iv) All of the Directors have consented to the calling of meeting without notice.

**4.14 Frequency of Meetings**

The Board must meet at least once in a year. It can decide to meet more frequently or at scheduled intervals.

**4.15 Teleconference Meetings**

A Director may participate in a meeting (at which at least three Directors are present in person) of the Directors or of any committee of the Directors by means of conference telephone or other communications facilities by means of which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum thereof and be entitled to speak and vote thereat.

**4.16 Indemnity**

Every Director of the Society shall, subject to the provisions of the *Societies Act*, be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own wilful act or default.

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**4.17 Resolutions in Writing**

A resolution in writing signed by three-fourths of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

**4.18 Director's Involvement in Contracts**

A Director must not have an economic interest in a business arrangement with the Society.

**4.19 Conduct of Directors**

Directors will carry out their duties honestly, fairly and to the best of their abilities in a manner that lawfully advances and protects the Society. An individual Director has no power to bind the Society or the Board.

**4.20 Voting**

At all meetings of the Director:

- (a) the President and each Director has one vote;
- (b) in the event of a tie vote, the resolution is defeated;
- (c) Directors will usually vote openly in a manner that clearly demonstrates their position on a resolution;
- (d) If a Director asks for a ballot vote, the voting on the resolution will take place by secret ballot;
- (e) After voting is complete:
  - (i) The President will count the votes;
  - (ii) A Director appointed by the Board will confirm the count; and
  - (iii) The President will announce to the meeting the passage or failure of the resolution without providing the numerical results which ends the process.

**ARTICLE 5 – OFFICERS**

**5.1 Officers**

The Officers of the Society are a President, a Vice President, a Secretary and a Treasurer.

**5.2 President**

The President:

- (a) Presides at all meetings of the Members and of the Board;
- (b) Is a member of all the Society's committees; and

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- (c) Is Chief Executive Officer and president of the Society.

### **5.3 Qualifications of the President**

The President must be a Director.

### **5.4 Vice President**

The Vice President:

- (a) Is a Director;
- (b) Performs the duties delegated by the Board; and
- (c) Performs the duties of the President when necessary.

### **5.5 Treasurer**

- (a) Is a Director;
- (b) Has the custody of the Society's funds and securities;
- (c) Is responsible for overseeing the keeping of the Society's accounting records and the preparation and delivery of financial statements to the Board and the Members;

### **5.6 Secretary**

- (a) Is a Director;
- (b) Is responsible for the keeping of the Society's seal;
- (c) Is the clerk of all the Society's meetings recording all votes and minutes of all meetings; and
- (d) Performs the other duties delegated by the Board.

### **5.7 Election of Officers**

The Members will elect the Officers at an AGM for their respective terms of office unless the position is earlier vacated by resignation, death or removal.

### **5.8 Replacement of Officers**

Any vacant Officer position may be filled by appointment by the Board to hold office until the next meeting of the Members.

- (a) If an Officer resigns, a replacement Officer must be elected by the Members at a special meeting called for that purpose within 1 month of the resignation date. The Board can appoint a Director as an acting Officer until an Officer is elected.

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**5.9 Remuneration**

No Officer shall receive any remuneration from the Society for services rendered as an Officer but any expenses incurred by an Officer on behalf of the Society may be defrayed with the approval of the Board of Directors.

**5.10 Ad Hoc Committees**

As needs arise, the Board may, by Resolution, appoint Directors, Members and other advisors to serve on ad hoc committees for either stated terms or until the conclusion of the next annual general meeting to provide expertise and advice on particular matters. The Board will dissolve any ad hoc committee, which is no longer required.

**ARTICLE 6 – BOOKS & RECORDS**

**6.1 Books and Records**

The Board must ensure all necessary books and records are properly kept.

**6.2 Inspection of Account Books**

The Board will establish where books of account will be kept in Edmonton. These books are always open to inspection by the Board. The Board can establish by policy the place, time and manner in which books may be available for inspection by members. A person who is not a Director will not be able to inspect any books or records without the express approval by law or by resolution of the Membership or Director.

**6.3 Inspection by Members**

The Directors shall from time to time determine whether and to what extent and at times and places and under which conditions or regulations the accounts, books and records of the Society or any thereof shall be open to the inspection of persons not being Directors, and no person (not being a Director) shall have any right of inspecting any account, book or record of the Society except as conferred by law or authorized by the Directors or by resolution of the members.

