

**COMPASS CENTRE
FOR SEXUAL WELLNESS
BYLAWS**

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ARTICLE 1-PREAMBLE

1.1 Compass Centre for Sexual Wellness

The name of the Centre is Compass Centre for Sexual Wellness, which may also be known or referred to as Compass Centre or the Centre.

1.2 The Bylaws

The following articles set forth the Bylaws of Compass Centre for Sexual Wellness.

ARTICLE 2-DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 Board means the Board of Directors of the Centre.
- 2.1.2 Bylaws mean the Bylaws of the Centre as amended.
- 2.1.3 Director means any person elected or appointed to the Board.
- 2.1.4 Members mean members of the Centre.
- 2.1.5 Officer means any officer listed in article 6.2.2.
- 2.1.6 Centre means Compass Centre for Sexual Wellness

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws:

- 2.2.1 **Singular and Plural:** Words indicating singular number also include the plural and vice versa
- 2.2.2 **Headings:** Intended for convenience only, and do not affect the interpretation of these Bylaws
- 2.2.3 **Liberal Interpretation:** These Bylaws must be interpreted broadly and generously.

ARTICLE 3-OBJECTS OF THE CENTRE

3.1 The Objects of the Centre are:

The Centre shall be dedicated to promoting the understanding and adoption of family planning and to the encouragement of sexual and reproductive health through:

- A. The provision of information to the public;
 - B. The provision of education to the public;
 - C. The provision of confidential counselling; and
 - D. Cooperation with other groups, organizations, agencies, boards, and levels of government, whose purposes or activities impact upon and support informed decision-making by individuals in matters related to their sexuality and reproductive health.
- 3.1.2 In carrying out its objects, the decisions and activities of the Centre shall be guided by the following principles, namely:
- A. Information on sexuality, reproductive technology and family planning must be available and accessible to all; and
 - B. Individuals have the right to personal choice in reproductive decisions.

ARTICLE 4-MEMBERSHIP

4.1 Classification of Members

There are two categories of Members:

- A. Voting Members
- B. Honorary Members

4.1.1 Voting Members

4.1.1.1 Individual Members

Individual Members are individuals who express their support of the objects (and comply with the Bylaws) of the Centre, pay an annual membership, and are in good standing with the Centre.

4.1.1.2 Organizational Members

Organizational Members are organizations that express their support of the objects of the Centre, pay an annual membership, and are in good standing with the Centre.

4.1.2 Honorary Members

Provision shall be made for Honorary Members upon the approval of the Board of Directors.

4.2 Membership Roll

4.2.1 The Executive Director shall keep on file in the office of the Centre an up-to-date list of the members which shall be deemed to be the official list of the membership.

4.3 Membership Fees

4.3.1 Membership Year

The membership year is January 1 to December 31.

4.3.2 Setting Membership Fees

Membership fees for individuals and organizations shall be set by the Board of Directors and are payable annually.

4.3.2.1 In exceptional cases, the Board may in its discretion reduce or waive the membership fee if cost is prohibitive for a potential member.

4.4 Rights of Members

4.4.1 Rights of Voting Members

4.4.1.1 Rights of Individual Voting Members

Each Individual Voting Member of the Centre shall be entitled to:

- A. Receive notice of every general meeting of the Centre;
- B. Attend any such meeting in person;
- C. Have one vote on any matter raised before any such meeting;
- D. Examine the books and records of the Centre on forty-eight (48) hours' notice; and
- E. Any other benefits of Individual Voting Membership set out by the Board of Directors.

4.4.1.2 Rights of Organizational Voting Members

Each Organizational Member of the Centre shall be entitled to:

- A. Receive notice of every general meeting of the Centre;
- B. Attend any such meeting in person;
- C. Have one vote on any matter raised before any such meeting;
- D. Examine the books and records of the Centre on forty-eight (48) hours notice; and
- E. Any other benefits of Organizational Voting Membership set out by the Board of Directors.

4.4.2 Rights of Honorary Members

Each Honorary Member of the Centre shall be entitled to:

- A. Receive notice of every general meeting of the Centre;
- B. Attend any such meeting in person; and
- C. Any other benefits of Non-Voting Membership set out by the Board of Directors.

4.5 Withdrawal

4.5.1 Any member may withdraw from the Centre upon filing with the President, Vice President or Executive Director, a written notice of his or her intention to do so, in which case such member shall cease to be a member of the Centre from the date of filing of such notice.

4.6 Expulsion

4.6.1 Decision to Expel

The Board, at a Special General Meeting called for that purpose, may expel a Member for one or more of the following reasons:

- A. If the Member has failed to abide by the Bylaws;
- B. If the Member has done anything judged to be harmful to the Centre or failed to do something which risked or caused harm to the Centre.

