

By-Laws
of the
Civitan International Foundation of Canada

MISSION STATEMENT:

The following mission statement was established some years ago for inclusion with the foundation's listing in the Canadian Donor's Guide.

Financially support research, education, public awareness and services to aid the mentally, physically and developmentally challenged.

By-Law Number 1

A by-law relating generally to the transaction of the affairs of the Civitan International Foundation of Canada, hereinafter referred to as the Foundation.

1. **HEAD OFFICE** - The head office of the Foundation shall be as the trustees may from time to time determine.
2. **SEAL** – The seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Foundation.
3. **FUNDAMENTAL PURPOSE OF THE FOUNDATION** – it is to be a non-profit corporation which seeks to encourage and recognize the ideals and projects of Civitan International; to develop understanding of basic human freedoms; to support major projects with special emphasis on aid to the mentally challenged and the physically challenged; to work together with Civitan clubs in Canada to expand on club and district projects.
4. **MEMBERSHIP** – There shall be three (3) types of memberships in the Foundation, namely:
 - a. District Members – District members shall be all members of each districts' Board of Directors.
 - b. Club Members – Each Civitan club of Civitan International in Canada, upon payment of the annual membership dues in accordance with the provisions of the by-law of the Foundation and set forth by the Board of Trustees of the Civitan International Foundation of Canada, shall be entitled to one (1) representative or delegate at all meetings of the members of the Foundation. Such representative or delegate may be either the president of the club or another member of such club appointed by such president to serve in this capacity.
 - c. **INDEPENDENT MEMBERS** – The Independent Members consist of the applicants for the incorporation of the Foundation and such other individuals and such corporations,

partnerships and other legal entities as are admitted as members for the board of trustees. They shall pay annual membership dues in accordance with provisions of the by-law of the Foundation. Save as aforesaid each member shall be entitled to one (1) vote on each question arising at any special or general meeting of the members of the Foundation.

5. **ANNUAL AND OTHER MEETINGS OF MEMBERS** – There shall be an annual meeting of the Foundation’s members which shall be held during the annual convention of Region 5 of Civitan International, if possible, and at the same place as such annual convention. If a suitable time and location at said convention cannot be arranged then the Foundation board of trustees shall call said meeting as close to the end of the Civitan International fiscal year as possible at a location selected by the Foundation trustees.

In the absence of the Chair, the members present will select a Chair pro tem from among their numbers.

At every annual meeting, in addition to any other business that may be transacted, the report of the trustees and the financial statements and the report of the auditors shall be presented. A board of trustees shall be elected and the auditors for the ensuing year shall be appointed and the remuneration fixed.

Members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

6. No error or omission in giving notice of the annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Foundation shall invalidate such meetings or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting. It may ratify, approve and confirm any or all proceedings taken or had thereat for the purpose of sending notice to any member, trustee or officer for any meeting or otherwise. The address of any member, trustee or officer shall be his or her last address recorded on the books of the Foundation.
7. **VOTING OF MEMBERS** – Subject to the provisions, if any, contained in the “Letters Patent” of the Foundation, each member of the Foundation shall at all meetings of members be entitled on one (1) vote in the case of a club member by its representative or delegate. This representative or delegate need not be a member. No member shall be entitled at meetings of the Foundation, either in person, or delegate, to vote unless he or she has paid all dues and fees, if any, then payable by him or her. At all meetings of members each question shall be decided by a majority of the votes of the members present in person or delegate unless otherwise required by the by-laws of the Foundation.

Each question shall be decided in the first instance by a show of hands unless a poll is demanded. Upon a

show of hands every member having voting rights shall have one (1) vote unless a poll is demanded. A declaration by the Chair that a resolution has been carried or not carried and an

entry to that effect in the minutes of the Foundation shall be admissible in evidence as prima facia proof of the fact without proof of the numbers or proportion of the votes accorded in favour or against such resolution. The poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or delegates and such poll shall be deemed the decision of the Foundation in general meeting upon the matter in question. In the case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

8. **BOARD OF TRUSTEES** – The affairs of the Foundation shall be managed by a board of eight (8) trustees;
 - a. One (1) whom shall be appointed from within the board of each district of Region 5 of Civitan International.
 - b. Two (2), to be elected, at the annual meeting by the club members, one from each district.
 - c. Two (2), to be elected, at the annual general meeting by the independent members, one from each district.
 - d. Two (2) trustees shall be appointed at the first meeting of the elected Foundation trustees following the annual meeting. These appointments will be made from the general membership of the Foundation.

The appointed and elected trustees shall hold office until the first annual meeting after he or she has been elected. The board shall be retired but those trustees who are elected shall be eligible for re-election if otherwise qualified. The district's representative trustees shall hold the Foundation trustee position until his or her successor shall have been duly elected and their successors take office.

