

Schizophrenia Society of Alberta (SSA)

BY-LAWS

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By-Laws of the Schizophrenia Society of Alberta

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SECTION 1 - NAME , STRUCTURE , OBJECTIVES

- 1.1. The name of the organization shall be “The Schizophrenia Society of Alberta, hereinafter referred to as the Society.
- 1.2. The Society shall be registered as a Society under The Societies Act of the Province of Alberta and shall be registered as a charitable organization with Canada and Revenue Agency.
The affairs of the Society shall be administered by a Board of Directors, hereinafter referred to as the Board.
The Board may from time to time authorize the establishment of branches of the Society hereinafter referred to as Chapters.
- 1.3. The mission of the Society shall be to alleviate the suffering caused by schizophrenia and other related illnesses.
- 1.4. The objectives to accomplish the mission of the Society include:
 - (i) Family and peer support,
 - (ii) Public education and awareness,
 - (iii) Public advocacy,
 - (iv) Support of research.

SECTION 2 - REGISTERED OFFICE

The Registered Office of the Society shall be in the Province of Alberta at such place therein as the Board may from time to time determine.

SECTION 3 - MEMBERSHIP

3.1. Qualifications For And Classes Of Membership

(a) Membership in the Society shall be open to any individual, eighteen years of age or over who supports the mission of the Society and who pays such membership fees as may, from time to time, be determined by the Board, the Schizophrenia Society of Canada, hereinafter referred to as SSC, and a chapter of the Society if a Chapter exists, each specifying the amount of the membership fee which it wishes to levy.

(b) Membership in the Society shall be open to any organization which supports the mission of the Society and pays a membership fee as determined from time to time by the Board.

(c) Membership in the Society shall be by application, attesting to the agreement of the applicant with the objectives and methods of the Society and payment of the prescribed membership fee required by SSA, SSC, and the local Chapter. Applications for membership, in the case of individuals, shall be handled and fees collected by, the Chapter to which they choose to belong.

(d) In the case of individuals who apply for and who are accepted for membership and who are residents of an area of the Province where no chapter exists their membership shall be administered by the office of the Society hereinafter known as the Provincial Office, which shall

be located at the Registered Office of the Society. If a Chapter is subsequently formed which covers the area of the Province in which such members reside their membership shall be transferred to that Chapter.

(e) In the case of organizations whose operations in Alberta are wholly within the defined boundaries of a Chapter, their membership shall be administered by that Chapter and they will be considered as members of that Chapter and shall pay a fee determined by that Chapter.

(f) In the case of organizations whose operations are carried out within the designated boundaries of more than one Chapter their membership shall be administered by the Provincial Office and shall pay a membership fee as determined by the Board.

(g)

(i) Individuals, who apply for and are accepted for membership, shall be known as General Members and are members of the Society, the Chapter to which they elected to belong and of SSC.

(ii) Organizations which apply for and which are accepted for membership shall be known as Corporate members. Such members of the Society are not members of SSC. They shall designate one representative to attend Chapter and Society meetings, who shall have the same voting rights as a General member.

(iii) Honorary Life membership may be conferred by the Board on persons whom it wishes to honour for outstanding contribution in the field of schizophrenia. The holders of this membership designation will be General members of the Society without payment of any further membership fee. Honorary Life members may vote, hold office and act on Committees of the Society.

(iv) Employees of the Society or its Chapters may not vote or hold office in the Society or its Chapters, and are not required to pay any membership fees.

(v) Membership fees may be waived for General members at the discretion of the Board in respect to SSA fees and by Boards of Chapter fees in respect to chapter fees.

3.2. Cancellation of Membership

(a) Any General or Corporate member, may cancel their membership at any time by written notice to their Chapter or Society President.

(b) Any General or Corporate member, other than an Honorary Life member shall cease to be a member if they fail to renew their membership within 90 days of their annual renewal date.