**6.4 Accounts**

The Directors shall cause true accounts to be kept of:

- (a) All sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
- (b) The assets and liabilities of the Society;
- (c) All other transactions affecting the financial position of the Society.

## ARTICLE 7- ACCOUNTANT

### 7.1 Auditor Accountant

At each AGM the Members must appoint an accountant of the Society. The Members can dismiss the accountant at a special meeting called for that purpose. If the accountant is not appointed, resigns or is dismissed, the Board can appoint the accountant.

### 7.2 Payment of the Auditor

The accountant's fee is set by the Board in conjunction with the appointment at the annual general meeting.

### 7.3 Terms

The accountant's term will start at the time of its appointment and will continue for a one year term or until a replacement is appointed by the membership or the Board.

### 7.4 Qualifications

The accountant must be a Certified Public Accountant or Chartered Professional Accountant. The accountant cannot be selected from among:

- (a) The Directors;
- (b) The Officers;
- (c) Spouses or partners of Directors or Officers; or
- (d) Employees of the Society.

### 7.5 Responsibilities of the Accountant

Before the annual general meeting, the accountant will prepare and deliver to the Members a report of the results of its review of the Society's financial records and financial statements prepared by it during the accountant's term. The report will be titled "Notice to Reader" and must indicate whether:

- (a) The accountant was able to conduct the review in accordance with generally accepted auditing standards; and
- (b) In its opinion, the financial statements of the Society present fairly, in all material respects the financial position of the Society as at the date of the financial statements and the results of its operations for the year then ended in accordance with generally accepted accounting principles.

### 7.6 Rights of the Accountant

- (a) Access to Records

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In the course of the performance of its responsibilities the accountant can obtain complete access to all financial records and documents of the Society and can require explanations and information from the Officers and Directors as is necessary for the performance of its duties.

(b) Attendance at Meetings

The accountant is entitled to attend and make an independent presentation at any meeting where its report is presented to the Membership.

**7.7 Scope of the Accountant 's Authority**

The accountant has a right of access to and responsibility for reviewing all financial transactions of the Society, which occur after the completion of the previous year-end.

**ARTICLE 8 – FINANCE**

**8.1 Financial Year**

The financial year of the Society ends on December 31 in each year unless it is changed to another date by the Board.

**8.2 Investment of Funds**

The funds of the Society not required for immediate use may be kept on deposit in a chartered bank governed by the *Bank Act*, S.C. 1991, c. 46, or may be invested in securities in which Directors are for the time being authorized by law to invest, and in any event, the Society shall maintain at least one account with a chartered bank, credit union or trust company for the deposit of funds.

**8.3 Borrowing**

The Board may not borrow money on the credit of the Society.

**ARTICLE 9 – SEAL**

**9.1 Seal**

The corporate seal of the Society is selected and approved by the Board.

**9.2 Custody**

The Secretary/Treasurer has the responsibility for, and use of the seal.

**9.3 Execution of Documents**

All documents which are binding on the Society must be signed by 2 Officers and if required, sealed. Documents which the Board determined are in the ordinary course of business may be signed by an Officer so designated.

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## **ARTICLE 10 – NOTICES**

### **10.1 Method of Giving Notice**

Subject to the provisions of the *Societies Act* which require, *inter alia*, the Society to give not less than fourteen days written notice of a general meeting of the Society to its members entitled to receive notice of a general meeting and the provision of these Bylaws with respect to the calling of general meetings, where any other notice is required to be given, such notice may be given either personally, by electronic (computer) mail, or by regular mail addressed to the Member, Director or Society or, subject to the provision of the *Societies Act*, with respect to the calling of general meetings, by some other means as established by the Directors. A notice or other document so sent by post shall be deemed to be given at the time the same was mailed. For the purpose of giving any notice, the address of any member, Director or Officer shall be his last address as recorded on the books of the Society.

## **ARTICLE 11 – AMENDMENT TO BYLAWS**

### **11.1 Amendment**

The bylaws of the society shall not be rescinded, altered or added to except by special resolution of the society.

## **ARTICLE 12 – DISSOLUTION**

### **12.1 Dissolution**

The Society can be dissolved by a resolution of the Membership at a special meeting called for that purpose.

### **12.2 Distribution**

Upon the dissolution of the organization and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).

## **ARTICLE 13 – EFFECTIVE DATE**

### **13.1 Effective Date**

This Bylaw shall come into effect on the date specified by the Members.

Enacted by the Members in accordance with the Act as of the 22nd day of June, 2016.

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