

Governing Documents: Constitution



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Governing Documents: Constitution

3.1 Why are Constitutional Documents Important to Charities?



Key info

From www.charitycentral.ca/site/?q=node/455

A charity should keep **adequate books and records**,

- in either English or French
- at a Canadian address it has on file with CRA,

so that CRA can verify official donation receipts issued, as well as income and expenditures.

From www.charitycentral.ca/site/?q=node/456

The *Income Tax Act* includes a long list of items in its definition of “books and records,” including **governing documents**. **Your constitution and bylaws are part of your governing documents**. (See Sections 4, 5, and 6 for more info on governing documents.)

What this means for you

You must keep a copy of your **constitution** and **bylaws** in a safe and easily accessible place. Information follows on how to find your documents. File a copy here in your Office in a Box.

Section 230 of the *Income Tax Act* says that a charity must keep three kinds of books and records:

- information to enable determination of whether there are grounds for revocation of your status under the Act (that is, your compliance with the Act)
- duplicates of donation receipts
- such other information to allow verification of donations for which a deduction or tax credit is available.

Within these three categories, it is up to you to decide which books and records to keep. As a general rule, it is better to keep more records than fewer.



In other words, you must be able to prove to CRA that your charity is doing what you claim!



From www.charitycentral.ca/site/?q=node/457



Revocation:
To lose one's charitable status!

Importance of Constitution	Description and Sample Docs	Governing Statutes	More Information	Your Documents
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Important to note

Your constitutional documents are the documents that established your organization. These documents are necessary in legally creating an organization.

Once an organization has been created, constitutional documents have to be kept up-to-date and filed with the provincial or federal regulatory body.

What the CRA says...

Maintaining the charity's status as a legal entity

Many charities are constituted as corporations. Some are constituted as trusts or as unincorporated associations. A registered charity that is constituted as a federal, provincial, or territorial corporation **must** meet other specific requirements (in addition to the requirements of the CRA) in order to maintain its status as a legal entity. In some jurisdictions, trusts that are charities are also subject to reporting requirements. Failure to maintain its status as a legal entity could result in the revocation of its registration as a charity.

Has the charity checked with the relevant authorities such as Industry Canada or the provincial or territorial registrar to verify the following requirements?

- Governing documents (constitution, letters patent, and so on).
- Changes to the charity's name, list of directors, and related information, must be recorded with the relevant authorities **in addition** to the Charities Directorate of the CRA.



Key info

Remember that, as a corporation, you have at least two filing requirements:

- a) to maintain your legal status as a corporate entity, and
- b) to maintain your registered charitable status.

The usual books and records held and maintained by registered charities include **constitution** and **bylaws** – which form part of your governing documents

What is a constitution? What are constitutional documents?

Constitutions are the core document of an entity and rarely change over time. They have different forms and titles depending on the statute that governs them. Usually, they include at least three documents::

- letters patent (only if a federally-incorporated organization) stating that the organization is incorporated
- stamped articles of incorporation or application for incorporation
- bylaws

The following table shows the main statutes used to incorporate non-profit organizations in Manitoba and the names of the documents that form the organization's **constitution**..

Jurisdiction	Statute	Constitutional Documents
Manitoba	<i>Manitoba Corporations Act</i> C.C.S.M. c. C225	<ul style="list-style-type: none">• Articles of Incorporation (without share capital), stamped (b, below)• Bylaws (c, below)
Federal (Canada)	<i>Canada Corporations Act</i> R.S.C. 1970, c. 32 (Part II)	<ul style="list-style-type: none">• Letters Patent (a, below)• Application for Incorporation (b, below)• Bylaws (c, below)



Adapted from
Legal and Ethical Duties of Directors of Not-for-Profit Organizations: Organizing Your Corporate Documents
by Lois Gander (2009),
p.14.

What is incorporation?

Incorporation is the process by which an organization gets its legal status. The procedures for incorporating differ from statute to statute and province to province.

However, generally speaking, an organization is required to have

- a document containing its general objects which state the organization's goals and objectives, and
- bylaws which cover matters such as who will be allowed to become a member and how decisions will be made.



Gander (2009)

These documents are the organization's **constitution** and must be filed with either a provincial or federal corporate registry. Once your organization has been approved for incorporation, the registry will issue a stamped copy of the articles of incorporation, or Letters Patent. We include these documents in the list of incorporating documents because they prove that your organization has been properly incorporated.

Importance of Constitution	Description and Sample Docs	Governing Statutes	More Information	Your Documents
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3.2 Description and Samples of Constitutional Documents

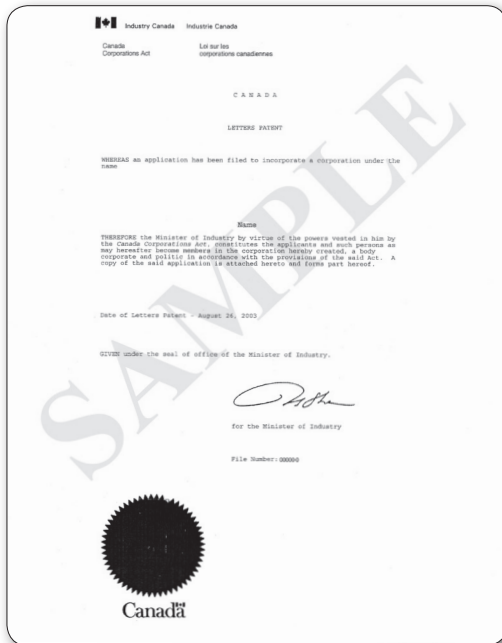
We urge you to file a copy of your organization's constitutional documents in the folder at the end of this section. The following information will help you to identify your documents.

Letters patent

In Manitoba, if an organization is incorporated under the *Manitoba Corporations Act*, **there is no certificate of incorporation** as you will find in other Canadian provinces. Rather, the Companies Office will simply stamp your organization's Articles of Incorporation. Refer to Section b, below.

If an organization is incorporated under **federal legislation**, the **Canada Corporations Act**, then there will be Letters Patent. The *letters patent* announces to the rest of the world that your organization exists. These are the formal letters from the incorporating government which indicate that the organization is now incorporated.

