KIDS WITH CANCER SOCIETY OF NORTHERN ALBERTA BYLAWS

ARTICLE 1 – INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) "Act" means the *Societies Act*, RSA 2000 c.S-14, as amended from time to time, and any statute that may be substituted therefor;
- (b) "Active Community Member" means a Member as described in Section 2.3;
- (c) "Active Family Member" means a Member as described in Section 2.2;
- (d) "Adult Survivor" means a person who had cancer or a cancer-like condition as a child or adolescent;
- (e) "AGM" means the annual general meeting of the Society duly called and constituted in accordance with these Bylaws;
- (f) "Annual Budget Meeting" means the meeting described in Sections 3.3 and 3.4 hereof:
- (g) "appoint" includes "elect" and vice versa;
- (h) "Board" means the board of Directors:
- (i) "Bylaws" means this bylaw and all other bylaws of the Society from time to time in force and effect:
- (j) "Committee" means a committee established by the Board to carry out a particular function as determined by the Board;
- (k) "Director" means an individual who is elected or appointed as a director of the Society from time to time in accordance with these Bylaws;
- (I) "Family Advisory Council" means the committee described under Section 10.1;
- (m) "Family Unit" means a group of two (2) or more Active Family Members who consist of:
 - (i) an Adult Survivor and the members of the Immediate Family of such Adult Survivor; or
 - (ii) the Immediate Family of a child with, or who at one time had, or who has passed away from, cancer or other cancer-like conditions:
- (n) "Finance and Investment Committee" means the committee established under Section 9.1:
- (o) "Honourary Member" means a Member as described in Section 2.4;
- (p) "Immediate Family" means natural parents, legal guardians, siblings and step family members;

- (q) "Inactive Member" means a Member as described in Section 2.12;
- (r) "Member" means a person who is accepted as a member of the Society from time to time in accordance with these Bylaws;
- (s) "Officers" means the persons who are appointed Officers of the Society from time to time in accordance with these Bylaws;
- (t) "Society" means the Kids with Cancer Society of Northern Alberta;
- (u) "Special Meeting" means any general meeting of the Society, other than the AGM, at which any business requiring consent by special resolution is proposed to be transacted.

1.2 Name of the Society

The Society was incorporated under the Act on December 13, 1979 under the name "NORTHERN ALBERTA PEDIATRIC PARENTS ASSOCIATION" and changed its name to the "KIDS WITH CANCER SOCIETY OF NORTHERN ALBERTA" on December 6, 1993.

1.3 Good Standing

To be in good standing in respect of the Society or any class of membership, a Member must:

- (a) not have contravened these Bylaws;
- (b) not be deemed an inactive Member in accordance with Section 2.12; and
- (c) not have intentionally committed, or been party to, any act that is determined by the Board to be detrimental to the existence of the Society.

1.4 Interpretation

Words and expressions defined in the Act have the same meanings when used in the Bylaws. Words importing the singular include the plural and vice versa and words importing gender include masculine, feminine and neuter genders as required by the context.

1.5 Headings

The headings and indices used in the Bylaws are inserted for convenience of reference only and do not affect the interpretation of the Bylaws or any part thereof.

ARTICLE 2- MEMBERSHIP

2.1 Membership and Classes

Any person, including where applicable and permitted, any individual, firm, body corporate, or other group, who:

- (a) supports the objects of the Society;
- (b) agrees to comply with the terms of these Bylaws for membership in good standing of the class to which that person may be admitted;

- (c) completes a request for membership form; and
- (d) qualifies for membership as determined by the Society;

may become a Member of the Society, of one of the following three classes of membership: (1) Active Family Member; (2) Active Community Member; and (3) Honourary Member.

2.2 Active Family Members

The rights, privileges, restrictions and conditions applicable to the class of Members known as Active Family Members shall include the following:

- (a) an Active Family Member must be an individual who is eighteen (18) years of age or older;
- (b) an Active Family Member must be an Adult Survivor or a member of the Immediate Family of an Adult Survivor or of a child with, or who at one time had, or who has passed away from, cancer or other cancer-like conditions;
- (c) the Society shall be entitled to admit an unlimited number of individuals to membership as Active Family Members; and
- (d) Active Family Members shall be voting Members of the Society.

