



THE ALLIANCE FRANÇAISE OF CALGARY BY-LAWS

(Revised April 2022)

1. THE SOCIETY

The Alliance Française of Calgary (the “Society”) is a charitable, non-profit association, incorporated under the Societies Act of the province of Alberta, and has no religious or political affiliation. It complies with the statutes and goals of the Fondation des Alliances Françaises.

2. MEMBERSHIP

(a) The Society is made up of members in such categories as it shall determine (“Members”). These categories are as follows:

- (i) “Ordinary Members” – Membership is open to any person aged eighteen (18) years or older interested in, and supportive of, the Society’s objectives. Ordinary members, who have been approved by the Society’s administration and have paid the annual membership dues, are entitled to attend all social functions (subject to any applicable fees), and to all discounts on tuition. They may vote in person or by proxy at any Annual General Meeting or special meetings of the Society.
- (ii) “Honorary Members” – Non-voting members designated from time to time by the board for having made a significant contribution to the Society. An Honorary Member shall not be required to pay a membership fee. Honorary Members are not permitted to sit as board members unless they pay the full annual dues and are approved in accordance with Article 2(a)(i).

Society membership is open to anyone interested in helping the Society to realize its stated goals. (As a corollary, the board of directors of the Society reserves the right to deny membership to, or rescind membership of, anyone who the board reasonably believes seeks to subvert these goals). A person becomes an Ordinary Member of the Society for a year from the date of payment of the annual dues. These dues shall be determined from time to time by the board.

(b) Any Member wishing to withdraw from membership may do so by providing written notice to the secretary of the board. Members whose membership has expired shall not be entitled to membership privileges or powers in the Society until reinstated. Any Member, upon a two-thirds vote of the Members in good standing at a special meeting called for that purpose, may be expelled from membership for any cause which the Society deems advisable.

(c) Members of the Society shall respect and behave in accordance with the by-laws and objectives of the Society and shall be eligible for election to the board of directors of the Society provided that they have attained the age of 18 years. Members may not attend regular meetings of the board but Members as of the date that is thirty (30) days prior to the meeting shall be entitled to attend Annual General Meetings and special meetings.

(d) The official languages of the Society are English and French.

3. THE EXECUTIVE & BOARD

(a) The Society shall be administered by a board of not more than fifteen members, including the executive director of the Society who shall be an ex-officio member of the board.

(b) Members of the board other than the executive director shall be Members in good standing of the Society elected by secret ballot by the Annual General Meeting. A secret ballot may be waived by a majority vote of the Members present at the Annual General Meeting. To be elected, a candidate shall receive a majority of cast ballots. If there are more candidates than vacancies, candidates with the highest number of cast ballots shall be elected first.

(c) The term of the members of the board referred to in subsection 3(b) shall be 3 years and the elections shall be conducted so that as close as possible to 1/3 of the positions come up to election each year. Board members can only be elected for a total of three (3) consecutive terms.

(d) Where there is a vacancy at the board in case of a resignation or removal, the remaining members of the board may appoint a Member in good standing of the Society to fill the vacancy until the next regular election.

(e) The executive committee of the board (if and when constituted by the board) shall consist of the president, vice-president, secretary and treasurer as determined by consensus or alternatively, at the request of the majority of board members present, elected by secret ballot by the board itself at its first meeting, and the executive director of the Society who is ex-officio member of the executive committee. A secret ballot may be waived by unanimous vote of board members present at the meeting.

(f) The board shall meet not less than five times per year.

(g) A quorum of the board shall consist of simple majority of its members. A board member may participate in a meeting of the board or of a committee of the board by means of such telephone or other communication facility that permits all persons participating in such a meeting to hear each other, provided all members of the board entitled to be present at such meeting have consented to such means, and a board member participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates, and may be given with respect to all meetings of the board and of committees of the board.

(h) A member of the board, except for an ex-officio appointment, who has missed three consecutive meetings, without reasonable cause, may be required to resign at the request of a majority of the remaining members of the board.

(i) All decisions of the board shall be made by a majority of the members present. In case of a tie, the president shall have a further or casting vote. A resolution in writing, whether by document or telecommunication, approved in writing by all board members entitled to vote on that resolution at a meeting of the board or a committee of the board shall be an effective resolution of the board or committee, as applicable. Such a resolution may be in several signed copies of the document, which together shall be deemed to constitute a resolution in writing. A resolution in writing shall be held to relate back to any date indicated on the document.

(j) The members of the board shall perform their functions without remuneration, except that all reasonable expenses incurred in the exercise of those functions shall be paid if approved by the board.

(k) Subject to the by-laws or directions given it by majority vote at any Annual General Meeting or special meeting, the board shall have full control and management of the affairs of the Society.

(l)

A. The secretary of the board:

- (i) shall not hold office for more than 6 one-year terms consecutively;
- (ii) shall take minutes of meetings in English or in French and shall distribute to board members;
- (iii) shall notify the Alberta government of changes to the Society's by-laws;
- (iv) shall record the result of votes of board meetings and Annual General Meetings or special meetings; and
- (v) shall call the Annual General Meeting.

B. The treasurer of the board:

- (i) shall not hold office for more than 6 one-year terms consecutively; and
- (ii) shall review the accounts of the Society, with the director, on a monthly basis.