Sample: Federal Canada Corporations Act Letter Patent



Samples from
Legal and
Ethical Duties of
Directors of Not-
for-Profit Organizations:
Organizing Your Corporate
Documents by Lois Gander
(2009), p.41-43.

Articles of incorporation (without share capital) or application for incorporation

As mentioned above, if an organization is incorporated **provincially**, under the **Manitoba Corporations Act**, the Companies Office will simply stamp the organization's Articles of Incorporation. This forms part of your constitutional documents.

If an organization is incorporated under **federal legislation, the Canada Corporations Act**, then there will be an Application for Incorporation that forms part of your constitutional documents.

The *Articles of Incorporation (without share capital)* or the *Application for Incorporation* deal primarily with the organization's objects. This is an extremely important document because the objects of an organization limit what the organization has the legal capacity to do.



Refer to
Section 4.3
for more
info on
Objects



 From *Understanding Your Corporate Documents* by Lois Gander (2010).


Sample: Manitoba Corporations Act - Articles of Incorporation (without share capital)

The Corporations Act

ARTICLES OF INCORPORATION (share capital)

Instructions

Français



1. Name of Corporation

2. The address in full of the registered office (include postal code)

3. Number (or minimum and maximum number) of directors

4. First directors

Name in full	Address in full (include postal code)

5. The clauses and any maximum number of shares that the corporation is authorized to issue



 From Manitoba
Companies
office [http://
companiesoffice.gov.
mb.ca/forms.html](http://companiesoffice.gov.mb.ca/forms.html)

Sample: Federal *Canada Corporations Act* – Application for Incorporation



If you do not already have a copy of these documents, you should obtain one! See *A Guide to Searching Government Registries* in Appendix A: Resources for information on how to do this. Fees may apply.

Bylaws

What are bylaws?

Bylaws (or **Articles of Association**) are:

- the rules and guidelines that formally define your organization's governance arrangements.

Governance policies, if your charity uses them, are also rules and guidelines that formally define your organization's governance.



"Governance" relates to decisions that define expectations, grant power, or verify performance. It is the means by which the board of directors guides and monitors the values and goals of its organization

Bylaw

- provides overall framework to govern affairs of organization
- does **not** deal with day-to-day operations

The statute under which your organization was incorporated may require your organization to have bylaws. The **bylaws** or **articles of association** tell your members how your organization will be managed and how decisions will be made.

Here is a list of the major items that typically appears in bylaws:

- who can be a member of your organization and under what conditions, how you become a member, what conditions are associated with membership, termination
- how many directors can be on your board and how they will be chosen
- what officers your organization will have and how they are chosen (election, term, duties, resignation, and removal)
- how your organization will call meetings
- how many people must be present at meetings to do business (quorum)
- voting rights of members
- who will have custody of the corporate seal and who is allowed to use it to certify your organization's documents
- how bylaws can be changed
- whether certain kinds of decisions require special levels of approval or consent
- providing an indemnity for the directors
- a dissolution cause, stating that upon dissolution, the property of the charity will be distributed to one or more qualified donees.



From
*Understanding
Your Corporate
Documents* by Lois Gander
(2010), p.21



"Indemnity"
means
protection
against
future loss

Importance of Constitution	Description and Sample Docs	Governing Statutes	More Information	Your Documents
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Refer to
section 6 for
all info on
policies

Governing Documents – Constitution

3.2 – 6

And also...

- standing committees of the board
- how minutes are kept; books and records generally
- fiscal year of the organization

Note: The statute under which your organization is incorporated may require certain matters to be dealt with in the bylaws.

For example, the Manitoba *Corporations Act* sets out under section 275 that the directors may pass bylaws, not contrary to the Act or the articles of incorporation and sets out a list of what the bylaws may deal with, including:

- admission of members,
- fees and dues of members,
- suspension and termination of membership,
- qualifications of directors,
- time and manner of election of directors, and
- time, place and notice for holding meetings.

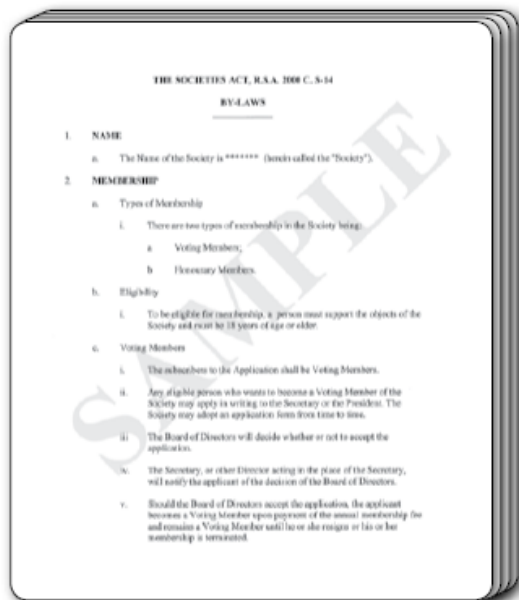


Institute on
Governance
[http://iog.ca/
boardgovernance/
html/byl_byl.html](http://iog.ca/boardgovernance/html/byl_byl.html)



Samples of bylaws

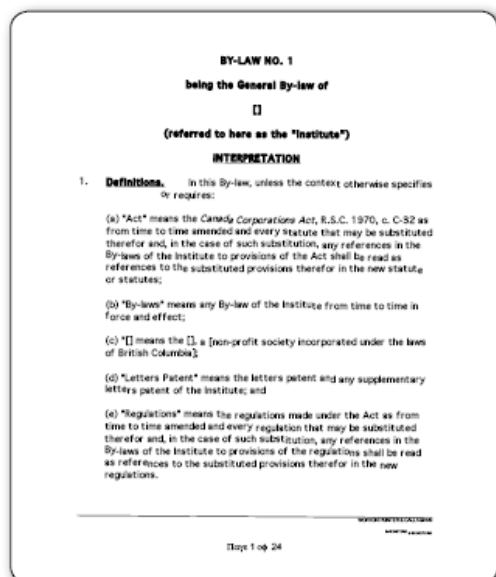
Sample: Manitoba Corporations Act Bylaws