2.3 Active Community Members

The rights, privileges, restrictions and conditions applicable to the class of Members known as Active Community Members shall include the following:

- (a) an Active Community Member must be an individual who is eighteen (18) years of age or older;
- (b) an Active Community Member must be a current or former Director of the Society;
- (c) the Board shall be entitled to admit an unlimited number of individuals to membership as Active Community Members; and
- (d) Active Community Members shall be non-voting Members of the Society.

2.4 Honourary Members

The rights, privileges, restrictions and conditions applicable to the class of Members known as Honourary Members shall include the following:

- (a) any person, including any individual, firm, body corporate, or other group, shall be eligible for membership as an Honourary Member;
- (b) an Honourary Member must be a person who has contributed in a significant manner to the realization of the goals of the Society and a person shall only be admitted as an Honourary Member at the discretion of the Board;

- (c) the Board shall be entitled to admit an unlimited number of persons to membership as Honourary Members; and
- (d) Honourary Members shall be non-voting Members of the Society.

2.5 No Assignment or Transfer

Membership in the Society may not be assigned or transferred.

2.6 Voting

Only Active Family Members in good standing shall be entitled to vote in respect of any matter at a meeting of the Society. Each Active Family Member in good standing shall be entitled to cast one (1) vote on any motion at any meeting of the Society provided that each Family Unit shall have a maximum of three (3) votes.

2.7 Participation in Meetings

All Members shall be entitled to receive notice of and attend all meetings of the Society. Any Active Family Member shall be entitled to speak to any resolution placed before any meeting of the Society, whether such meeting is a general meeting (including the AGM) or special meeting. Active Community Members and Honourary Members shall be entitled to participate (but not vote) in any meeting of the Society only at the discretion of the Chairman of the Board.

2.8 Ceasing to be a Member

A person ceases to be a Member if:

- (a) the Member dies;
- (b) the Member withdraws in accordance with Section 2.9; or
- (c) the Member is expelled in accordance with Section 2.10.

Any person who ceases to be a Member of the Society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society.

2.9 Withdrawal

Any Member wishing to withdraw from membership may do so upon notice in writing to the Board. A withdrawal becomes effective upon receipt by the Board or at a time specified in the withdrawal, whichever is later.

2.10 Expulsion

Any Member, including any Member who fails to remain in good standing in accordance with the terms of Section 1.3 hereof, may be expelled from membership upon the following terms:

(a) the Board must recommend, for just cause, that the Member be expelled. Without limiting the foregoing, "just cause" shall include conduct which is determined by the Board to be improper, unbecoming or likely to endanger the

interest or reputation of the Society or wilfully committing a breach of the Bylaws of the Society;

- (b) the expulsion must be recommended by the Family Advisory Council;
- (c) the expulsion must be approved by a majority of not less than seventy five (75%) percent of the Directors, passed at a duly constituted meeting of the Board;
- (d) the notice to the Directors of the Board meeting shall specify the intention to propose the expulsion and a brief statement of the reason or reasons for that proposal; and
- (e) the Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the Board meeting before the resolution is put to a vote.

2.11 Reinstatement

Any Member who has been expelled may be reinstated upon written application to the Board and upon the following terms:

- (a) the Board must recommend that the expelled Member be reinstated;
- (b) the reinstatement must be recommended by the Family Advisory Council;
- (c) the reinstatement must be approved by a majority of not less than 75% of the Directors, passed at a duly constituted meeting of the Board;
- (d) the notice to the Directors of the Board meeting shall specify the intention to propose the reinstatement and a brief statement of the reason or reasons for that proposal; and
- (e) the expelled Member who is the subject of the proposed resolution for reinstatement shall be given an opportunity to be heard at the Board meeting before the resolution is put to a vote.

2.12 Inactive Members

All Members must provide the Society with up to date contact information including an up to date residential address and email address. In the event that a Member fails to provide the Society with up to date contact information for a period of two (2) years and the Society is unable to contact that Member, such Member shall be deemed to be an Inactive Member. An Inactive Member shall not be entitled to receive notice of or to vote at meetings of the Society. Any Inactive Member may have their membership re-instated by providing written notice to the Society of their up to date contact information.

2.13 Register of Members

The Society shall keep a register of its Members containing the names of every person who is admitted as a Member of the Society, together with the following particulars of each person:

(a) the full name and residential address;

- (b) the date on which the person is admitted as a Member;
- (c) the date on which the person ceases to be a Member; and
- (d) the class of membership of the person.

