

1967
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SOC996

REGISTERED
SEP 28 1967

The Registrar of Companies
PROVINCE OF ALBERTA

EDMONTON SOCIAL PLANNING COUNCIL

OBJECTS OF THE COUNCIL

NAME: The name of the organization shall be the Edmonton Social Planning Council.

OBJECTS:

"The primary objects of the Council shall be research into, and development of plans and proposals to fulfill the social needs of the citizens of the City of Edmonton and to define the techniques by which these plans and proposals may be implemented. In effecting these objectives the Council shall be independent but shall co-operate with all interested agencies, organizations and individuals in the community and shall participate with them in their activities to the extent that these activities are concerned with the fulfillment of the social needs of the community. The Council shall to the extent of its abilities and resources:

- (a) Promote, in co-operation with all interested organizations and individuals, adequate and effective provision of community services.
- (b) Encourage and facilitate co-operation among and between agencies and organizations providing, or concerned about, community services.
- (c) Gather and disseminate information concerning community services.
- (d) Encourage and provide continuous review and analysis of social problems and apparent effectiveness of existing programs in resolving or containing such problems.
- (e) Serve as a clearing house for information on community services.
- (f) Encourage and promote public knowledge and understanding on the need for adequate community services.
- (g) Undertake to provide objective information on which planning and action should be based in order to engage in the coordination of services and the development of new programs.
- (h) Provide consulting and advisory services to organizations and agencies upon request.

- (i) Cooperate with other councils and related organizations in this and other communities having similar purposes.
- (j) Secure and accept money and other assistance for furthering the above objects.
- (k) Carry on such activities in relation to the foregoing as may be deemed advisable."

GEOGRAPHICAL AREA:

The area to be served by the Council shall include all of the city of Edmonton and adjacent communities, and such other municipalities and communities as may be determined from time to time by the Board of Directors.

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BY-LAWS

I. MANAGEMENT OF THE COUNCIL

The management of the business and affairs of the Council shall be vested in the Board of Directors which may delegate any of its powers to the Executive Committee or such standing committees as may be authorized.

II. RELATIONSHIP TO THE UNITED COMMUNITY FUND

The Council shall provide the United Community Fund with information and advisory services to facilitate appropriate decisions on the admission of agencies and the direction and scope of programs which should be subsidized through allocations to member agencies.

The relationship of the Council to the United Community Fund shall be further determined by such special agreement as may be ratified by the Board of the organizations.

III. MEMBERSHIP

- (a) Membership, shall be extended to individuals who, as private citizens or as representatives of organizations, agencies and public departments, wish to support the objects of the Council.

Such membership shall be obtained by applications or invitation and all such applications shall be subject to the approval of the Board of Directors.

- (b) Membership shall be valid for a period of three years from date of acceptance. Membership may be renewed through re-application.

- (c) A member may withdraw from the Council by giving notice in writing of his or her intention to do so.
- (d) A member may be expelled from the Council by a majority vote of the Board of Directors.
- (e) Each member shall be entitled to one vote at meetings of the Council.

IV. MEETINGS OF THE COUNCIL

Annual Meeting:

The annual meeting of the Council shall be held not later than May 31 of each year. At such annual meeting, the Board of Directors shall report on the year's activities; the financial statement shall be given; auditors appointed; and the election of new members of the Board shall be held.

Meetings:

The Board of Directors may call meetings each year for the purpose of providing reports, seeking advice and direction from the membership, and discussing issues of public concern.

Notice of Meetings:

Council membership shall be given fourteen days notice of the annual meeting of the Council.

Quorum:

A quorum for meetings of the Council shall be twenty-five voting members in good standing.

Voting:

A majority of votes of the members present at any meeting of the Council shall decide any question coming before the meeting.

V. BOARD OF DIRECTORS

- (a) The Board of Directors shall be elected from the membership.
- (b) The Board of Directors shall consist of not less than twenty-one and not more than twenty-four members elected by the members of the Council.
- (c) The United Community Fund may appoint three members to the Board of Directors of the Council for a one-year term.

- (d) The immediate past president of the Council, in the event he is not eligible by reason of terms of service, shall be an additional member of the Board.
- (e) Each elected member of the Board of Directors shall hold office for a term of three years. One-third of such members shall be elected each year at the annual meeting of the Council.
- (f) A member of the Board having served as a director for two consecutive terms, shall not be eligible for re-election until one year has elapsed.
- (g) In the event of withdrawal or removal of any member from the Board of Directors, the Board shall be empowered to fill such vacancy for the remaining portion of the term upon recommendation of the Nominating Committee.

Meetings:

The Board of Directors shall meet at least eight times yearly. Meetings shall be at such times as may be decided by the Board of Directors. A quorum for meetings of the Board of Directors shall be 25% of the members of the Board.

Officers:

- (a) Officers of the Council shall be, president, two vice-presidents, treasurer, and secretary. They shall perform the duties that usually pertain to their respective offices. There may also be such other officers as, from time to time, shall be deemed expedient.
- (b) Officers shall be elected from among its members by the Board of Directors at its first meeting immediately following the annual meeting of the Council each year.
- (c) An elected officer shall hold office for a term of one year or until his successor takes office, but may not hold the same office for more than two consecutive years.

Duties of Officers:

- (a) The President shall be the chairman of the Board of Directors and shall preside at all meetings of the Council. The President shall be an ex-officio member of all committees excepting the Nominating Committee.
- (b) The Vice-Presidents shall assist the President in the capacity of administrative officers, one of whom shall preside at all meetings in the absence of the President, or when the chair is vacated.