Samples from
Legal and
Ethical Duties of

Directors of Not-for-Profit
Organizations: Organizing
Your Corporate Documents
by Lois Gander (2009),
p.41-43

Sample: Bylaws for a federally incorporated non-profit organization



More samples of bylaws

The following samples come from two sources:

- Board Development Program Workbook: *Drafting and Revising Bylaws for Not-for-profit Organizations in Alberta* (2009), Appendix 3, p.64-75. Alberta Culture and Community Spirit & The Muttart Foundation. (Reprinted with permission)
Online: http://culture.alberta.ca/bdp/workbooks/drafting_Revising_Bylaws.pdf
- Saskatchewan Department of Justice: *Sample Bylaws from Tutorial for Directors and Officers of Non-profit Corporations in Saskatchewan*
Online: www.justice.gov.sk.ca/NPT/pdfs/SampleBylaws.pdf

Important to note: Tailoring to your needs

On the whole, bylaws will differ from organization to organization. They need to be tailored to the specific needs of your own organization. The information following is not intended to be copied verbatim for your organization. We recommend that your charity draft its own set of bylaws!

Important to note: How to end

There are two critical elements that charities need to add to these bylaws: dissolution and wind-up provisions. These include:

- That the assets of a charity cannot be distributed to its members at any time, including upon dissolution; and
- That upon wind-up or dissolution, all remaining assets after the payment of debts will be distributed to one or more qualified donees (that is, other registered charities, or certain other entities specified under the *Income Tax Act*).

The issue of the distribution of assets upon dissolution or winding up of an organization has become increasingly complex. Legal advice should be sought.



From *Drafting and Revising Bylaws for Not-For-Profit Organizations in Alberta*, p.59. http://culture.alberta.ca/bdp/workbooks/drafting_Revising_Bylaws.pdf

CRA Summary Policy – Dissolution Clause (Reference Number: CSP-D15)

Under the *Income Tax Act*, a registered charity can only transfer its remaining assets to a **qualified donee** upon its dissolution. Therefore, a registered charity's governing documents should include a clause to the effect that upon winding up or dissolution, all its remaining assets after payment of its debts must be distributed to one or more qualified donees.

However, where a *Notice of Intention to Revoke a Charity's Registration* (Form T2051A) has been issued, a registered charity can only transfer assets to another eligible entity during the winding-up period.



From CRA
website: www.cra-arc.gc.ca/tx/chrts/plcy/csp/csp-d15-eng.html



See
Glossary for
"qualified
donee".

APPENDIX 3

A Set of Bylaws: A Sample

These bylaws are written for a policy governing board with a paid executive director who manages the organization. Remember that these bylaws are only a sample. You must write your bylaws to fit your society's needs and circumstances. It is recommended that the wording used in the *Societies Act* be used in your bylaws.

Classical Music Society of Alberta

BYLAWS

Article I – Preamble

1.1 The Society

The name of the society is the Classical Music Society of Alberta, which may also be known or referred to as the CMS or the Society.

1.2 The Bylaws

The following articles set forth Bylaws of the Classical Music Society of Alberta.

Article 2 – Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 Act means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 Annual General Meeting means the annual general meeting described in Article 5.1.

2.1.3 Board means the Board of Directors of this Society.

2.1.4 Bylaws means the Bylaws of this Society as amended.

2.1.5 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.6 General Meeting means the Annual General Meeting and a Special General Meeting.

2.1.7 Member means a Member of the Society.

2.1.8 Officer means any Officer listed in Article 6.2.

2.1.9 Registered Office means the registered office for the Society.

2.1.10 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.11 Society means the Classical Music Society of Alberta.

2.1.12 Special Meeting means the special general meeting described in Article 5.2.

2.1.13 Special Resolution means:

- a. a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
- b. a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- c. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.14 Voting Member means a Member entitled to vote at the meetings of the Society.

2.2 Interpretation

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

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Article 3 – Objects of the Society

3.1 The objects of the society are detailed in the Article of Incorporation.

Article 4 – Membership

4.1 Classification of Members

There are four categories of Members:

- a. Full Members
- b. Associate Members
- c. Life Members
- d. Honourary Members

4.1.1 Full Members

To become a Full Member, an individual must:

- a. have been an Associate Member for at least five (5) years; and
- b. pay the annual membership fees for Full Members.

4.1.2 Associate Members

To become an Associate Member, an individual must pay the annual membership fees for Associate Members.

4.1.3 Life members

To become a Life Member, an individual must:

- a. have been a Full Member for at least ten (10) years;
- b. be 65 years or older; and
- c. apply to become a Life Member.

4.1.4 Honourary Members

An individual may become an Honourary Member if the Voting Members at a general Meeting pass a resolution recognizing the contributions of the individual to the Society or its objects.

4.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership Fees

4.3.1 Membership year

The membership year is November 1 to October 31.

4.3.2 Setting Membership Fees

The Board decides annual membership fees for each category of Members.

4.3.3 Payment Date for Fees

The annual membership fees must be paid on or before November 1 of every year.

4.4 Rights and Privileges of Members

4.4.1 Any Member in good standing is entitled to:

- a. receive notice of meetings of the Society;
- b. attend any meeting of the Society;
- c. speak at any meeting of the Society; and
- d. exercise other rights and privileges given to Members in these bylaws.

4.4.2 Voting Members

The only Members who can vote at meetings of the Society are:

- a. Full Members in good standing who are at least eighteen (18) years old; and
- b. Life Members in good standing.

4.4.3 Number of Votes

A voting Member is entitled to one (1) vote at a meeting of the Society.

4.4.4 Member in Good Standing

A Member is in good standing when:

- a. the Member has paid membership fees or other required fees to the Society; and
- b. the Member is not suspended as a Member as provided for under Article 4.5.

4.5 Suspension of Membership

4.5.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws;
- b. if the Member has been disloyal to the Society;
- c. if the Member has disrupted meetings or functions of the Society; or
- d. if the Member has done or failed to do anything judged to be harmful to the Society.

4.5.2 Notice to the Member

4.5.2.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.