2.14 Inspection of Register of Members and Books and Records

Subject to the privacy laws in force, any Member shall be entitled, upon written request to the Board stating his or her purpose, to inspect the register of Members and the books and records of the Society at the registered office of the Society on any regular business day and during such hours and on such conditions as required by the Act and as may be determined by the Board from time to time.

2.15 Limitation of Liability of Members

No Member of the Society is, in the Member's individual capacity, or otherwise as a Member, liable for any debt or liability of the Society.

ARTICLE 3 – MEETINGS OF THE SOCIETY

3.1 AGM

The AGM shall be held within six (6) months of the fiscal year end of the Society.

3.2 Functions of AGM

In general and without limitation, the business to be conducted at the AGM includes:

- (a) establishing general policies of the Society in pursuit of its goals and objectives;
- (b) election of Board members;
- (c) reviewing the annual report of the Chairman of the Board and the financial report of the Treasurer;
- (d) modifying the Bylaws, as may be necessary;
- (e) discussion and decision on questions or problems of interest to the Society;
- (f) receiving annual audited financial statements;
- (g) selecting auditors for the next year; and
- (h) receiving and reviewing reports from committees formed by the Board.

3.3 Annual Budget Meeting

The Annual Budget Meeting shall be held on or prior to January 31st of each year to ensure that the budget for the current year is approved by the Members in a timely fashion.

3.4 Functions of Annual Budget Meeting

In general and without limitation, the function of the Annual Budget Meeting is to review and approve or approve with any necessary changes, the annual budget for the current year, as recommended by the Board.

3.5 General Meetings

The Society may hold a general meeting, other than the AGM, at any time, at the request of the Board or upon receipt by the Secretary of a written request, signed by any three (3) Directors in good standing.

3.6 Special Meetings

The Society may hold a Special Meeting at any time, at the request of the Board or upon receipt by the Secretary of a written request, signed by any twenty (20) Active Family Members in good standing. Notice of any Special Meeting so requested shall be given within twenty one (21) days of receipt of the request by the Secretary. If the Secretary fails to provide notice of the Special Meeting so requested within twenty one (21) days following acknowledged receipt of the request, the persons requesting the Special Meeting may then summon the Special Meeting themselves. The business to be transacted at such Special Meeting shall be stated in the notice thereof and no other business may be considered at that time.

3.7 Notice of Society Meetings

The Secretary shall give notice of all general meetings (including the AGM) and all Special Meetings, and each such notice shall be given at least twenty one (21) days in advance to all Members by way of a notice sent by mail or electronic transmission, including fax or email, to each Member. The business to be transacted at such meeting shall be stated in the notice thereof along with the date, location and commencement time of the meeting. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting, and any Member at any time may waive notice of any such meeting and may ratify and approve any and all proceedings taken at such meeting.

3.8 Procedures and Rules of Conduct

The procedures and rules of conduct governing all meetings of the Society shall be as set out in these Bylaws, and where these Bylaws are silent such meetings shall be conducted in accordance with "Roberts Rules of Order" (latest edition) with modern guide and commentary.

3.9 Quorum

A quorum for the transaction of business at meetings of the Members shall be at least ten (10) of all of the Active Family Members of the Society entitled to vote, and present in person, by telephone or other communication facilities or represented by proxy. In the event that a quorum is not present, the meeting shall be adjourned and reconvened at a later date as decided by the Board.

3.10 Persons Entitled to be Present

The only persons entitled to be present at a meeting of the Society shall be the Members, the Directors, the Officers, the auditor of the Society, and others who, although not entitled to vote, are entitled or required under any provision of the Act or Bylaws to be present at

the meeting. Any other persons may be admitted only on the invitation of the chairman of the meeting.

3.11 Chairperson of Meeting

The chairperson of a meeting of the Members shall be determined from the following Officers present at the meeting in the following order of priority:

- (a) the Chairman of the Board;
- (b) the Secretary;
- (c) the Treasurer;

If no such Officer is present within fifteen (15) minutes from the time fixed for the holding of the meeting of the Members, the Active Family Members present and entitled to vote shall choose a person then present to be chairperson of that meeting.

3.12 Secretary of Meeting

The secretary of a meeting of the Members shall be the Secretary of the Society. If the Secretary of the Society is absent, the chairperson of a meeting of Members shall appoint another person, who need not be a Member, to act as secretary of the meeting.