(c) The Board may terminate the membership of any member by a resolution of the Board. Such resolution shall require a vote of a majority of the entire Board. The affected member may appeal the decision of the Board and shall be given the opportunity to appeal to the Board in person. The Board may reverse its decision with regard to cancellation of membership.

SECTION 4 - MEETINGS OF THE SOCIETY

4.1. Annual and Special Meetings

The Society shall hold an Annual General Meeting, on or before the 30th of June of each year on a date to be determined by the Board. Special meetings of the Society shall be called by the President of the Society upon the request of the Board.

4.2. Member In Good Standing

A member in good standing is any person or organization who has been accepted for membership in the Society, and whose membership payments are up to date.

4.3. Notice of Meetings

Notice of meetings shall be given in writing to the last known address of each member in good standing, posted at least 10 days prior to the date of the meeting. In lieu of a separate notice, a notice with respect to the meeting contained in a letter from the Provincial Office to the General and Corporate members will be considered proper notice of the meeting, provided that the newsletter is issued at least ten days prior to the meeting and is posted using first class postal rate.

4.4. Quorum

Twenty five members in good standing, being personally present, and entitled to vote thereat shall constitute a quorum for a General Meeting. No business shall be transacted at a General Meeting unless the requisite quorum shall be present at the commencement of the business.

If the required quorum is not present at the commencement of the business of a General Meeting, the President shall declare the meeting an improper one, and adjourn it for thirty days, sending notices to the members of the date and place of the second meeting. The members present at the second meeting shall constitute a proper special meeting.

SECTION 5 - VOTING

5.1. Any member in good standing shall have the right to vote at any General or Special Meeting of the Society, providing they shall have been a member in good standing for at least two months prior to the meeting.

5.2. At every General or Special Meeting, every question shall be decided by a show of hands. Every member present and entitled to vote, shall have one vote only.

5.3. Any member who is not present, but who is entitled to vote, shall have one vote only, to be cast by their appointed representative.

Such proxy, which must be in writing, and signed by the member, shall be filed with the Secretary/Treasurer of the Society, in advance of the meeting at which it is to be exercised.

5.4. At meetings of the Board or Committees of the Board, each Director or Committee member present shall have one vote except for the Chairperson, who shall cast a vote only in the event of a tie. Voting procedures at meetings of the Board or Committees of the Board shall be

decided by the Board. Notwithstanding the provisions of this paragraph, decisions of the Board made as required under Section 3.4(c), Section 6.2(d) and Section 6.5(d) herein may be made by mail vote.

- 5.5. If a question at a General or Special Meeting of the Society cannot be resolved by a show of hands, Roberts Rules of Order, Newly Revised, shall be the reference authority for procedure.

Section 6 - THE BOARD OF DIRECTORS OF THE SOCIETY

6.1. Organization of the Board

(a) The affairs of the Society shall be managed by a Board of not less than nine Directors each of whom, at the time of their election, and throughout their term of office, shall be a General Member or an Honorary Life Member of the Society.

(b) The Board shall be comprised of one member from each Chapter, who shall be appointed by the Chapter.

In addition a President and four Directors at large shall be elected by a mail ballot of the Society membership conducted by the Nomination Committee completed not less than five days prior to the Annual General Meeting of the Society. Nominations for President and Directors at large shall be in writing and supported by three members of the Society, agreed to by the Nominee and submitted to the Nomination Committee at least thirty days prior to the Annual General Meeting of the Society in a form acceptable to the Nomination Committee. No more than one candidate from any one Chapter shall be eligible for nomination for a Director at large vacancy unless there are insufficient nominations to fill the available vacancies in which case two may be permitted from any one Chapter. Nominees for President may not simultaneously be nominated for Director at large.

If insufficient nominations for Director at large vacancies have been received in advance of the Society AGM, nominations for such vacancies from the floor may be accepted at the AGM.