4.5.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

4.5.2.3 The notice will state the reasons why suspension is being considered.

4.5.3 Decision of the Board

4.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

4.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.5.3.4 The decision of the Board is final.

4.6 Termination of Membership

4.6.1 Resignation

4.6.1.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

4.6.1.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.2 Death

The membership of a Member is ended upon his death.

4.6.3 Deemed Withdrawal

4.6.3.1 If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation.

4.6.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.4 Expulsion

4.6.4.1 The Society may, by Special Resolution at a Special General meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

4.6.4.2 This decision is final.

4.6.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.7 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

4.8 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

4.9 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Society.

Article 5 – Meetings of the Society

5.1 The Annual General Meeting

5.1.1 The Society holds its Annual General Meeting no later than March 30 of each calendar year, in Edmonton, Alberta. The Board sets the place, day and time of the meeting.

5.1.2 The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. considering the President's report;
- d. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the auditors;
- f. electing the President;
- g. electing the Members of the Board;
- h. considering matters specified in the meeting notice;
- i. other specific motions that any members has given notice of before the meeting is called.

5.1.4 Quorum

Attendance by 20% of the Members at the Annual General Meeting is a quorum.

5.2 Special General Meeting of the Society

5.2.1 Calling of Special General meeting

A Special General meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least five (5) Directors. The request must state the reason for the Special General meeting and the motions(s) intended to be submitted at this Special General Meeting; or
- c. on the written request of at least one- third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at such Special General Meeting.

5.2.2 Notice

The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 5.3.5.1.)

5.3 Proceedings at the Annual or a Special General Meeting

5.3.1 Attendance by the Public.

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2 Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 Presiding Officer

5.3.3.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

5.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

5.3.4 Adjournment

5.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3 The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

5.3.5 Voting

5.3.5.1 Each Voting Member, has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

5.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.3.5.3 A Voting Member may not vote by proxy.

5.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.3.5.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.3.5.6 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

5.3.5.7 Members may withdraw their request for a ballot.

5.3.5.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.3.6 Failure to Give Notice of meeting

No action taken at a General meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect the meaning.

5.3.7 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.

Article 6 – The Governance of the Society

6.1. The Board of Directors

6.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- a. Promoting the objects of the Society;
- b. Promoting membership in the Society;
- c. Maintaining and protecting the Society's assets and property;
- d. Approving an annual budget for the Society;
- e. Paying all expenses for operating and managing the Society;
- f. Paying persons for services and protecting persons from debts of the Society;
- g. Investing any extra monies;
- h. Financing the operations of the Society, and borrowing or raising monies;
- i. Making policies for managing and operating the Society;
- j. Approving all contracts for the Society;
- k. Maintaining all accounts and financial records of the Society;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules and regulations for operating the Society and using its facilities and assets;
- n. Selling, disposing of, or mortgaging any or all of the property of the Society; and
- o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

6.1.3 Composition of the Board

The Board consists of:

- a. the President;
- b. nine (9) Directors-at-large elected at the Annual General Meeting from among the Voting members; and
- c. the immediate Past President.

6.1.4 Election of the Directors and the President

6.1.4.1 At the first Annual General Meeting of the Society, the Voting Members elect the following Directors:

- a. Three (3) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected;
- b. Three (3) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and
- c. Three (3) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General meeting at which these Directors were elected.

6.1.4.2 At each succeeding Annual General meeting of the Board, Voting Members elect three (3) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected.

6.1.4.3 Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.

6.1.4.4 Voting members elect the President at the Annual General Meeting. The President can only serve for a maximum of three (3) consecutive terms, which includes any consecutive terms as a Director or Officer of the Board.

6.1.5 Resignation, Death or Removal of a Director

6.1.5.1 A Director including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.5.2 Voting Members may remove any director including the President and the immediate Past President, before the end of his term. There must be a majority vote at a Special General meeting called for this purpose.

6.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that a vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

6.1.6 Meetings of the Board

6.1.6.1 The Board holds at least nine (9) meetings each year.

6.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

6.1.6.3 Ten (10) days' notice for Board meetings is mailed to each Board member. There may be five (5) days' notice by telephone or fax. Board Members may waive notice.

6.1.6.4 A majority of the Directors present at any Board meeting is a quorum.

6.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least five (5) Directors present at this later meeting is a quorum.

6.1.6.6 Each Director, including the President and the Past President, has one (1) vote.

6.1.6.7 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

6.1.6.8 Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

6.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.1.6.10 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

6.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.1.6.12 A Director may waive formal notice of a meeting.

6.2 Officers

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

6.2.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers except the President, for the following year.

6.2.3 The Officers hold office until re-elected or until a successor is elected.

6.3 Duties of the Officers of the Society

6.3.1 The President:

- Supervises the affairs of the Board,
- When present, chairs all meetings of the Society, the Board and the Executive Committee;
- Is an *ex officio* member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Society;
- Chairs the Executive Committee; and
- Carries out other duties assigned by the Board.

6.3.2 The Vice President:

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
- Replaces the President at various functions when asked to do so by the President or the Board;
- Chairs the Personnel Committee;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

6.3.3 The Secretary:

- Attends all meetings of the Society, the Board and the Executive Committee,
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure a record of names and addresses of all Members of the society is kept;
- Makes sure all notices of various meetings are sent;
- Makes sure annual fees are collected and deposited;
- Keeps the Seal of the Society;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

6.3.4 The Treasurer:

- Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

6.3.5 The Past President:

- Chairs the nominating committee; and
- Carries out other duties assigned by the Board.

6.4 Board Committees

6.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

6.4.2 General Procedures for Committees

6.4.2.1 A Board Member chairs each committee created by the Board.

6.4.2.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees
- provides reports to each Board meeting at the Board's request.

6.4.2.3 The meeting Notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

6.4.2.4 A majority of the committee members present at a meeting is a quorum.

6.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

6.5 Standing Committees

The Board establishes these standing committees:

- a. Executive Committee;
- b. Personnel Committee;
- c. Finance Committee; and
- d. Nominating Committee.