3.13 Voting

- (a) At all meetings of the Society, every question other than an amendment of the Bylaws and other matters requiring consent by special resolution, shall be decided by a majority of the votes cast on each question.
- (b) Active Family Members shall be entitled to vote in person, by telephone or other communication facilities or by proxy.
- (c) Except for an election of Directors, votes at a meeting by those Active Family Members voting in person shall be taken by a show of hands. At any time, a majority of the Active Family Members voting present and having the right to vote can, before a show of hands, demand a secret ballot vote. If a secret ballot vote is demanded, the votes shall be taken in such manner as the chairperson of the meeting shall direct.
- (d) In the case of an equality of votes at a meeting of the Members, the chairperson of the meeting shall not be entitled to a second or casting vote in addition to the vote or votes to which such person may be entitled as a Member. Upon any such equality, the motion shall be considered to be defeated.

3.14 Telecommunication Meetings

A Member or any other person entitled to attend a meeting may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other (and a person participating in such a meeting by those means is deemed to be present at the meeting).

3.15 Proxies

- (a) Every Active Family Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
 - (i) the Member entitled to vote; or
 - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney.
- (c) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (d) A proxy may be in such form as the Board prescribes or in such other form as the chairperson of the meeting may accept as sufficient.
- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe, including by way of mail or other electronic means. The Board may set a deadline to deposit proxies, which shall not exceed forty-eight (48) hours prior to the meeting excluding Saturdays, Sundays and holidays.

3.16 Chairperson's Declaration

A declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

ARTICLE 4 – THE BOARD

4.1 Composition of the Board

The Board shall be composed of seven (7) to fifteen (15) Directors, who shall be elected by the Active Family Members at an AGM as provided in these Bylaws. The Board shall have the following characteristics:

- (a) a Director of the Society may also, but need not be, a Member;
- (b) one (1) Director shall be a senior decision-making member of the Northern Alberta Children's Cancer Program as deemed acceptable by the Board;
- (c) at least two (2) Directors shall be members of the Family Advisory Council;
- (d) the Board shall consist of:
 - (i) at least two (2) Directors who are Active Family Members where the total number of Directors is seven (7) to ten (10); or

- (ii) at least three (3) Directors who are Active Family Members where the total number of Directors is eleven (11) to fifteen (15);
- (e) the Executive Director of the Society shall be a non-voting member of the Board, and will not be counted as a member of the Board for the purposes of determining quorum or for the purposes of determining the number of Directors to be elected for the purposes of this Section 4.1.

4.2 Term of Directorship

A Director shall be elected for a three (3) year term. Any Director of the Society may be elected for an unlimited number of additional three (3) year terms.

4.3 Ceasing to be a Director

A person ceases to be a Director if he or she:

- (a) dies;
- (b) resigns in accordance with Section 4.4;
- (c) without reasonable excuse or cause is absent from three (3) or more consecutive Board meetings; or
- (d) is removed by a majority of votes at a meeting of the Society with the proposed removal of said Director having been part of the agenda distributed in accordance with Section 3.7.

4.4 Resignation

Any Director wishing to resign from the Board may do so upon notice in writing to the Secretary. A resignation becomes effective upon receipt by the Secretary or at a time specified in the withdrawal, whichever is later.

4.5 Vacancies

Any vacancy on the Board may, so long as the provisions of Section 4.1 are complied with, be filled by the remaining Directors if they shall see fit to do so. Any Director so appointed shall serve until the next AGM and may be elected at the next AGM and if not so elected shall cease to be a Director. In the event a vacancy is not filled by the Directors, such vacancy shall be filled at a Special Meeting or at the next AGM.

4.6 Duties and Powers of the Board

The Board shall manage the business and affairs of the Society. Without limiting the generality of the foregoing, the Board shall:

- (a) implement decisions lawfully passed at a meeting of the Members;
- (b) report on their activities to the Members at the AGM;
- (c) recommend auditors for approval by the Members;
- (d) recommend amendments to the Bylaws where appropriate;

- (e) appoint the Officers of the Society;
- (f) review the annual budget as prepared by the Finance and Investment Committee;
- (g) administer the budget approved by the Members of the Society at the Annual Budget Meeting;
- (h) ensure that the Bylaws of the Society are followed;
- (i) review all proposed changes to the Bylaws prior to submission for adoption to Members;
- (j) establish a policy for expense reimbursement for members of the Board and its Committees, as well as other Members of the Society; and
- (k) evaluate the performance of the Executive Director.

