

BYLAWS OF THE BETHANY GROUP (CAMROSE) FOUNDATION

Bylaws relating generally to the transaction of business and affairs of
The Bethany Group (Camrose) Foundation

Article 1 – Definitions

- 1.1 In these Bylaws, unless the context requires a different meaning:
- a) “Act” means the Societies Act, RS.A. 2000 as amended
 - b) “AGM” means the Annual General Meeting of the Membership
 - c) “Board” means the Board of Directors of the Foundation
 - d) “Director” means a director of the Foundation
 - e) “Foundation” means The Bethany Group (Camrose) Foundation
 - f) “Member” means a member of the Foundation
- 1.2 Words and phrases in these Bylaws shall have the meaning set forth in the Act. Words importing the singular shall include the plural, and the converse shall also apply. Words importing gender shall include the masculine and feminine.

Article 2 – Registered Office

- 2.1 The registered office of the Foundation is 4612 - 53 Street, Camrose AB T4V 1Y6 and may be changed by resolution of the Board.
- 2.2 The official email address of the Foundation is info@bethanygrp.ca.

Article 3 – Membership

- 3.1 There are three (3) Classifications of membership:
- a) Representative Voting Member
 - b) Full Voting Member
 - c) Honorary Life Member
- 3.2 To be a Representative Voting member, an individual must be an appointed member of The Bethany Group Governing Board.
- 3.3 The role of the Representative Voting member is to review applications or nominations for memberships of Full voting members, ensuring those requesting membership or being nominated are supportive of the objects of the Foundation.
- 3.4 To be a Full Voting Member, a person can make a request to any Representative Voting Member or be nominated by the same. Staff of the Bethany Group, residents of any community the Bethany

Group serves, or any individual who is interested in supporting the objects of the Foundation are eligible for membership.

- 3.5 To be an Honorary Life Member, a nomination from the Board of Directors will be forwarded to the Representative and Voting Members and a resolution of the Members will be passed at the AGM. An Honorary Life Member will be considered for any individual who has demonstrated for outstanding contribution to the Foundation and its objects or to the Bethany Group and its objects.
- 3.6 An Honorary Life Member is a non-voting member.
- 3.7 An Honorary Life Member may not hold an active position on the Board of Directors.
- 3.8 An Honorary Life Member may be granted to a person posthumously.
- 3.9 All members must be at the least the age of 18 years.
- 3.10 The Membership year will be the same as the fiscal year.
- 3.11 The Register of Members needs to contain name, membership type and contact information including email address, mailing address and phone number. The register of members will be maintained by the Recording Secretary.
- 3.12 All members shall uphold and abide by the Foundation bylaws.
- 3.13 A Member may withdraw from the Foundation by providing written notice to the Board.
- 3.14 Voting membership ceases with the death of the member.

Article 4 – Meetings of the Membership

- 4.1 The Annual General Meeting shall be held no later than June 30 of the calendar year. The place, day and time of the meeting will be set by the Directors.
- 4.2 The Recording Secretary or designate will mail, email or deliver the Notice of AGM to the members on the current register of Members at least 7 days prior to the date of the AGM. If sent by email, the notice shall be deemed to have been received the same day. If sent by ordinary mail, the notice shall be deemed to have been received by the member two days after mailing. The notice shall state the place, date and time of the AGM and any business requiring a Special Resolution.
- 4.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice by any of the members entitled to receive notice does not invalidate proceedings in that meeting.
- 4.4 The Annual General meeting deals with the following matters:
 - a) Adopting the agenda;
 - b) The adoption of the rules of order;
 - c) Adopting the minutes of the last AGM and any special meetings;
 - d) Consideration of the financial statements, including income, donations, disbursements, assets and liabilities;
 - e) Consideration of the report from the Auditor;