6.5.1 The Executive Committee:

- a. Consists of the President, Past President, Vice-President, Secretary, Treasurer.
- b. Is responsible for:
 - planning agendas for Board meetings;
 - carrying out emergency and unusual business between Board meetings;
 - reporting to the Board on actions taken between Board meetings;
 - carrying out other duties as assigned by the Board.
- c. Meets at least nine (9) times each year. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.
- d. All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
- e. A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.

f. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

g. An Officer may waive formal notice of a meeting.

6.5.2 The Personnel Committee:

- a. Consist of the Vice-President, who is the Chairperson, and two (2) other Members appointed by the Board;
- b. Is responsible for:
 - recommending a job description, qualifications, and performance appraisal system for the Executive Director;
 - interviewing applicants for the position of Executive Director of the Society and recommending an appointment to the Board;
 - recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits
 - acting as a mediator for personnel problems;
 - recommending personnel policies for volunteers;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties assigned by the board.

6.5.3 The Finance Committee:

- a. Consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board.
- b. Is responsible for:
 - recommending budget policies to the Board;
 - investigating and making recommendations to the Board for acquiring funds and property;
 - recommending policies on disbursing and investing funds to the Board;
 - establishing policies for Board and committee expenditures;
 - arranging the annual audit of the books;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties assigned by the Board.

6.5.4 The Nominating Committee:

- a. Consists of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Board.
- b. Is responsible for:
 - preparing a slate of nominees for the President's position;
 - preparing a slate of nominees for each vacant Director position;
 - orienting new board members; and
 - presenting its recommendations to the Annual General Meeting.

6.6 The Executive Director

6.6.1 The Board may hire an Executive Director to carry out assigned duties

6.6.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

6.6.3 The Executive Director acts as the administrative officer of the board in:

- attending board, and other meetings, as required;
- hiring, supervising, evaluating and releasing all other paid staff;
- interpreting and applying the Board's policies;
- keeping the Board informed about the affairs of the Society;
- maintaining the Society's books
- preparing budgets for Board approval;
- planning programs and services based on the Board's priorities; and
- carrying out other duties assigned by the Board.

Article 7 – Finance and Other Management Matters

7.1 The Registered Office

The Registered Office of the Society is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

7.2. Finance and Auditing

7.2.1 The fiscal year of the Society ends on December 31 of each year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Society, the auditor submits a complete statement of the books for the previous year.

7.3 Seal of the Society

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Society

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign his own pay cheque.

7.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Society.

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

7.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.

7.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.

7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

7.5.6 All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.

7.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

7.6 Borrowing Powers

7.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.7. Payments

7.7.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

7.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

7.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.

7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 8 – Amending the Bylaws

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.

8.2 The twenty-one (21) days' notice of the Annual General or Special General meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

Article 9 – Distributing Assets and Dissolving the Society

9.1. The Society does not pay any dividends or distribute its property among its Members.

9.2. If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has objects similar to those of the Classical Music Society of Alberta.

9.3. Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

DATED at the City of Edmonton, in the Province of Alberta, this ____ day of _____, 20____.

(Signatures of five (5) incorporators plus witnesses are needed)

Incorporator (printed name AND signature)	Witness (printed name AND signature)
Address	Address
Incorporator (printed name AND signature)	Witness (printed name AND signature)
Address	Address
Incorporator (printed name AND signature)	Witness (printed name AND signature)
Address	Address
Incorporator (printed name AND signature)	Witness (printed name AND signature)
Address	Address
Incorporator (printed name AND signature)	Witness (printed name AND signature)
Address	Address

Tutorial for Directors and Officers of Non-profit Corporations in Saskatchewan

***** THESE BYLAWS ARE FOR GUIDANCE ONLY *****
BYLAWS OF
VISCOUNT RECREATION ASSOCIATION INC.

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1. DEFINITIONS

In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

- a. “Act” means *The Non-profit Corporations Act, 1995*, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions;
- b. “the corporation” means Viscount Recreation Association Inc.;
- c. “the directors”, “board” and “board of directors” means the directors of the corporation for the time being;
- d. the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
- e. all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- f. words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
- g. “member” means a regular member or an associate member.

Tutorial for Directors and Officers of Non-profit Corporations in Saskatchewan

2. OBJECTS

The objects of the corporation are:

- a. to provide facilities, recreation, social and other like services to residents of Viscount and area;
- b. to promote better acquaintance, understanding and co-operation among residents;
- c. to provide a forum for the discussion and distribution of information on matters of interest to residents.

3. FISCAL YEAR

The fiscal year of the corporation shall end on the 31st day of March in each year.

4. MEMBERSHIP

- a. The membership of the corporation shall consist of regular members and associate members.
 - i. A regular member is entitled to all privileges of membership including the right to vote at meetings of members.
 - ii. An associate member is entitled to all privileges of membership except the right to vote at meetings of members and the right to be elected as a director.
- b. Any resident of Viscount or area who is at least 18 years of age is eligible for admission to membership as a regular member.
- c. Any resident of Viscount or area who is under 18 years of age is eligible for admission to membership as an associate member.
- d. Membership fees payable to the corporation are:
 - \$20/year for a regular membership
 - \$ 5/year for an associate membership
- e. Any person who is eligible for admission to membership may, upon payment of the prescribed fee, be admitted as a member by resolution of the directors.
- f. Membership fees are not refundable.

5. MEETINGS OF MEMBERS

- a. An annual meeting of members shall be held in the month of June in each year at a time and place to be fixed by the previous annual meeting or by the directors.
- b. At least one other meeting of members shall be held in each calendar year at a time and place to be fixed by the directors.
- c.
 - i. The president may call a special meeting of members at any time but shall do so upon the written request of at least 5% of the regular members.
 - ii. All business transacted at a special meeting of members or at an annual meeting of members, other than consideration of financial statements and an auditors report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.
 - iii. No special business may be transacted at a meeting of members unless the notice of meeting stated the nature of the business in sufficient detail to permit members to form a reasoned judgement thereon.
- d. Notice of the time and place of a meeting of members shall be sent, not less than 15 days or more than 50 days before the meeting, to each member entitled to attend the meeting and to the auditor.
- e.
 - i. No regular member is entitled to more than one vote on any questions.
 - ii. Regular members shall vote by a show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.
- f. Ten regular members personally present at the opening of a meeting shall constitute a quorum.
- g. The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.