4.7 Exercise of Powers by the Board

- (a) The Board may administer the affairs of the Society in all things and 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 powers and do all such other acts and things as the Society is by its Bylaws or otherwise authorized to exercise and do.
- (b) Without in any way derogating from the foregoing, 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, lands, buildings, and other property, moveable 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 the Board may deem advisable.

ARTICLE 5- BOARD MEETINGS

5.1 Calling of Meetings

The Board may hold its meetings at such place or places within Edmonton, Alberta as it may from time to time determine. No formal notice of any such meetings shall be necessary if all of the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Board meetings may be formally called by the Chairman of the Board, by the Secretary on the direction of the Chairman of the Board, or by the Secretary on the direction in writing of three (3) directors.

5.2 Notice of Meetings

Notice of a meeting of the Board shall be delivered, telephoned or sent by electronic transmission, including email or facsimile, to each Director not less than three (3) days before the meeting is to take place or shall be mailed to each Director not less than five (5) days before the meeting is to take place. A statement of the Secretary or Chairman of the Board that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Directors entitled to receive notice does not invalidate proceedings at that meeting.

5.3 Quorum

A quorum for a meeting of the Board shall consist of a majority of the Directors provided that at least one (1) Director is a member of the Family Advisory Council.

5.4 Persons Entitled to be Present

All Members are able to attend meetings of the Board, but shall have no standing to be heard or vote. The Board may, in its sole discretion, invite members of the general public to attend meetings of the Board and conduct in camera meetings where only Board members are present.

5.5 Number of Meetings

The Board shall hold meetings of the Board at least three (3) times per year. The Board may conduct its meetings in a manner it deems appropriate including teleconference, video conference, or other electronic communication.

5.6 Casting Vote

Except as otherwise expressly provided herein, at all Board meetings every question shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the chairperson of the meeting shall not be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled as a Director.

5.7 Conflict of Interest

A Director who:

- (a) has an interest in a contract or business dealings which could implicate the Society; or
- (b) has an interest in a business with whom the Society may contract or do business with:

must promptly reveal in writing, the nature and extent of his or her interest, and remove himself or herself from all discussions and voting relating to that interest or contract.

ARTICLE 6 – OFFICERS

6.1 Delegation to Officers, Agents and Employees

The Board may from time to time appoint such Officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Society and such Officers, agents and employees shall have such authority and perform such duties as from time to time may be prescribed by the Board.

6.2 Officers

There shall be a Chairman of the Board, a Secretary, a Treasurer, an Executive Director and such other Officers the Board may determine from time to time. One person may hold more than one office except the office of the Chairman of the Board.

6.3 Election and Terms of Officers

The Chairman of the Board, the Secretary, the Treasurer, the Executive Director and such other Officers shall be elected by the Board from among their number at the first meeting of the Board after the AGM. Officers shall be elected for a one (1) year term, provided that in default of election of successor Officers the incumbent Officers shall hold office until their successors are elected. The appointment of Officers shall take place within ten (10) days following each AGM and may, in the discretion of the Board, occur immediately subsequent thereto and in the presence of all persons attending the AGM. Any Officers so appointed shall take office immediately.

6.4 Chairman of the Board

The Chairman of the Board shall, when present, preside at all meetings of the Members of the Society and of the Board. Without limiting the generality of the foregoing, the Chairman of the Board's duties are to:

- (a) see to the administration and general welfare of the Society;
- (b) serve as the official representative and spokesperson of the Society with government, other associations, agencies and organizations and their different levels;
- (c) chair all meetings of the Society and the Board;
- (d) ensure that the decisions of the Society and the Board are carried out;
- (e) ensure the presentation to the Members of the Society at the AGM of the report of the Board on the activities of the Society;
- (f) ensure the distribution of the minutes, and with the Treasurer the financial reports, as well as other documents prepared or issued in the name of the Society:
- (g) be an ex-officio Member of all committees except the Family Advisory Council;
- (h) ensure the preparation of an agenda for meetings;
- (i) appoint alternate Officers to preside over meetings where applicable; and
- (j) perform such other duties as may from time to time be prescribed by the Board.