The election of trustees may be by a show of hands unless a ballot is demanded by a member.

- e. In the event the eight trustees feel none of them is qualified to assume the treasurer position, a person they feel is qualified may be appointed for a honorarium and their expenses would be reimbursed.
9. **VACANCIES, BOARD OF TRUSTEES** – Vacancies on the board of trustees, however caused, may, so long as a quorum of trustees remain in office, be filled by the trustees from among the qualified members of the Foundation, if they see fit to do so and otherwise such vacancy shall be filled at the next annual meeting of the members at which the trustees for the ensuing year are elected, but if there is not a quorum of trustees, the remaining trustees shall forthwith call a meeting of the club members if the vacancy to be filled is that of a trustee originally elected from amongst the number of representatives or delegates of the club members or, alternately, of the independent members if the vacancy to be filled is that a trustee originally elected by the independent members.

10. **QUORUM AND MEETINGS, BOARD OF TRUSTEES** – A majority of the Executive Board (Executive Board defined as Chair, Secretary and Treasurer) or a majority of trustees shall form a quorum for the transaction of business. Except as otherwise required by law, the board of trustees may hold its meeting at such place or places as it may from time to time determine. The trustees shall hold at least three (3) meetings per year in addition to the annual meeting. No formal notice of any such meeting shall be necessary if all the trustees are present, or if those absent have signified their consent to the meeting being held in their absence.

Trustees' meetings may be formally called by the Chair or vice-Chair or by the secretary on the direction in writing of two (2) trustees. Notice of such meeting shall be delivered, telephoned, telegraphed or e-mailed to each trustee not less than two (2) days before the meeting is to take place and shall be mailed to each trustee not less than seven (7) days before the meeting is to take place. The statutory declaration of the secretary or the Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A trustees' meeting may also be held, without notice, immediately following the annual meeting of the Foundation. The trustees may consider or transact any business either special or general at any meeting of the board.

11. **ERROR IN NOTICE, BOARD OF TRUSTEES** – No error or omission in giving such notice for a meeting of the trustees shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any trustee may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
12. **VOTING, BOARD OF TRUSTEES** – The Foundation will conduct its business using Roberts Rules.
13. **BALLOT BY MAIL** – The trustees are empowered to transact business between meetings by mail, telegraph, telex, FAX, telephone or e-mail. A majority of all trustees shall be necessary for a decision. The secretary of the Foundation shall have authority to send out ballots by mail when the subject matter comes under existing policy. When the subject matter relates to other than existing policies the chair of the trustees shall have the power to determine whether the matter shall be handled in a ballot by mail or held over until the next meeting of the trustees.
14. **POWERS** – The trustees of the Foundation shall administer the affairs of the Foundation in all things and make or cause to be made for the Foundation in its name any kind of contract which the Foundation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Foundation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the trustees are expressly empowered, from

time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of share, stocks, rights, warrants, options, and other securities, lands, buildings, and other property, moveable or immoveable, real or personal, or any right or interest therein owned by the Foundation, for such consideration and upon such terms and conditions as they may deem advisable.

15. **OFFICERS OF THE FOUNDATION** – There shall be a Chair, vice-Chair, secretary and a treasurer or in lieu of a secretary and treasurer, a secretary-treasurer and such other officers as the board of trustees may determine by by-law from time to time. One person may hold more than one (1) office except the offices of Chair and vice-Chair. Such officers shall be elected by the board of trustees from among their number at the first meeting of the board after the annual meeting of the members of the Foundation, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. Any other officers of the Foundation need not be members of board and in the absence of written agreement to the contrary the employment of all officers shall be settled from time to time by the board.
16. **DUTIES OF CHAIR AND VICE-CHAIR** – The Chair shall, when present, preside at all meetings of the members of the Foundation and the board of trustees. The Chair shall also be charged with a general management and supervision of the affairs and operations of the Foundation. The Chair with the secretary or other officer appointed by the board for that purpose shall sign all by-laws and membership certificates. During the absence or inability of the Chair those duties and powers may be exercised by the vice-Chair, and if the vice-Chair, or such other trustee as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.
17. **DUTIES OF THE SECRETARY** – The secretary shall be the clerk of the board of trustees and shall attend at all meetings of the board of trustees and record all facts in the books for that purpose. The secretary shall give all notices required to be given to members and to trustees, shall be the custodian of the seal of the Foundation and of all books, papers, records, correspondence, contracts and other documents belonging to the Foundation which shall be delivered up only when authorized by a resolution of the board of trustees to do so and to such person or persons as may be named in the resolution and shall perform such other duties as may from time to time be determined by the board of trustees.
18. **DUTIES OF THE TREASURER** – The treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate account of all receipts and disbursements of the Foundation in proper books of accounts and shall deposit all monies or other valuable effects in the name and to the credit of the Foundation in such bank or banks as may from time to time be designated by the board of trustees. The treasurer shall disburse the funds of the Foundation under the direction of the board of trustees, taking proper vouchers thereof and shall render to the board of trustees at the regular meetings thereof or whenever required an account of all transactions as treasurer and of the financial position of the Foundation. The treasurer shall also perform such other duties as may from time to time be determined by the board of trustees.
19. **BOOKS AND RECORDS** – The trustees shall see that all necessary books and records of the