- f) Consideration of the report of the Directors;
 - g) Consideration of the report of the Executive Officer;
 - h) Appointment of the auditors;
 - i) Confirmation of the register of members;
 - j) Electing the members of the Board of Directors;
 - k) Considering matters and special resolutions specified in the meeting notice; and
 - l) Considering motions that any member has given notice of before the meeting is called.
- 4.5 The Chair of the Board shall preside as chairperson. Should the chair of the board be unable to act as chair, the members present shall choose one of their number to be chairperson.
- 4.6 Quorum shall be three (3) voting members present.
- 4.7 A resolution moved at a meeting does not need to be seconded and the chairperson may move a resolution.
- 4.8 All members present are entitled to one vote. The chairperson is entitled to one vote as a member.
- 4.9 Voting is by show of hands or, at the request of any member prior to the vote by secret ballot. Only members present may vote. A member attending by phone or electronic means will be considered present. Voting by proxy is not permitted.
- 4.10 If there is a tie vote, the proposed resolution is defeated.
- 4.11 Special meetings of the foundation may be called at any time:
- a) By resolution of the Board; or
 - b) On the written request of at least three members.
- 4.12 The Recording Secretary or designate will mail, email or deliver the Notice of Special meeting to the members on the current register of Members at least 7 days prior to the date of the Special meeting. If sent by email, the notice shall be deemed to have been received the same day. If sent by ordinary mail, the notice shall be deemed to have been received by the member two days after mailing. The notice shall state the place, date and time of the special meeting and the purpose of the special meeting.
- 4.13 For the agenda of a Special meeting, only matters set out in the notice will be considered.
- 4.14 Proceedings at the Special meeting have the same requirements as an AGM outlined in the provisions of 4.5 through 4.10.
- 4.15 This bylaw may be repealed or amended only by Special Resolution at the AGM or Special meeting of the members in accordance with the Act.

Article 5 – Governance of the Foundation - Directors

- 5.1 The Directors are appointed annually by the members of the Foundation during the annual general meeting. The Board of Directors governs and manages the affairs of the Foundation.
- 5.2 There will be five (5) Directors and they shall include:
 - a) Three (3) persons who are Representative Voting Members of the Foundation; and
 - b) Two (2) persons who are either Representative Voting Members or Full Voting Members, of the Foundation.
- 5.3 A director term shall be three (3) years and a director may serve two consecutive terms for a maximum of six (6) years. The term begins at the AGM in which the director was elected.
- 5.4 Vacant director positions will be filled at the next AGM following the vacancy. If the number of vacant positions prevents the Board from achieving quorum, then a special meeting of the Members will be called in accordance with the provisions of 4.11 through 4.14 to fill the vacancies. The initial term of the director appointed to fill a vacant director position shall be the remaining term of the former director holding that position.
- 5.5 The position of a director shall be automatically vacated:
 - a) If the Director ceases to be a member of the Foundation; or
 - b) If the Director resigns his position in writing.
- 5.6 The board shall appoint two officers, a Chairperson and a Secretary for the Foundation. The board may appoint additional officers as they determine by resolution from time to time.
- 5.7 There will be no remuneration for directors or officers of the Foundation. Repayment of expenses incurred in carrying out their duties as officers or directors is permitted.

Article 6 – Meetings of the Directors

- 6.1 The Board governs and manages the business and affairs of the Foundation in order to further the objects of the Foundation. The board may hire a paid administrator to carry out the management functions under the direction and supervision of the Board.
- 6.2 The Chairperson shall be the presiding officer at meetings of the Board. Should the chairperson not be able to preside, the members present shall choose one of their number to be chair of the meeting.
- 6.3 Quorum shall be three (3) directors present. A director is deemed to be present if they are participating in the meeting by live teleconference or other electronic means.
- 6.4 A resolution moved at a meeting does not need to be seconded and the chairperson may move a resolution.
- 6.5 All voting members present are entitled to one vote. The chairperson is entitled to one vote as a member.