Tutorial for Directors and Officers of Non-profit Corporations in Saskatchewan

6. *DIRECTORS*

- a. The directors shall manage the activities and affairs of the corporation.
- b. The directors of the corporation shall consist of a president, vice president, secretary, treasurer and 3 other regular members.
- c. Directors shall be elected at the annual meeting.
- d. Directors hold office until the conclusion of the meeting at which their successors are elected.
- e. Subject to (d), the term of office of a director shall be 1 year.
- f. The regular members may, by ordinary resolution at a meeting called for that purpose, remove any director(s) from office.
- g. Where there is a vacancy on the board of directors and;
 - i. where there is a quorum of directors, the remaining directors;
 - a. may exercise all the powers of the directors; or
 - b. may fill the vacancy until the next annual meeting;
 - ii. where there is not a quorum of directors, the remaining directors shall call a general meeting for the purpose of electing regular members to fill any vacancies.
- h. Any remuneration paid to directors must be approved by the regular membership.
- i. Every director shall be given, by letter, telephone or otherwise, at least 5 days notice of every meeting of directors.
- j. Attendance of a director at a meeting of directors is deemed to be a waiver of notice of the meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- k. The quorum at board meetings shall be a majority of the board.

Tutorial for Directors and Officers of Non-profit Corporations in Saskatchewan

7. OFFICERS

The board of directors shall:

- a. appoint a president from among the number.
- b. designate the offices of the corporation, appoint persons as officers, specify the duties and delegate powers to manage the business affairs of the corporation to them.

8. FINANCIAL DISCLOSURE

- a. The directors shall place before the members at every annual meeting:
 - i. financial statements for the year ended not more than 4 months before the annual meeting;
 - ii. the report of the auditor, if any; and
 - iii. any further information respecting the financial affairs of the association.
- b. The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.
- c. No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.
- d. The corporation shall, not less than 15 days before each annual meeting, send a copy of its financial statements and report of the auditor to each member and to the Director, Corporations Branch, Saskatchewan Justice.

9. AMENDMENTS TO BYLAWS

- a. The directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.
- b. The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of regular members and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- c. A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the regular members.
- d. If a bylaw, or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the regular members.

10. LIQUIDATION AND DISSOLUTION

The remaining property of the corporation shall, in the course of liquidation and dissolution, be transferred to the Town of Viscount.

Amending the bylaws

Your bylaws must state the procedure for amending the bylaws of your organization. Some statutes give corporations more flexibility in how they change their bylaws. However, typically, where a bylaw change impacts **membership criteria** or **how the corporation is governed or constituted**, special notice and a super majority are required. All bylaw changes must meet the legal requirements of the act under which your organization is governed.

For example, in **Manitoba**, the bylaws should set out how they can be amended. The *Manitoba Corporations Act* states that unless the articles or bylaws provide otherwise, the directors may by resolution amend or repeal bylaws. The members have to approve the bylaw, amendment or repeal at their next meeting.

For more information on how to make changes to bylaws, refer to the Charity Central document following, which applies to organizations in **Manitoba** incorporated **under the Manitoba Corporations Act**.

Statutes on the protocol for changing bylaws vary greatly from province to province. Written resolutions have been recognized by the courts in some instances, but they are not contemplated in many statutes, leaving open the possibility they might be rejected by the courts in some circumstances. Look carefully at your statute and understand **exactly** how amendments can be made.

Refer, as well, to the Charity Central document following for more information on how to make changes to bylaws for federally incorporated organizations.



Adapted
from Board
Development
Workbook:

*Drafting and Revising
Bylaws for Not-for-profit
Organizations in Alberta*,
p.58

[http://culture.alberta.ca/
bdp/workbooks/drafting_
Revising_Bylaws.pdf](http://culture.alberta.ca/bdp/workbooks/drafting_Revising_Bylaws.pdf)



It is a good practice to consolidate bylaws and their amendments into one document. Put the consolidated date into a “header” or “footer” on the page. It might look like this:

#6.3.3 The Secretary (Amended June 5, 2009)

- Attends all meetings of the Corporation, the Board, and the Executive Committee;
- Keeps accurate minutes of these meetings;
- Has charge of the Board’s correspondence;
- Makes sure a record of names and addresses of all Members of the corporation is kept;
- Makes sure all notices of the various meetings are sent;
- Makes sure annual fees are collected and deposited;
- Keeps the Seal of the Society;
- Files the annual return, changes in the directors of the organization, and other incorporating documents with the Companies Office; and
- Carries out other duties assigned by the Board.

ABC Corporation Bylaws

- p.8 -

July 1, 2009 Consolidation

Importance of
Constitution

Description and
Sample Docs

Governing Statutes

More Information

Your Documents





Bylaw Changes

Federal Requirements

Filing Bylaw Changes with the Canada Revenue Agency Charities Directorate

When a registered charity amends its bylaws, in accordance with provincial requirements, it must provide a copy of the changes to the Charities Directorate. A copy of the amendment or special resolution must bear the seal, stamp or signature of the appropriate government authority.

For more information see:

www.cra-arc.gc.ca/tx/chrts/prtng/chngs/bylws-eng.html

Important Note: If a registered charity is contemplating a change to its purposes or activities it should consult with the Charities Directorate before making any changes. If a charity introduces purposes that do not qualify as charitable, it may place its registered status in jeopardy.

The charity should provide both its proposed purpose(s) and a detailed statement of activities for the Directorate's review. The statement of activities should describe in detail how the charity intends to accomplish its new purpose(s).

For more information on making changes see:

www.cra-arc.gc.ca/tx/chrts/prtng/chngs/menu-eng.html

Mail or fax the documentation to:

Charities Directorate
Canada Revenue Agency
Ottawa, ON K1A 0L5

Fax: 613-954-8037
Ph: Toll Free 1-800-267-2384
1-888-892-5667 (bilingual)

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Government of Canada / Gouvernement du Canada

Canada

Contact Us

Charity Central
#201, 10350-124 St.
Edmonton, AB T5N 3V9 Ph: 780.822.7626

Helpline: 1.888.587.4438 (Alberta only)

E-mail: info@charitycentral.ca

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Bylaw Changes Provincial Requirements - Manitoba



How to Make Bylaw Changes: A Guide for Manitoba Non-Profits Incorporated Under the *Corporations Act* (CCSM c. C225)

Check your bylaws to see if they contain any provisions for making bylaw changes. If they do, follow those provisions.