(c) At least one Director at large shall be a person with the illness of schizophrenia. If no person with this requirement is nominated as outlined in paragraph 6.1(b) a vacancy shall exist on the Board until the Nomination Committee shall receive a suitable nomination. This candidate shall then be submitted to the Board for appointment to the Board.

(d) Each Director shall serve no more than two consecutive terms of two years, except that where, at the end of a Director's second term, he is an Officer of the Society and is completing an unexpired term of that office, such Director shall be eligible for a third consecutive two year term.

The eligibility of a Director, who is a Chapter representative, for a second or third term, shall depend on their re-appointment as a Chapter representative, such decision being the sole responsibility of the Chapter being represented. A Director eligible under this clause for reelection, who was a Chapter representative, but who is not re-appointed by his Chapter may be nominated as a Director at large.

In the next election of Directors at large following the adoption of these by-laws at a general meeting of the Society, the Nomination Committee will arrange the terms of the Directors such that half of the Directors shall terminate their terms of office each year, and their successors shall be elected or appointed for the regular two year term. In carrying out this instruction it may be necessary for the Nomination Committee acting on instructions from the

Board to reduce or extend the term of one or more of the appointed or elected members of the Board.

(e) Any Director absent from three consecutive meetings of the Board may be terminated by a majority vote of all of the Directors of the Board. In reaching its decision, the Board shall give consideration to the reasons for the Director's absence.

(f) A quorum of the Board shall be one half of the number of Directors.

6.2. Vacancies

If a vacancy on the Board, however caused, is one of the Chapter representatives, the Board shall request that Chapter to replace their representative. This replacement shall complete the term of the Director replaced. If the vacancy, however caused, is one of the Directors at large, the Board shall call upon the Nomination Committee to fill the vacancy(s). Such replacement(s) shall serve out the term of the Director(s) replaced.

6.3. Proceedings Of The Board

(a) The Board shall hold a minimum of three meetings a year, one of which may be a meeting held in conjunction with the Annual General Meeting.

(b) All Board meetings are open to all members and employees of the Society and such other persons as the President, with the approval of the Board, may invite, except that the Board, by ordinary resolution, may elect to hold all or part of any of its meeting in camera, whereupon only the Board and invited persons may be present.

(c) A duly constituted meeting of the Board, at which a quorum is present, shall be free to exercise all of the Powers and Authorities given it under these By-laws.

(d) Meetings of the Board shall be called by the President, or Vice President, or by the Secretary of the Board on direction of the President or Vice President, or on the direction, in writing, of two Directors of the Board. Notice of such meeting shall be distributed to each Director not less than one week before the meeting is to take place. The statutory declaration of the Secretary or President that such notice has been given, pursuant to this By-law, shall be sufficient evidence of the giving of notice.

Notice of meeting place and date, given at a previous Board meeting, and contained in the minutes of that meeting, and which are distributed to members of the Board at least one week prior to the next meeting, shall be considered as satisfying the requirement of this By-law to give notice of Board meetings to the Directors.

6.4. Termination of Directors

The office of a Director shall be terminated if the Director:

- (a) is convicted of an indictable offense,
- (b) resigns, in writing, their office,
- (c) becomes a paid employee of the Society,
- (d) ceases to reside in the Province of Alberta,
- (e) ceases to be, for whatever reason, a member of the Society,
- (f) is removed from office by a two thirds majority vote of all of the Directors of the Board.

SECTION 7 - DUTIES AND RESPONSIBILITIES OF THE BOARD

7.1. General Management and Administration of Affairs

(a) The Board shall manage and administer the business and affairs of the Society and may exercise all such powers of the Society and do, on behalf of the Society, all such acts as may be done, and exercised by the Society, and as are not, by these By-laws, or by the Societies Act, required to be done or exercised by the Society at its Annual General Meeting.

(b) The Board may make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into, and save as hereinafter provided, generally may exercise all such other acts and things as the Society is, by its charter, or otherwise, authorized to exercise and do.