6.5 Secretary

The Secretary's duties, which the Secretary may delegate to staff of the Society, are to:

- (a) ensure the taking of minutes of all meetings of the Society and the Board, to maintain the minutes in the Society's minute book, and to sign the minutes jointly with the Chairman of the Board;
- (b) ensure distribution of the minutes to all attending Members and absent Board members within two (2) weeks of the applicable meeting, except in the case of an AGM where the minutes may be sent out with the notice of the next AGM;

- (c) maintain the archives of the Society:
- (d) ensure the maintenance of the registration as a Society;
- (e) organize the agenda for and distribute notices of meetings;
- (f) maintain and update the Society's policy binder;
- (g) ensure the distribution of the Society's current guidelines and Bylaws to incoming Board members:
- (h) receive and submit to the Board all notices of resignation of a member of the Board:
- (i) keep safe the official seal of the Society;
- (j) relate to his or her successor all documents and other matters pertaining to the Society; and
- (k) perform such other duties as may from time to time be prescribed by the Board.

6.6 Treasurer

The Treasurer's duties, which the Treasurer may delegate to staff of the Society, are to:

- (a) ensure the maintenance of the books and records as approved by the Board;
- (b) ensure regular financial reports to the Board;
- (c) pay the expenses incurred by the Society within the limits prescribed by the Society's budget and policies;
- (d) consult with the auditor when necessary;
- (e) ensure information returns are prepared for Consumer and Corporate Affairs when necessary;
- (f) ensure the preparation of the annual financial statements and ensure that they are forwarded to the auditor to allow sufficient time for the audit to be conducted prior to the AGM;
- (g) hand over to his or her successor all documents and any other matters pertaining to the Society;
- (h) assist with the preparation of the budget;
- (i) act as an ex officio member of the Finance and Investment Committee; and
- (j) perform such other duties as may from time to time be prescribed by the Board.

6.7 Executive Director

The Executive Director's duties, which the Executive Director may delegate to staff of the Society, are to:

- (a) ensure the successful leadership and management of the Society according to the strategic direction set by the Board;
- (b) report to the Board;
- (c) see to the overall strategic and operational responsibility for the budget, staff, programs, expansion and execution of the Society's objectives; and
- (d) perform such other duties as may from time to time be prescribed by the Board.

6.8 Other Officers

The powers and duties of all other Officers shall be as prescribed by the Board.

6.9 Variation of Powers and Duties

The Board may from time to time vary, add to or limit the powers, authority and duties of any Officer.

6.10 Ceasing to be an Officer

A person ceases to be an Officer if he or she:

- (a) dies;
- (b) resigns in accordance with Section 6.11;
- (c) if a Board member without reasonable excuse or cause is absent from three (3) or more consecutive Board meetings; or
- (d) is removed by a majority of votes at a meeting of the Society with the proposed removal of said Officer having been part of the agenda distributed in accordance with Section 3.7.

6.11 Resignation

Any Officer wishing to resign may do so upon notice in writing to the Board. A resignation becomes effective upon receipt by the Board or at a time specified in the withdrawal, whichever is later.

6.12 Execution of Instruments

The Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed and delivered.

6.13 Spending Limits

The Board may from time to time give its prior approval to the expenditure of certain amounts, or to certain classifications of expenditures, and may authorize any two (2) or more staff members of the Society to incur such expenditures without further approval of the Board. No expenditures in excess of the limit, or outside the classification, which has been given preapproval by the Board shall be made by any staff member or members of the Society without the prior approval of the Board.

ARTICLE 7 - INDEMNITY, LIABILITY AND REMUNERATION

7.1 Indemnification of Directors and Officers

- (a) Except in respect of an action by or on behalf of the Society to procure a judgment in its favour, the Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society, or a person who acts or acted at the Society's request as a director or officer of a body corporate of which the Society is or was a member or creditor (in this Article the "Indemnified Person"), and the Indemnified Person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Indemnified Person in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Person is made a party by reason of being or having been a Director or Officer of the Society if:
 - (i) the Indemnified Person acted honestly and in good faith with a view to the best interests of the Society; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, the Indemnified Person had reasonable grounds for believing that his or her conduct was lawful.
- (b) The Society may with the approval of the Court indemnify an Indemnified Person in respect of an action by or on behalf of the Society to procure a judgment in its favour, to which the Indemnified Person is made a party by reason of being or having been a Director or an Officer of the Society against all costs, charges and expenses reasonably incurred by the Indemnified Person in connection with the action if the Indemnified Person fulfils the conditions set-out in paragraphs (a)(i) and (ii).