- 6.6 Voting is by show of hands or, at the request of any director prior to the vote by secret ballot. Only members present may vote. A member attending by phone or electronic means will be considered present. Voting by proxy is not permitted.
- 6.7 If there is a tie vote, the proposed resolution is defeated.
- 6.8 There will be a minimum of one directors' meeting per year. Additional meetings may be held as determined by the directors. Directors may regulate their meetings and proceedings as they see fit.
- 6.9 The directors may establish committees as they deem necessary to assist in carrying out the duties and responsibilities of the directors.
- 6.10 The Directors shall provide a report of their activities to the Annual General Meeting of the members.

Article 7 – Executive Officer

- 7.1 There shall be an Executive Officer of the Foundation, who shall be the person who holds the position of Chaplaincy Coordinator of The Bethany Group.
- 7.2 The Executive Officer shall have duties defined from time to time by the directors and may receive remuneration for performance of such duties from the Foundation as may be determined by the Board.
- 7.3 The Executive Director shall provide a report of the activities of the Foundation to the Annual General Meeting of the members.

Article 8 – Management Matters of the Foundation

- 8.1 The Board has the powers and duties of the Foundation, except as stated in the Act.
- 8.2 The Board governs and manages the affairs of the Foundation. The Board may hire a paid administrator or arrange a service contract to carry out the management functions under the direction and supervision of the Board.
- 8.3 The Board shall take such steps as they may deem necessary to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Foundation.
- 8.4 The Board may, subject to any prior trust conditions, transfer any of its property to the Bethany Group on any terms that it considers necessary.
- 8.5 The fiscal year of the Foundation is from April 1 to the next following March 31.
- 8.6 The Board shall provide a financial statement setting out the Foundation's income, disbursements, assets and liabilities, audited and signed by the Foundation's auditor to the Annual General Meeting in compliance with the provisions of the Act.
- 8.7 The Board may by resolution designate a corporate seal for the use by the Foundation and may revoke or change the corporate seal by resolution.

- 8.8 The Board shall cause minutes to be made in books provided for that purpose of:
- a) All appointments of officers made by the directors;
 - b) The names of the directors and others present at every meeting of the directors; and
 - c) All resolutions and proceedings of all meeting of the directors.
- 8.9 The Board shall keep and maintain adequate and correct accounting records including, without limitation, all records of all properties and business transactions of the Foundation including accounts of its assets, liabilities, receipts, donations made to the Foundation, disbursements, gains and losses.
- 8.10 The books, accounts and records of the Foundation may be inspected by any member of the Foundation upon giving notice to the Chair of the Board and arranging a time satisfactory to both the member and Chair.

Article 9 – Indemnity & Limitation of Liability

- 9.1 Every director shall act honestly and in good faith with a view to the best interests of the Foundation and shall exercise the care, diligence and skill that a reasonably prudent person would in comparable circumstances.
- 9.2 Each and every director of the Foundation shall be deemed to have assumed office on the express condition that every such director, or such director's respective heirs, executors, administrators and estate shall at all times be indemnified and saved harmless out of the funds of the Foundation against all costs (including legal costs on a solicitor and his own client basis), charges and expenses including any amount paid to settle an action or satisfy a judgment which such director sustains or incurs in any civil, criminal or administrative action or proceeding which is brought or prosecuted against such director in respect of any act or matter done or permitted by such director to be done in the execution of the duties of the office of such director, provided such director acted honestly and in good faith with a view to the best interests of the Foundation and such director had reasonable grounds for believing that the conduct was lawful.
- 9.3 No director shall be liable for the acts, receipts, neglects, or defaults or any other damage or expense happening to the Foundation through the insufficiency or deficiency of title or any property acquired by order of the Board for, or on behalf of the Foundation, or for the insufficiency or deficiency of any security in or upon which any of the monies belonging to the Foundation shall be placed, invested or for any loss or damages arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or any loss occasioned by any error of judgement or oversight on the part of a director or for any other loss, damage or misfortune whatsoever which may happen in the exercise of the duties of a director in relation thereto unless the same shall happen by or through his own willful act or default.
- 9.4 Directors may rely upon the accuracy of any statement or report prepared by the Foundation's auditors and shall not be responsible or held for any loss or damage resulting from acting upon such statement or report.