(c) Without in any way derogating from the foregoing Paragraphs 7.1(a) and (b), the Board is expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, and any other property, movable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration, and upon such terms and conditions as it may deem advisable.

7.2. Chapter Oversight

(a) The Board shall monitor the affairs of the Chapters of the Society by requiring the Chapters to submit periodic financial statements, reports of activities and annual Chapter budgets. The Board, through review of these reports, shall ensure that Chapter activities and programs are consistent with the mission of the Society.

(b) The annual Budget of each Chapter shall be reviewed by the Board, and changes, additions and deletions may be suggested for the Chapters' consideration. The Board shall cause to be prepared an annual consolidated estimate of revenue and expenses of the Society for the ensuing fiscal year, based on material submitted by the Chapters and by the Provincial Office.

7.3. Ratification

All acts done by any meeting of the Board, or by a Committee of the Board, or by any persons acting as Directors of the Board, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them are disqualified, be as valid as if every such person had been fully appointed, and was qualified to be a Director.

7.4. Statement of Policies

The Board shall develop and administer Statements of Policies hereinafter referred to as Policies, as required for the efficient operation of the Society. Such Policies shall be maintained in writing in a comprehensive manual, which shall be available to all members and shall be reviewed from time to time by Standing or Special Committees of the Board and if acceptable, shall be adopted or amended by an ordinary Resolution of the Board. Policies,

when adopted or amended by the Board and until canceled or rescinded by a resolution of the Board, shall have the same effect and authority on the operations of the Society, its Board and its Chapters as if they were a part of these By-laws.

7.5. Development or Amendment of Policies

(a) Development or amendment of Policies, which affect only the affairs of the Board, may be developed or amended by an ordinary resolution of the Board.

(b) Development or amendment of Policies which affect the Board and any of its Chapters, may be developed or amended by an ordinary resolution of the Board. Such policy or amendment shall take effect after the policy or an amendment has received approval from a majority of its Chapters Boards.

SECTION 8 - OFFICERS OF THE BOARD

8.1. Election of Officers

(a) The officers of the Board shall be: the President; the Vice President; the Secretary/Treasurer and the Past President. The term of office of each of these officers shall be two years. With the exception of the President, and the Past President, when required, these officers will be elected from the Board at the first meeting of the Board following the Annual General Meeting. The election shall be by secret ballot and will be conducted by the Past President. The Past President shall be a non-voting member of the Executive Committee.

(b) In the event that no nominations for President, as provided for under Paragraph 6.2(b) herein, are received by the Nomination Committee, the Board at its first meeting after the Annual General meeting, shall elect a President from the current members of the Board.

(c) In the event of a vacancy occurring for any reason in the officers of the Board, the remaining Directors of the Board shall elect a substitute from the remaining directors of the Board unless the vacancy is for the President in which case the Vice president shall assume the position of President for the balance of the term. The election shall be conducted by the Past President if available, or failing that by the Secretary/Treasurer.

8.2. Remuneration of Officers

No person shall receive remuneration for serving as a Director or Officer of the Board or as a Director or Officer of a Chapter Board.

Payment of expenses incurred on Society business while serving on the Board shall be at the discretion of the Board.

8.3. Duties of the President

(a) The President shall preside at all business meetings of the Board, the Executive Committee and at General Meetings; shall appoint all Chairpersons of Committees; shall be an ex-officio member of all Committees of the Board, without voting privileges, and shall perform all other duties normally pertaining to this office.

(b) The President or Designate shall be a voting member on all Chapter Boards.

8.4. Duties of the Vice President

The Vice President shall perform the duties of the President in the event that he is unable to act and such other duties as are delegated to him from time to time by the President or the Board. In the event that the office of President becomes vacant, for any reason, the Vice President shall take over as President for the balance of the unexpired term of the President.