If your bylaws do not contain provisions for making bylaw changes, under the *Corporations Act*, directors may by resolution make a recommendation to amend or repeal bylaws. The directors shall submit the bylaw amendment or repeal of a bylaw or article to the members at the next members' meeting. The members can then confirm, reject, or amend the bylaw change by ordinary resolution.

There is no requirement to file the bylaw changes with the Companies Office. However, when a registered charity changes its bylaws, it should provide a copy to the Canada Revenue Agency's Charities Directorate.

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More advanced information on bylaws

Instructions for gathering a summary of key provisions of your bylaws

This worksheet guides you in finding specific provisions of your constitution that are important in running your organization. This will help you to create a reference page so that you can quickly locate the most important clauses in your bylaws.

- ☐ Read through your bylaws.
- ☐ Use the following guide to help you go through your constitution and find the key provisions.
- ☐ Record the numbers from your bylaw clauses in the appropriate space on the *Key Provisions of the Bylaws Reference Chart*, following.
- ☐ If you can't find answers to some of these questions, reread your governing statute. Some items may be covered by it.
(Note that the Manitoba Corporations Act is very long. It contains a section dealing with Corporations without share capital; however, other parts of the legislation apply as well.)
- ☐ Place the *Key Provisions Reference Chart* in your Office in a Box, at the front of your bylaws, so it is handy when you need it.



From
*Understanding
Your Corporate
Documents* by
Lois Gander (2010), p.22.

Importance of Constitution	Description and Sample Docs	Governing Statutes	More Information	Your Documents
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Guide to key provisions of your constitution

Note that if your constitution does not deal with one or more of these issues, it may be because the matter is covered in the statute under which your organization is constituted. Also, many statutes contain default provisions for corporations that do not address key issues in their bylaws.



From
*Understanding
Your Corporate
Documents* by Lois Gander
(2010), p. 23.

Topic	Information pertaining to the topic
Membership	What qualifications does someone have to have to be a member? Who sets the criteria for membership? Do your bylaws define different categories of membership? What rights and obligations does each category have? How may members become disqualified or expelled from the organization? Membership terms, for example, are there fees? Does membership lapse every year? Will memberships continue indefinitely? (And so on.)
Directors	What officers are required under the bylaws? Must the officers be directors? How are the officers selected? How long are their terms?
Officers	What officers are required under the bylaws? Must the officers be directors? How are the officers selected? How long are their terms?
Notice of Meetings	What notice must be given for board meetings, annual general meetings, and special general meetings? How can notice be given (mail, telephone, fax, email)? Do you have to give notice of the text of any special resolution to be passed at a members' meeting? What notice periods are required?
Annual General Meetings	Does it have to be in a particular month? Does your AGM have to be held within a certain number of days after your fiscal year end? What must be decided or done each year?
Meeting quorums	What is the quorum for board meetings, annual general meetings, and special general meetings? Are any special quorums required by your governing statute for special resolutions?
Auditors	Who may be appointed as auditor? What kind of audit are you required to provide? Who appoints the auditor? When must the audited reports be provided to the members? Must the reports be filed with a government registry? Is there a deadline for filing the reports?
Corporate Seal	Who should keep it? Who can use it?
Changing bylaws	What procedures must be followed for changing your bylaws? (Check both your governing statute and bylaws for procedures). Do you have to send members advance notice and the text of the proposed resolution to change bylaws? What notice period is required? What majority is needed on a vote to change your bylaws? What do you have to do to notify your corporate registry of the changes? When do the changes come into force?

Importance of Constitution	Description and Sample Docs	Governing Statutes	More Information	Your Documents
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Key Provisions Reference Chart of the Bylaws of

[Name of charity] _____

	Clause # (i.e. location in the Bylaws)
Membership	
Directors	
Officers	
Notice of Meetings:	
Board Meetings	
Annual General Meetings	
Special General Meetings	
Annual General Meetings	
Meeting Quorums:	
Board Meetings	
Annual General Meetings	
Special General Meetings	
Auditors	
Corporate Seal	
Changing Bylaws	



Keep a copy of this at the front of your bylaws so it is handy when you need it.



From
*Understanding
Your Corporate Documents*
by Lois Gander (2010),
p.24.

Importance of Constitution	Description and Sample Docs	Governing Statutes	More Information	Your Documents
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Worksheet: How to tell if your constitution has been amended

Sometimes organizations find they need to change some aspect of their constitution. To check to see if your constitution has been amended:

Amendments

- ☐ Ask your Executive Director, other board members, or your organization's lawyer for a copy of any amendments. Those changes would probably be to your organization's by-laws but could be to your application, Memorandum of Association, or Letters Patent.
- ☐ If:
 - no one in your organization has copies of the amendments, or
 - you are not sure if there have been any amendments, or
 - you are not sure that you have found all of the amendments,
 search the Corporate Registry.
 See [A Guide to Searching Government Registries](#) in the Resources section.
- ☐ Get copies of any amendments.
- ☐ To be in effect, changes must have been filed with, and approved by the appropriate corporate registry. (If you are a corporation, they would have to be filed with the Manitoba Companies Office.) Ask your Executive Director, other board members, or your organization's lawyer for a copy of the document indicating that the amendments were filed. If necessary, do a search of the corporate registry to confirm whether the amendments were filed. See [A Guide to Searching Government Registries](#) in the Resources section.
- ☐ For registered charities, to be in effect it is important to **also** have a copy of the letter or memo that was sent to the CRA with the bylaw amendments.
- ☐ If your organization has duly passed changes to its constitution but has never filed them with its corporate registry, contact a registry agent or your lawyer to find out what to do.
- ☐ File a copy of any amendments to your constitution in the folder at the end of this section.