Article 10 – Conflict of Interest

- 10.1 In the awarding, entering into, continuation or renewal of any contract or other financial arrangement, the Board shall make reasonable efforts to avoid conflicts of interest and the appearance of conflicts of interest to the extent that the Board deems it reasonably possible to do so. In respect of contracts or other financial arrangements in which a director has a pecuniary interest ("Conflicted Arrangements") such efforts could include (the following to be construed as suggestive only and not mandatory):
- a) The use of appropriate and bona fide tendering processes prior to the award or renewal of a Conflicted Arrangement,
 - b) The periodic review of Conflicted Arrangements by the Board Foundation, by committee of the Board or by independent third party advisors, and
 - c) the avoidance or cessation of Conflicted Arrangements whenever reasonable and economic alternatives are or become available.
- 10.2 In the event that a director or officer or any member of their immediate families has any direct or indirect financial interest in any matter before the Board (other than a matter pertaining to the remuneration, employment reimbursement, indemnity or protection of any person in his or her capacity as a director or officer of the Foundation), that director or officer:
- a) Shall declare any interest by written notice to the Chairman of the Board, or by verbal declaration at any meeting of the Board (which declaration shall be recorded in the minutes of such meeting) and that director shall not vote on any question pertaining to that matter (and if such person does vote, such vote shall not be counted) and that director shall not be counted in determining a quorum and at the request of any other director, that director shall not be permitted to be present during the meeting while such matter is under discussion and during any vote on such matter.
- 10.3 Without limitation to paragraph 10.2, no director shall seek to in any manner influence a decision made, or to be made by or on behalf of the Foundation (and whether by the Board or through the agency of any officer, agent, contractor or employee of the Foundation) in respect of any matter in which such director has a pecuniary interest (other than matters pertaining to the Bethany Group or to the remuneration, employment, reimbursement, indemnity or protection of any person in his or her capacity as a director or officer of the Foundation),
- 10.4 For greater certainty, this Article 10 does not apply to any contract or other financial arrangement with the Bethany Group.

Article 11 – Confidentiality

- 11.1 Directors, officers and employees of the Foundation shall maintain confidentiality of all information brought before the directors and shall only disclose any such information:
- a) As required by law; or
 - b) Unless the directors otherwise determine, as may be required for day-to-day operations of the Foundation.

Article 12 – Dissolution of the Foundation

12.1 On the dissolution of the foundation the property and assets shall be disbursed as follows:

- a) Firstly, in the payment of any cost incurred in the winding up of the Foundation; and
- b) Secondly, in the discharge of all liabilities of the Foundation; and
- c) Thirdly, to give effect as far as possible, to any outstanding applicable trust conditions; and
- d) Fourthly, the balance, if any, shall be transferred to The Bethany Group.

Article 13 – Repeal and Amendment

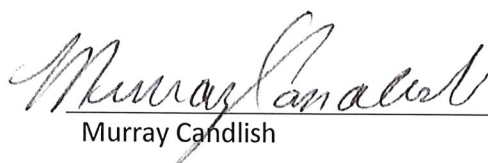
13.1 This bylaw may be repealed or amended only by special resolution of the members of the Foundation in accordance with the Act.

Article 14 – Effective Date

14.1 This bylaw shall come into full force and effect on the date of its passage.

14.2 The previous bylaw adopted November 4, 2010 is repealed.

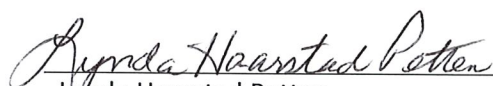
Approved this 30 day of September, 2021


Murray Candlish

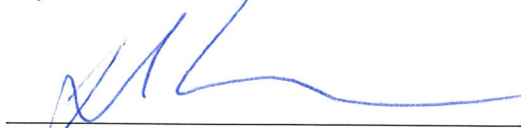

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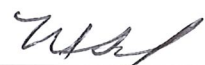

Brenda McDermott


Witness


Lynda Haarstad Petten


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Jack Ramsden


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