8.5. Duties of the Secretary/Treasurer

(a) The Secretary/Treasurer shall ensure that all minutes of all General Meetings of the Society, of the Board, and of the Executive Committee are accurately recorded; shall ensure that accurate attendance records are kept of such meetings, and shall conduct special correspondence for the Board. In the absence of the Secretary/Treasurer certain of his duties may be delegated to such other Officer of the Society as the President may direct.

(b) The Secretary/Treasurer shall be responsible for the Seal of the Society, the Register and for all other books, records, membership lists, papers, correspondence, contracts and other documents, pertaining to the Society, which he shall deliver up to non members only when authorized by a resolution of the Board to do so; and to only such person(s) as the resolution may name.

(c) The Secretary/Treasurer shall ensure that:

- (i) A record of all funds of the Society is kept, and that the funds are deposited promptly in financial institutions, as designated by the Board;
- (ii) Disbursements of Society funds are made in accordance with the procedures approved by the Board;
- (iii) A full and accurate record of receipts and disbursements of Society funds is kept;
- (iv) A financial statement is presented to the Board at each regular Board meeting as well as a full report to the Annual General Meeting;
- (v) Approved methods of accounting are used by the Society and its Chapters;
- (vi) An annual audit is conducted, as specified in Section 10.1 herein;
- (vii) An annual budget is prepared and presented to the Board at an appropriate time;
- (viii) Periodic reports, as required, are submitted to private or government agencies who have contributed funds to the Society;
- (ix) Filing of annual reports as required by Canada Customs and Revenue Agency.

(d) In carrying out his duties the Secretary/Treasurer may delegate certain of them to the Executive Director of the Society, who may delegate all or some of them to his staff.

(e) The Secretary/Treasurer shall act as Chairperson of the Finance Committee, and present its recommendations to the Board.

8.6. Duties of the Past President

(a) The Past President, if available, shall act as Chairperson of the Nomination Committee and carry out the tasks assigned to that position under Section 9.2 herein.

(b) The Past President may attend meetings of the Board and the Executive Committee of the Society, and act in an advisory capacity to those two bodies but may not vote.

SECTION 9 - STANDING COMMITTEES OF THE BOARD

9.1. Executive Committee

(a) The Officers of the Society plus two other Directors of the Board shall constitute the Executive Committee of the Board. The Directors of the Committee who are not Officers of the Society shall be elected to the Committee at the time of the election of the Officers of the Board. A majority of the Executive Committee shall constitute a quorum. The Executive Committee shall meet as required but not less than seven times during each fiscal year of the Society.

One member of the Executive Committee shall be appointed by the Board as a Provincial Representative to SSC at a time and for as long a period as may be required by SSC.

(b) The Executive Committee shall exercise such powers as necessary for the day to day operation of the Society and or as may be delegated to it from time to time by the Board, in accordance with Board policy.

(c) The Executive Committee shall keep minutes of its meetings, and report them to the Board at its next business meeting for ratification.

9.2. Nomination Committee

(a) The Nomination Committee shall consist of three General or Life Honorary Members of the Society in good standing, of whom, at least one will be the Past President of the Board, if available, or failing that, another member of the Board. The Board Director on the Committee will act as Chairperson.

(b) The Nomination Committee shall:

(i) Design, for approval by the Board, a nomination procedure for Directors, and for the President;

(ii) Inform members of the Society of the nominating procedure at such time, and in such a manner as approved by the Board.

(iii) Prepare a list or ballot of names of candidates for President and Directors at large vacancies, for presentation to the membership in a mail poll to be conducted by the Nomination Committee in accordance with Paragraph 6.2(b) herewith. In cases where there are only enough, or fewer than enough candidates, to fill the vacancies, no election will be carried out, and the Chairperson of the Nomination Committee will declare those nominated to be elected by acclamation.

(iv) Assist the Board with nominations and appointments during the year;

(v) The Chairperson of the Nomination Committee shall present a report in writing to the membership at the Annual General Meeting, listing those members who have, in the case of Chapter representatives, been newly appointed to the Board, and those members who have been elected as Directors at large.