Adapted from
*Legal and
 Ethical Duties of
 Directors of Not-for-Profit
 Organizations: Organizing
 Your Corporate Documents*
 by Lois Gander (2009),
 p.16.

Importance of Constitution	Description and Sample Docs	Governing Statutes	More Information	Your Documents
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3.3 Governing Statute

In order for your organization to be incorporated, its founders must have applied to the corporate registry of either the federal or a provincial government and have been approved by that agency.


To have an effective and complete set of organizational documents in your Office in a Box, you will need to have a copy of:

- your organization's constitution, that is, objects and bylaws, discussed earlier in this section, and
- the legislation that enabled your organization to be incorporated

The following table shows the main statutes used to incorporate not-for-profit organizations, as well as the names of the documents that form the organization's constitution.

Jurisdiction	Statute	Constitutional Documents
Manitoba	<i>Manitoba Corporations Act</i> C.C.S.M. c. C225	<ul style="list-style-type: none">• Articles of Incorporation (without share capital), stamped• Bylaws
Federal	<i>Canada Corporations Act</i> R.S.C. 1970, c. 32 (Part II)	<ul style="list-style-type: none">• Letters Patent• Application for Incorporation• Bylaws

Your charity may find it useful to keep a copy on file of the legislation governing your organization. The following show examples of these documents and provide the locations online where you can find the acts.

 From
*Understanding
Your Corporate
Documents* by Lois Gander
(2010), p. 9-10.

Governing Documents – Constitution

3.3 – 2

Samples of governing statutes

Note: if the entity is constituted as a trust, there will not be a governing statute. Instead, the legislation and common law governing trusts apply.

Sample: Manitoba Corporations Act

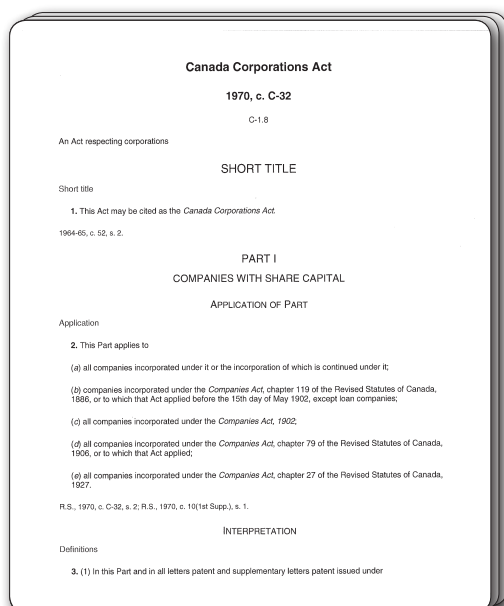
<http://web2.gov.mb.ca/laws/statutes/ccsm/c225e.php>



From *Legal and Ethical Duties of Directors of Not-for-Profit Organizations: Organizing Your Corporate Documents* by Lois Gander (2009), p.14.

Sample: Canada Corporations Act

<http://laws.justice.gc.ca/en/C-1.8/index.html>



Samples from *Legal and Ethical Duties of Directors of Not-for-Profit Organizations: Organizing Your Corporate Documents* by Lois Gander (2009), p.44.

Why Documents
are Important

Description and
Sample Docs

Governing
Statutes

More Information

Your Documents



3.4 Where to Find More Information on Constitutional Documents

Board Development Program Workbook:

Drafting and Revising Bylaws for Not-For-Profit Organizations in Alberta (2009). Alberta Culture and Community Spirit & The Muttart Foundation

http://culture.alberta.ca/bdp/workbooks/Drafting_%20Revising09.pdf

Legal and Ethical Duties of Directors of Not-for-Profit Organizations: Organizing Your Corporate Documents (2009). Lois Gander. The Muttart Foundation.

www.muttart.org/sites/default/files/downloads/publications/legal_and_ethical_1_organizing.pdf

The Roles, Responsibilities and Functions of a Board: A Board Development Guide. (Reprinted February 2002). Prepared by Manitoba Family Services and Housing.

www.gov.mb.ca/fs/childcare/pubs/board_development_guidelines.pdf

Tutorial for Directors and Officers of Non-profit Corporations in Saskatchewan:

Sample Bylaws. Saskatchewan Department of Justice.

www.justice.gov.sk.ca/NPT/pdfs/SampleBylaws.pdf

Not-for-profit organizations in Manitoba: Beginning and incorporating (2003 Rev. ed.). Community Legal Education Association of Manitoba. Booklet available for purchase.

www.communitylegal.mb.ca

Understanding Your Corporate Documents (2010). Lois Gander. The Muttart Foundation.

www.muttart.org/board_development_workbooks

Governing Statutes


Manitoba Corporations Act

<http://web2.gov.mb.ca/laws/statutes/ccsm/c225e.php> and

http://web2.gov.mb.ca/laws/statutes/ccsm/c225_2e.php

Canada Corporations Act

<http://laws.justice.gc.ca/en/C-1.8/index.html>

 See Glossary for specific content terms, such as bylaw, constitution, governing documents, etc.

Importance of Constitution	Description and Sample Docs	Governing Statutes	More Information	Your Documents
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3.5 A Place to File Your Constitutional Documents

- Letters patent (if applicable)
- Articles of incorporation, stamped, or application for incorporation
- Key provisions (of bylaws) – *Optional*
- Bylaws or (articles of association)
- Governing statute – *Optional*

Books and Records: Length of Retention

Type of record	Description	Retention period
All Documents and Bylaws Governing a Registered Charity	All Documents and Bylaws Governing a Registered Charity	<ul style="list-style-type: none"> as long as the charity is registered two years after the date on which the registration of the charity is revoked

(From Charity Central: www.charitycentral.ca/site/docs/FastFacts_BandR_Length_final.pdf)



While you are not legally required to create and file a summary of the **key provisions** of your **bylaws**, it is important to your charity, especially when understanding your compliance obligations, dealing with governance conflicts, or ensuring transparency in how you operate. In such cases, you will want to have this information easily and quickly accessible!

Amendments to the bylaws should be consolidated into the bylaws. File **amended bylaws** here.

The CRA does not require you to keep a copy of your **governing statute** on file, but it is a good idea to keep it here for easy access.