C. The president of the board:

- (i) shall not hold office for more than 6 one-year terms consecutively, except that they may sit a seventh one-year term during the first year of a new executive director.

D. The executive director of the Society:

- (i) assumes, on behalf of the board, responsibility for the ongoing operations of the Society.

(m) The board, in its discretion, acting reasonably, may by majority vote remove a member of the board from office for conduct it considers either detrimental to the interests of the Society, or detrimental to the proceedings of the board. Such member of the board may address the board on such motion, and is eligible to vote on such motion. Notice of such motion shall be provided to all members of the board at least 7 full days before the board meeting at which it is anticipated the motion shall be heard.

(n) The board invests the executive function of the Society in its executive director.

(o) Unless otherwise agreed by the board, all cheques must be co-signed by:

- (i) the executive director and an officer, or
- (ii) any two officers.

4. ANNUAL GENERAL MEETING & SPECIAL MEETINGS

(a) The Annual General Meeting of the Members of the Society shall be held between June 30 and December 30 each year. At the request of the board, or of not less than a quarter of the Members of the Society, a special meeting may be called.

(b) The Annual General Meeting shall be the only General Meeting of the Society. Notice of the Annual General Meeting and special meetings shall be mailed to the Members at least 21 days in advance, and in the case of a special meeting, shall specify the object of the meeting.

(c) The quorum for an Annual General Meeting or a special meeting shall be fifteen Members. Proxy votes for by-laws amendments and the election of board members shall be included in the calculation of such quorum and shall be as valid as if the Members so voting were physically present (only 2 proxies per Members). Proxy voters must have been Members in good standing for at least thirty days prior to the calling of the meeting

(d) Any Member who has been a Member in good standing for thirty days prior to an Annual General Meeting or special meeting shall have the right to vote either in person or by proxy. The method of voting (show of hands, secret ballot or otherwise) shall be in the discretion of the president or board member in charge of the meeting.

(e) At the Annual General Meeting shall be presented reports on the activities of the Society, and on its finances.

(f) The standard rules of procedure for the conduct of the Annual General Meeting, special meetings and board meetings shall be *Parliamentary Procedure at a Glance*, by O. Garfield Jones or *Robert's Rules of Order*. Despite this requirement, the president may adopt a more informal procedure.

(g) Teachers and members of the Society's administrative staff on contract or payroll cannot be voting Members.

5. RESCISSIONS, ALTERATIONS OR ADDITIONS CONCERNING THE BY-LAWS

The by-laws of the Society shall not be rescinded, altered, or added to except by a special resolution of the Society. Before registration of the bylaws, any modification will be presented to the Fondation des Alliances Françaises for consultation. Once the by-laws are registered through local authorities, copies of official documents shall be sent to the Fondation des Alliances Françaises. All copies should be signed and dated by the president of the Alliance Française of Calgary.

6. BORROWING POWERS

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures which can only be issued by special resolution of the Members.

7. FUNDING

Source of funding that can be accepted are as follows:

- (a) Income from services provided by Alliance Française such as: French classes, cultural events, library;
- (b) Memberships;
- (c) Donations, legacies;
- (d) Sponsorships, grants, and other similar source of funding approved by the board of directors.

8. AUDIT OF ACCOUNTS

The books, accounts and records of the Society shall be kept by the treasurer and executive director and held in the custody of the administrative office of the Society. A Notice to Reader for the annual financial statements should be prepared by a duly qualified accountant or alternatively, the annual financial statements should be audited by a duly qualified accountant or by two Members of the Society elected for that purpose at the Annual General Meeting, or, failing such election, nominated for that purpose by the board. June 30th shall be the fiscal year-end of the Society.

9. SEAL

The Society shall have a seal, in a form to be chosen by the board. The affixing of the seal shall be authenticated by not less than two members of the board as appointed by it. The seal shall be kept in the custody of the administrative office of the Society.

10. MINUTES

The secretary, or in his or her absence, another member of the Board, shall keep accurate minutes of all meetings of the Society, and of the board.

11. BOOKS & RECORDS

The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting, or at any time upon giving reasonable notice in writing and arranging a time satisfactory to the officer having charge thereof. Each member of the board shall at all reasonable times have access to such books and records. The secretary shall keep a

record of the minutes, the treasurer shall keep and maintain such financial records as are reasonably necessary, and any other documents and records shall be maintained by such member or members of the board as the board decides.

12. DISSOLUTION OF THE SOCIETY

(a) The Society may be dissolved by a special resolution.

(b) The first special meeting called to vote upon the dissolution of the Society must comprise at least half of the Members plus one. If this number cannot be obtained another special meeting must be called fifteen or more days later and, on this occasion, the special meeting can validly determine the issue regardless of the number of Members present. In any case, more than two thirds of the Members present on this occasion must vote for dissolution for such to occur.

(c) In the case of dissolution, the Annual General Meeting shall designate one or more trustees to be charged with the responsibility of liquidating the assets of the Society. Any remaining proceeds shall be distributed equally among the remaining Alliance Française Societies in Canada that are registered charities.

13. PROTECTION OF DIRECTORS & OFFICERS

Except in respect of an action by or on behalf of the Society to procure a judgment in its favour, the Society shall indemnify and hold harmless a director or officer of the Society, a former director or officer of the Society, and their heir and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal, or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of the Society, if:

- (a) they acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.