(c) The Nomination Committee may require assistance, in the carrying out of certain of its duties, from the Executive Director of the Society, who may in turn delegate certain of those responsibilities to his staff.

9.3. Finance Committee

(a) The Finance Committee shall be made up of the Secretary/Treasurer of the Board and the Treasurers of the Chapters, and the Executive Director of the Society. The Secretary/Treasurer of the Board will act as Chairperson of this Committee. This Committee will meet not less than once each year. It will keep minutes of its proceedings, and report them to the Board at an appropriate time.

(b) The Finance Committee shall:

- (i) Review, from time to time, the Finance Policy of the Board and recommend changes to the Board as necessary;
- (ii) Review Society and Chapter accounting policies and procedures and implement changes as necessary;
- (iii) Ensure that Society and Chapter financial reporting and budgeting requirements, payments, and other areas of concern to the Society, and its Executive Director with respect to the financial affairs of the Society are understood and are being followed and carried out;
- (iv) Advise the Board and its Chapters with respect to auditing procedure and requirements, and the selection of an auditor.

9.4. Chapter Committees

Each Chapter will be governed by a standing committee of the Board, otherwise known as the Chapter Board of Directors, which is empowered to represent the Society within its designated geographic area. The chapter committee will be responsible for the implementation of the Society's policies and operations within its designated geographic area.

9.5. Other Committees

(a) The Board may, from time to time, by ordinary resolution, establish other standing and special committees, for such purposes as it deems appropriate. The Board is empowered to, by resolution, dissolve any and all standing and special committees excluding the Executive Committee, the Nomination Committee, the Finance Committee and the Chapter Committees

(b) Special Committees, when established by the Board, shall be given a definite time in which to carry out their mandate, after which time they shall automatically cease to exist, unless they are renewed by a resolution of the Board.

SECTION 10 - BOOKS AND RECORDS

10.1. Audit

The books and accounts of the Society shall be audited each fiscal year by a duly authorized accountant, or by two members of the Society appointed for that purpose at the

Annual General Meeting of the Society fiscal year shall be submitted by its auditor(s), at the Annual General Meeting.

10.2. Inspection of Books

The accounting records and books of the Society may be inspected by any member at the Annual General Meeting, or at any other time, after giving reasonable notice, and arranging a time suitable to the Officers having charge of same. Each member of the Board shall have access to the books and records of the Society at all times.

10.3. Fiscal Year

The fiscal year of the Society and all of its Chapters shall be from April 1 of the current year to March 31 of the following year.

SECTION 11 - BORROWING

11.1. Borrowing Powers

The Board of the Society is empowered to exercise on behalf of the Society, all borrowing powers conferred on the Society by the Societies Act .

SECTION 12 - CHAPTERS

12.1. Chapters

(a) The Board of the Society may, from time to time, establish branches of the Society to be called "Chapters", to better carry out the mission and for the efficient operation of the affairs of the Society. Ten or more members of the Society in good standing residing in the same geographical area of the Province of Alberta may apply to the Board to form a Chapter. Establishment of a new Chapter of the Society shall require a resolution of the Board.

(b) The name of the Chapters shall be " The Schizophrenia Society of Alberta,Chapter."

(c) The geographical boundaries within which a Chapter operates may be defined by the Board

12.2. Powers, Organization and Responsibilities of Chapters

(a) The Board may prescribe the powers, authorities, rights, and responsibilities of the Chapters, in accordance with the By-Laws and policies of the Society, and the requirements of the Societies Act.

(b) Subject to the policies, procedures, resolutions, and By-laws of the Society, and its Board, Chapters of the Society may operate their affairs as appropriate to local conditions. Chapter Executives, in carrying out the affairs of the Chapter(s), are acting as agents of the Society, and agree to exercise due diligence to guard and indemnify the Society against all liability.

(c) Each chapter shall be governed by a Chapter Committee, otherwise known as the Chapter Board of Directors. Each chapter Director shall be responsible for liaison with the Board.