7.2 Right of Indemnity not Exclusive

The provisions for indemnification contained in these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any other bylaw, agreement, vote of Members or otherwise, both as to an action against an Indemnified Person in such person's official capacity as a director or officer of the Society or related body corporate and as to action in any other capacity while holding such office. This indemnity shall continue for the benefit of any Indemnified Person notwithstanding that they shall cease to act in the capacity of director or officer and shall enure to the benefit of the heirs and legal representatives of such Indemnified Person.

7.3 Insurance

The Society may purchase and maintain insurance for the benefit of any person who is or was acting on behalf of the Society in the capacity of Officer, employee, Director or agent, against any liability incurred by such person in that capacity, such insurance to be in such form and content as the Board may deem appropriate.

7.4 Limitation of Liability

Except as may be prohibited by law, the Society agrees that no Member, Officer or Director of the Society shall be liable for the acts, receipts or defaults of any other Member,

Officer or Director of the Society or for any loss, damage or expense occurring due to the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be placed or invested, nor shall such parties be responsible or liable for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, unless due to the wilful actions or gross neglect of such Member, Officer or Director.

7.5 Remuneration

All Officers and Directors shall serve without remuneration provided that the Board shall be entitled to reimburse any Officer or Director for all reasonable, authorized and substantiated expenses incurred by such person with respect to the business and affairs of the Society. Notwithstanding the foregoing restriction, the Executive Director and employees of the Society shall be entitled to remuneration for their services.

ARTICLE 8 – COMMITTEES AND CONSULTANTS

8.1 Committees

- (a) The Board may set up all Committees they deem necessary for the efficient pursuit of the objects of the Society. The Board may also designate and appoint the members comprising such committees.
- (b) The Board may, at any time, require that any Committee provide the Board with a report of their activities.
- (c) A Committee cannot incur any expense or obligation, nor sign any contract, without previous express written authorization of the Board.
- (d) A Committee proposing a project must make a written submission, with an oral presentation, if necessary, to the Board prior to proceeding with the project.
- (e) When a project is completed, the Committee must render a report and account of its activities and expenditures to the Board.

8.2 Consultants

- (a) The Board may contract the services of consultants when they deem it necessary.
- (b) The consultants may assist at any meeting of the Society, if they are required.

ARTICLE 9 - THE FINANCE AND INVESTMENT COMMITTEE

9.1 Finance and Investment Committee

The Board shall create a standing advisory committee called the Finance and Investment Committee. The Finance and Investment Committee will provide oversight and direction on the financial affairs (including budget, financial reporting and annual audit) of the Society and make recommendations to the Board.

9.2 Composition of Finance and Investment Committee

The Finance and Investment Committee shall be composed of three (3) to six (6) individuals who shall be elected by the Board at a meeting of the Board. The Finance and Investment Committee shall be comprised as follows:

- (a) the Executive Director shall be a member;
- (b) the Treasurer shall be a member;
- (c) one (1) or more members may be a member of the Family Advisory Council; and
- (d) the majority of the members shall also be members of the Board.

9.3 Duties of the Finance and Investment Committee

The duties of the Finance and Investment Committee are to:

- (a) monitor the financial status of the Society from time to time;
- (b) approve a budget for presentation to the Board;
- (c) review and make recommendations on financial management practices and risk management;
- (d) manage and review investment funds with external advisors, as required; and
- (e) review audited financial statements with the auditor and the Executive Director.

9.4 Term of Office

The members of the Finance and Investment Committee shall be elected for a one (1) year term, provided that in default of election of successor members the incumbent members shall hold office until their successors are elected.

9.5 Ceasing to be a Member

A person ceases to be member of the Finance and Investment Committee if he or she:

- (a) dies;
- (b) resigns in accordance with Section 9.6;
- (c) without reasonable excuse or cause is absent from three (3) or more consecutive Finance and Investment Committee meetings; or
- (d) is removed by a seventy five (75%) percent majority of votes at a meeting of the Board with the proposed removal of said member having been part of the agenda distributed in accordance with Section 5.2.

9.6 Resignation

Any member of the Finance and Investment Committee wishing to resign may do so upon notice in writing to the Secretary. A resignation becomes effective upon receipt by the Secretary or at a time specified in the withdrawal, whichever is later.

