

Board Leadership Calgary
**Bylaws, Policies,
 and Procedures**
 Govern Yourself Accordingly

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 3:00 – 4:30 pm



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**Bylaws, Policies,
 and Procedures**
 Govern Yourself Accordingly

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**Live your objects,
 love your bylaws**

- What is behind an organization's objects and bylaws?
- What are the differences and what are the limits of these important tools?
- Where do policies and procedures fit in and why are these important?

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What are Objects?
How do I find them?

Do you have **Incorporation Documents**?

- Alberta Companies Act, Part 9
- Alberta Societies Act
- Canada Not-for-Profit Corporations Act

Are you created by **constitution**?


Are you created by **legislation**?

Settled by a **Trust**?

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Objects
Ultra vires


In corporate law, *ultra vires* describes acts attempted by a corporation that are beyond the scope of powers granted by the corporation's objects clause, articles of incorporation, or in a clause in its bylaws, in the laws authorizing a corporation's formation, or similar founding documents.



Source: Wikipedia

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A Charity under the *Income Tax Act of Canada*




An organization must have purposes that are exclusively charitable activities that support those purposes.

Purposes (aka Objects): describe the aim or main intent of the organization.

Activities: describe how the organization will accomplish its purposes.

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Charitable Purposes



The term "charitable" is not defined in the Income Tax Act. The courts have identified **four categories of charity**:

- Relief of Poverty
- Advancement of Education
- Advancement of Religion
- Certain other purposes that benefit the community in a way the courts have said is charitable

An **organization's purposes must fall within one or more of these categories** to be considered for registration as a charity.

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Try it out! Draft an object for one of the following

Alberta Companies Act, Part 9
For the purpose of promoting art, science, religion, charity, or any other useful object.

Alberta Societies Act
For any benevolent, philanthropic, charitable, provident, scientific, artistic, literary, social, educational, agricultural, sporting, or other useful purpose, but not for the purpose of carrying on a trade or business.

Canada Not-for-Profit Corporations Act
To allow the incorporation ... without share capital ... for the purposes of carrying on legal activities.

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Bylaws




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Bylaws

How do I find them/change them?

- What are Bylaws?
- Drafting Bylaws under incorporating legislation
- Model or copying Bylaws caution




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Common Bylaw Provisions

Membership

- Membership categories
- Becoming a member
- Withdrawing membership
- Suspending or expelling a member
- Membership fees
- Rights and obligations of members



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Common Bylaw Provisions

Meetings

- Directors Meeting
- Annual General Meetings
- Regular General Meetings
- Special Meetings
- Quorum
- Voting
- Rules for Meetings



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Common Bylaw Provisions




Management

- Registered Office
- Corporate Seal
- Fiscal Year End
- Borrowing Powers
- Records and books
- Minute books and other records

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Draft a bylaw amendment to create a new category of members



Alberta Companies Act, Part 9
 "Member" means a subscriber of the memorandum of a company and every other person who agrees to become a member of a company and whose name is entered in its register of members.

Alberta Societies Act
 Terms of admission of members and their rights and obligations; the conditions of withdrawal of members and the manner, if any, in which a member may be expelled.

Canada Not-for-Profit Corporations Act
 If there are two or more classes or groups, any voting rights attaching to each of those classes or groups.

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A word about Fundamental Changes

What are considered Fundamental Changes?


Fundamental Change

- Changes to the Objects or Purposes
- Bylaw amendments
- Dissolution/Winding up

Not a Fundamental Change

- Policy amendments

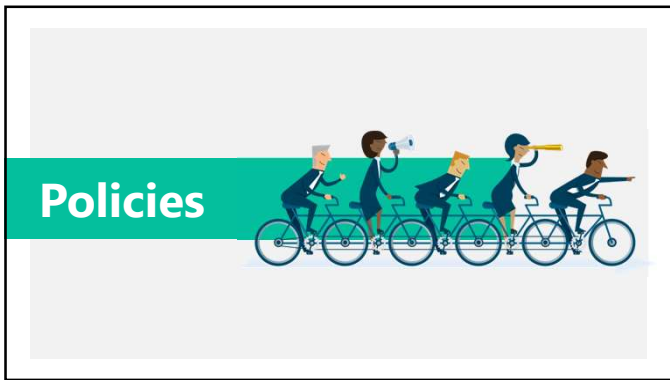
What are the Procedural Requirements?
 Where do you find these rules?



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Policies

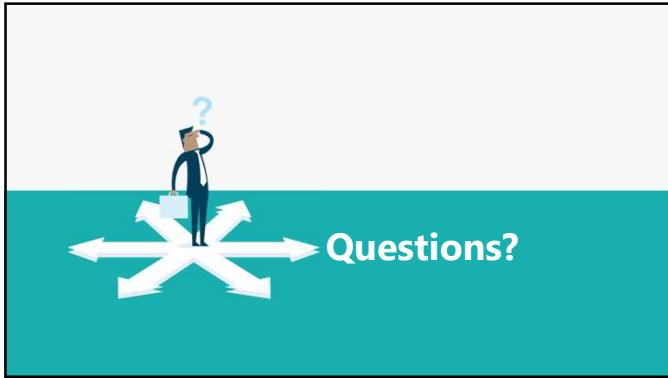
Why do charities and nonprofit organizations need policies?
They are one giant step towards minimizing risk!

Some examples of policies:

- Relating to the **roles within an organization**: *creation or position description*
- **Governance of organization**: *financial management*
- **Required by legislation**: *Occupational Health & Safety*
- **Specific to organization**: *youth volunteers*

How do you find/create these documents?

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The slide features the IntegralOrg logo at the top left. Below it, a blue horizontal bar contains the text "Consultations | Workshops| Toolkits | Organizational Development Projects". The main content area has the heading "Go-to problem solver for your nonprofit" on the left and a bulleted list of services on the right: Governance, Board Development, Strategic Planning, Risk Management, and Legal Support. At the bottom, contact information is provided: www.integralorg.ca, admin@integralorg.ca, and (403) 910-7279.

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 The slide has a light blue background. At the top left is the word "Disclaimer" in bold. At the top right is the IntegralOrg logo. Below the logo is a bulleted list of disclaimers:

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