(d) Each chapter's Chapter Committee will be responsible for all chapter assets and liabilities and will exercise such care and judgment necessary for their sound management. In the event that a chapter ceases to operate or function, all such chapter assets and liabilities will revert to the responsibility of the Board.

(e) The Chapters may call such meetings, and enact such local By-laws for their internal governance and for the conduct of their business. Copies of all such By-laws or Chapter Policies as a Chapter may wish to enact or pass shall be submitted to the Board for comment and amendment.

(f) Chapter Committees are permitted to exercise borrowing powers with the written consent of the Board in the form of an ordinary resolution by the Board. Assumption of debt by the Chapter must provide assurance that the debt can be retired by the operations of the Chapter.

SECTION 13 - BY-LAWS

13.1. Amendment of By-laws

The By-laws may be rescinded, altered, or added to by a special resolution, passed by a majority of such members entitled to vote, and who are present in person at a General Meeting, of which one months notice specifying the intention to propose the resolution has been duly given.

SECTION 14 - CUSTODY AND USE OF SEAL

14.1. Custody and Use of Seal

The Secretary/Treasurer shall have of charge of the Seal of the Society.

14.2. Use of the Seal

The Seal of the Society, whenever used, shall be authenticated by the signature of any two officers.

SECTION 15 - INTERPRETATION

15.1. Definitions

In the context of these By-laws, including this clause, unless the context or subject matter requires a different meaning:

“Annual General Meeting” shall mean the regular general meeting, required by The Societies Act, to be held annually.

“By-laws” shall mean these by-laws, and any amendments thereto.

“General Meeting” shall mean a meeting of the members of the Society.

“Head Office” and “Registered Office” shall mean both mean the registered office, for the time being, of the Society, as prescribed by, and in accordance with the requirements of the Societies Act.

“Meeting” shall mean any meeting of members, or groups of members of the Society duly called as required under these by-laws or by any action of the Board and except for General Meetings may be conducted by telephone or such other electrical or electronic device as the Board may approve.

“Register” shall mean the register of members of the Society, to be kept by the Society, as required by the Societies Act.

“Seal” shall mean the Corporate seal of the Society.

“The Societies Act” an “Act” shall both mean The Societies Act, R.S.A. 1980, Chapter S-18, and every other Act incorporated or substituted therefore.

Words importing the singular number only, shall include the plural and vice versa. Words importing the masculine gender shall include the feminine, and words importing persons shall include firms, organizations, or Corporations, and vice versa, where the interpretation requires it.

15.2. Headings

The Headings used throughout these By-laws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any By-law.

SECTION 16 - INDEMNITY

16.1. Personal Indemnity

Subject to the limitations contained in the Act, every Director of the Society, and every other person who has undertaken, or is about to undertake any liability on behalf of the Society, or any body corporate controlled by it and his heirs, executors, and administrators shall be saved harmless by the Society from and against:

(a) Any liability and all costs, charges, and expenses that he sustains or incurs in respect of any action, suit or proceedings that is proposed against him, in respect of the duties of his office;

(b) All other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Society.

SECTION 17 - REPEAL AND ENACTMENT

17.1. Effective Date

These By-laws, having been approved by special resolution of the Society, shall be effective upon the date of approval and until such time as registration under the Societies Act is denied, and upon such date of approval, all previous By-laws of the Society shall be deemed to have been repealed.

SECTION 18 - PARLIAMENTARY AUTHORITY

18.1. Rules

The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall guide the Society in all cases to which they are applicable, and in which they are not inconsistent with these By-laws, and any special rules which the Society may adopt.

SECTION 19 - WINDING UP CLAUSE

19.1. Distribution of Assets

In the event of dissolution or winding up of the Society, all its remaining assets, after payment of liabilities, shall be distributed to The Michael Smith Foundation for Research into Psychiatric Disorders.

Revision April 4,2001