9.7 Meetings of the Finance and Investment Committee

- (a) The Finance and Investment Committee shall meet as often as they deem necessary.
- (b) The Finance and Investment Committee shall meet upon receiving notice from the Chairman of the Board or by two (2) members of the Finance and Investment Committee. Written or verbal notice of at least two (2) days is required.
- (c) The Finance and Investment Committee's meetings will take place at such place as is designated by the Chairman of the Board or agreed to by all members of the Finance and Investment Committee.
- (d) Three (3) members of the Finance and Investment Committee must be present to constitute a quorum.
- (e) Decisions of the Finance and Investment Committee are taken by a majority of votes by the members present. Votes are taken by show of hands. At times, a member can, before show of hands, request a secret ballot.

ARTICLE 10 - FAMILY ADVISORY COUNCIL

10.1 Family Advisory Council

There shall be a standing advisory committee called the Family Advisory Council.

10.2 Composition of Family Advisory Council

The Family Advisory Council shall be composed of Active Family Members who volunteer and are admitted as members of the Family Advisory Council.

10.3 Duties of Family Advisory Council

The duties of the Family Advisory Council are to:

- (a) Strengthen communication and collaboration among families of children with cancer and cancer-like conditions;
- (b) Identify needed programs and services to better meet the needs of children and their families:
- (c) Seek input from the Northern Alberta Children's Cancer Program;
- (d) Facilitate communication between members of families of children with cancer and cancer-like conditions, the Executive Director and the Board;
- (e) Serve as an advisory group to the Board relating to issues that impact children with cancer and cancer-like conditions:
- (f) Positively influence programs, services and resources available for children with cancer and cancer-like conditions and their families; and
- (g) Provide feedback on the programs and budget of the Society.

10.4 Membership on the Board

The Family Advisory Council shall nominate at least two (2) representatives to be elected to the Board.

10.5 Policies and Procedures

The Family Advisory Council shall establish their own policies and procedures not inconsistent with the objects of the Society.

ARTICLE 11 - CHANGES TO BYLAWS

All suggested changes to the Bylaws must be submitted in writing to the Secretary of the Society at least thirty (30) days prior to an AGM. The Secretary shall present the proposed amendments to the Board who shall review and submit them to the Members at the Annual General Meeting. The Bylaws shall only be changed by way of a special resolution of the Members entitled to vote at an AGM.

ARTICLE 12 - FINANCIAL CLAUSES

12.1 Fiscal Year

The fiscal year begins January 1st and ends December 31st of the same calendar year.

12.2 Execution of Financial Instruments

The Board may from time to time direct the manner in which, and the person or persons by whom, all cheques and negotiable instruments payable by or to the Society must be signed, accepted or endorsed.

12.3 Expenditures

All expenditures shall be made in accordance with the approved budget of the Society.

12.4 Exercise of Borrowing Powers

For the purposes of carrying out its objects, the Society may borrow or secure a loan of money. This power shall be exercised only under the authority of a special resolution of the Members.

12.5 Audit of Accounts

- (a) An auditor or accountant (the "Auditor") is to be chosen at the AGM to examine the books of the Society. The Board may fix the remuneration to be paid to the Auditor for his or her services. The Auditor's reports are to be presented at the subsequent AGM and must be signed by two (2) Officers of the Society.
- (b) The Auditor so appointed shall hold office until the next AGM unless previously removed by a special resolution at a Special Meeting, in which case the Members shall appoint another Auditor.
- (c) The Auditor shall make a report to the Members and the Board of the accounts examined by them and on every balance sheet and statement of income and

expenditures laid before the Society at any AGM during their tenure of office, and the report shall state:

- (i) whether they have obtained all the information and explanations they have required; and
- (ii) whether, in their opinion, the balance sheet referred to in the report is properly drawn to exhibit both a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of the operations for the year ended on that date according to the best of their information and the explanations given to them and as shown by the books of the Society.

12.6 Dissolution

Upon dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to a charitable organization or organizations the objects of which relate to the treatment of children with cancer or cancerlike conditions. Any proposed distribution or disposition in accordance with this Section shall be approved by a majority of the Members.

ARTICLE 13 - GENERAL CLAUSES

13.1 Seal

The seal as it appears on this page in the margin is adopted and recognized as the Society's seal. The seal shall be under the control of the Board and the responsibility for its custody and use from time to time shall be determined by the Board.