- (c) The Treasurer, who shall be chairman of the Finance Committee, shall supervise the financial affairs of the Council; shall submit quarterly financial statements to the Board; shall submit an annual audited financial report at the annual meeting, and shall submit an annual budget for the approval of the Board of Directors.
- (d) The Secretary shall be an officer of the Board and shall perform such duties as may be assigned from time to time.

VI. COMMITTEES

1. STANDING COMMITTEES:

Chairmen of Standing Committees shall be appointed from among the officers by the President with the exception of the Finance Committee which shall be chaired by the Treasurer.

(a) Executive Committee:

The Executive Committee shall consist of the president, two vice-presidents, treasurer, and secretary of the Council and such other officers as are elected by the Board of Directors.

(b) Administration Committee:

The Administration Committee shall be composed of 3 officers of the Council who shall make recommendations to the Board concerning administrative matters. The Board may delegate to the Administration Committee authority to make specific decisions on administrative matters on behalf of the Board.

(c) Project and Planning Committee:

The Project and Planning Committee shall be composed of no fewer than 6 members of the Board, 2 of whom shall be officers of the Council. This committee shall make recommendations to the Board concerning all matters pertaining to current and future Council program. Periodic evaluation of Council program in relation to Council objectives shall be an ongoing responsibility of this committee. Members of the committee may be responsible for assisting chairmen of specific project committees to better correlate project committee activity with Board policy.

(d) Nominating Committee:

The Nominating Committee shall be composed of three persons, appointed annually at the first meeting of the Board of Directors following the election of new officers.

Duties:

- i. Duties of the Nominating Committee shall include the preparation of a slate of members for the Board of Directors to be presented at the annual meeting; the preparation of a slate of officers to be presented to the Board of Directors following the annual meeting; the recommendation of nominees to fill vacancies on the Board as they occur; and such other duties as may be assigned to it by the Board of Directors from time to time.
- ii. Before submitting names of persons for membership on the Board of Directors, at the annual meeting, the committee shall obtain from these persons, written consent accepting such nomination.
- iii. In preparing nominations for the Board of Directors, the committee shall make every effort to ensure a fair distribution of representation on the Board from all aspects of the Council's membership and, as far as possible, from the community as a whole.
- iv. Additional nominations may be made by the voting members from the floor of the annual meeting providing the written consent to accept the nomination has been obtained.

(e) Finance Committee:

The Finance Committee shall assist the Treasurer in the supervision of the financial affairs of the Council.

(f) Public Relations Committee:

The Public Relations Committee shall evaluate attitudes of members and the community in relation to the Council; identify the purpose and activities of the Council with the public interest and plan a program of action to earn the understanding and cooperation of the membership and the community.

2. AD HOC COMMITTEES

- (a) The Board of Directors may, from time to time, appoint special committees to advise on such matters as personnel, etc..
- (b) From time to time it may also establish project or study action committees to undertake the study of specific community problems.

- (c) In establishing such committees the Board shall clearly define the responsibilities and tasks of the committees including, in each case, setting forth a suitable frame of reference.

VII. APPOINTMENT OF STAFF

The Board of Directors shall appoint an Executive Director. Such Executive Director shall be responsible to the Board for the satisfactory conduct of the affairs of the Council, and shall perform generally all the duties usually pertaining to the office of Executive Director. Other staff shall be appointed when deemed necessary. No employee shall be a member of the Council.

VIII. SEAL

The seal of the Council shall be kept in the custody of the Executive Director and shall be attested by the signature of the President and Secretary or in case of inability of either or both to act, of either or both Vice-Presidents.

IX. FISCAL YEAR AND AUDIT

- (a) The administrative and fiscal year of the organization shall be the calendar year.
- (b) Auditors shall be appointed at the annual meeting of the organization. Such auditors shall be chartered accountants.
- (c) A statement of accounts duly audited shall be presented at every annual meeting.

X. BOOKS

Every director shall at all times have access to and the right of inspection of all books and records of the Council. Every other member of the Council, not being a director shall have the right to inspect the books and records of the Council at any reasonable time upon reasonable notice in writing being given to the officer or officers having charge of such books and records.

XI. NOTICE

Written notice to any member shall be deemed to be received within forty-eight hours of the posting thereof, addressed to the member at his or her last address on record with the Executive Director, the responsibility for the accuracy of which being that of the member.

XII. VOTING

Any member who has not withdrawn from membership or been suspended or expelled shall have the right to vote at any meeting of the organization. Such right must be exercised in person and not by proxy or otherwise.

XIII. BORROWING POWERS

The Council, for the purpose of carrying out any of its objects, may borrow, raise, or secure the payment of money in any manner it sees fit, and all its powers in this regard may be exercised by the Board, PROVIDED that no debentures shall be issued without the sanction of an extraordinary resolution of the Council.

XIV. SIGNING OFFICERS

Signing officers shall be any two of the following:

President
Two Vice-Presidents
Secretary
Treasurer
Executive Director

XV. REMUNERATION

Unless authorized at any meeting and after notice of same shall have been given, no officer or member of the Council shall receive any remuneration for his services.

XVI. AMENDMENTS

The objects and by-laws of the Council may be amended by extraordinary resolution at the annual or any general meeting of the Council. Written notice of the proposed amendment shall be sent to all members, not less than twenty-one days before the meeting of the Council at which the amendment is to be proposed, and shall be proposed as an extraordinary resolution as set forth in the Societies' Act of Alberta.

XVII. LIABILITY OF DIRECTORS

No Director or Officer for the time being of the Council shall be liable for the acts, neglect or default of any other Director or Officer or employee or for any other loss, damage or misfortune whatever, which may happen in the execution of the duties within the scope of his respective office or trust in relation thereto unless the same shall happen by or through his own wilful act or default.

April 21, 1967.