Foundation required by by-laws of the Foundation or by any applicable statute or law are regularly and properly kept. The current report of the auditors shall be prepared as close to the end of the fiscal year as possible, but must be completed prior to the end of the calendar year.

It shall be the duty of the secretary of the Foundation board to inform the proper authorities of the newly elected board members within thirty (30) days of the Foundation's annual meeting, and to notify the Foundation Chair in writing it has been done.

It shall be the duty of all trustees to see that the charitable status of the Foundation is maintained at all times.

20. **SURETY BONDS** -The trustees shall determine the necessity and amount of surety bonds for any person working on Foundation activities and provide in the administration budget of the Foundation for the cost of such bonds.
21. **FINANCIAL YEAR** – Unless otherwise ordered by the board of trustees, the fiscal year of the Foundation shall terminate on the same date as Civitan International.
22. **DUES** – The annual dues for Foundation members shall be determined by the board of trustees and set forth as Foundation policy.

The treasurer shall notify the members of the dues payable by them in each year prior to the first (1) day of November in each year, and if such dues are not paid on or before the first day of January next following, the members in default shall thereupon automatically cease to be a member of the Foundation, but any such member may, on payment of all unpaid dues, be reinstated by unanimous vote of the board of trustees.

23. **EXECUTION OF DOCUMENTS** – Deeds, transfers, licenses, contracts and engagements on behalf of the Foundation shall be signed by either the Chair or the vice-Chair and by the secretary and the secretary shall affix the seal of the Foundation to such instruments as require the same. Contracts in the ordinary course of the Foundation's operations may be entered into on behalf of the Foundation by the Chair, vice-Chair, secretary, treasurer or by any person authorized by the board.

The Chair, vice-Chair, trustees, secretary or treasurer or any of them or any person or persons from time to time designated by the board of trustees may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Foundation in its individual or any other capacity or as trustee or otherwise may accept in the name and on behalf of the Foundation transfers of shares, bonds or, other securities from time to time, transferred to the Foundation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of share, bonds or other securities on the books of any company or corporation.

24. CHEQUES, ETC – All cheques issued by the Foundation will be signed by two of the three signing officers.

25. DEPOSIT OF SECURITIES FOR SAFEKEEPING – the securities of the Foundation shall be deposited for safekeeping with two (2) or more bankers, trust companies or other financial institutions to be selected by the board of trustees. Any and all securities so deposited may be withdrawn, from time to time, only upon written order of the Foundation signed by such trustee or trustees, officer or officers, agent or agents of the Foundation, and in such manner, as shall from time to time be determined by resolution of the board of trustees and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of board of trustees shall be fully protected in acting in accordance with the directions of the board of trustees and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

26. NOTICE – Whenever under the provisions of the by-law of the Foundation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in the post office or in a public letter box in a prepaid sealed wrapper addressed to the trustee, officer or member at their addresses as same appear in the books of the Foundation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, trustee or officer shall be the last address as recorded on the books of the Foundation.

27. BORROWING – The trustees may from time to time:

- a. borrow money on the credit of the Foundation
- b. issue, sell or pledge securities of the Foundation; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Foundation, including book debts, rights, powers, franchises and undertakings to secure any security or securities or any money borrowed, or other debt or any other obligation or liability of the Foundation.

From time to time the trustees may authorize any trustee, officer or employee of the Foundation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Foundation as trustees may authorize, or to generally manage, transact and settle the borrowing of money by the Foundation.

28. INDEMNIFICATION OF TRUSTEES AND OTHERS – Every trustee or officer of the Foundation or other person who has undertaken or is about to undertake any liability on behalf of the Foundation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the

Foundation, from and against:

- a. all costs, charges and expenses whatsoever which such trustee, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
- b. all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

29. **INTERPRETATION** – In this by-law and all other by-laws of the Foundation hereafter passed unless the context otherwise requires, words importing the singular gender or the masculine gender shall include the plural or the feminine gender as the case may be and the vice versa and references to persons shall include firms and corporations.

Passed by the board of trustees and sealed with the corporate seal this _____

day of _____

President/Chair

Secretary