4.6.2 Notice to the Member

The Board of Directors shall send a written notice to the Member advising that Member of the Motion of Expulsion at least two weeks prior to the Special General Meeting informing the Member of the opportunity to be heard.

4.7 Lapse of Membership

4.7.1 Membership must be renewed annually within 60 days after the Annual General Meeting. Written notice will be sent 30 days prior to membership lapsing.

ARTICLE 5-COMPASS CENTRE MEETINGS

5.1 The Annual General Meeting

5.1.1 The Centre holds its Annual General Meeting within five months of December 31st of each year. The Board sets the place, day and time of the meeting.

5.1.2 Business of the Annual General Meeting

The business of the Annual General Meeting shall be to receive the annual reports of the operations of the Centre, to endorse nominees to the Board of Directors hereinafter provided for, to appoint an auditor or auditors, and to transact other business as indicated in the agenda.

5.1.3 Attendance by the Public

Annual General Meetings of the Centre are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.2 Special General Meetings of the Centre

5.2.1 Calling of Special General Meeting

A Special General Meeting of the Centre may be called at any time by the Board of Directors or at the written request of twenty (20) Voting Members, or 50% of the voting membership (whichever is less), of the Centre stating the reasons for said meeting.

5.3 Notice of Meetings

Written notice of the time and place of all Annual General Meetings and Special General Meetings of the Centre shall be given or sent by mail/fax or other electronic means to each member entitled to vote at such meeting, and:

- A. In the case of an Annual General Meeting or a Special General Meeting at which a special resolution is to be passed, at least 21 days written notice of the meeting shall be given and such notice shall contain the text of any special resolution to be submitted; or
- B. In any other case, at least 7 days' notice of the meeting shall be given and such notice shall state the general nature of the business to be transacted thereat.

5.3.1 Waiver of Written Notice

Meetings may also be held at any time without written notice if all the members of the Centre are present or those absent have signified their consent in writing to such meeting being held and their inability to attend.

5.4 Quorum

Attendance by 7 Voting Members, or 50% of the voting membership (whichever is less) at the Annual General Meeting or a Special General Meeting is a quorum.

5.4.1 Adjournment

If a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the President and subject to the provisions of paragraph 5.3, the quorum at such adjourned meeting shall be those members present and entitled to vote.

5.5 Voting

5.5.1 To vote at an Annual General Meeting, Voting Members must be members in good standing.

5.5.2 At the Annual General Meeting, every question shall be decided by a majority of the Voting Members present (excluding the chairperson) unless otherwise required by the Societies Act.

5.5.3 Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Member.

5.5.4 In the case of an equality of votes at an Annual General Meeting or Special General Meeting, whether upon a show of hands or at a poll, the chairperson shall be entitled to a casting vote.

5.5.5 A Voting Member may not vote by proxy.

5.6 Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

- A. Accidental omission to give any notice to any Member;
- B. Any Member not receiving any notice; or
- C. Any error in any notice that does not affect the meaning of the notice.

ARTICLE 6-THE GOVERNMENT OF THE CENTRE

6.1 The Board of Directors

6.1.1 Governance and Management of the Centre

The Board governs and manages the affairs of the Centre. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the

Board.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Centre, except as stated in the Societies Act. The powers and duties of the Board include:

- A. Promoting the objects of the Centre;
- B. Promoting membership in the Centre;
- C. Hiring an Executive Director, to operate the Centre;
- D. Regulating the Executive Director's duties and setting their salary;
- E. Maintaining and protecting the Centre's assets and property;
- F. Approving an annual budget for the Centre;
- G. Approving all expenses for operating and managing the Centre;
- H. Approving investment of any extra monies;
- I. Approving the borrowing or raising of monies for the Centre;
- J. Approving or providing a framework for approval of all contracts for the Centre;
- K. Assuring the maintenance of all accounts and financial records of the Centre;
- L. Appointing legal counsel as necessary;
- M. Making policies, rules and regulations for operating the Centre and the use of its facilities and assets;
- N. Selling, disposing of, or mortgaging any or all of the property of the Centre; and
- O. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director of the Centre.

6.1.3 Composition of the Board

The Board consists of:

- A. No less than seven (7) persons and not more than fifteen (15) persons elected by the membership at the Annual General Meeting;
- B. The immediate Past President shall be an ex officio be a member of the Board for the year following his/her term of office as President if his/her term of office as a Member of the Board of Directors has expired.
- C. All nominees to the Board of Directors must be approved by the Board Development Committee prior to the Annual General Meeting.

6.1.4 Office

The Board of Directors shall take office at the close of the Annual General Meeting and shall hold its first meeting within thirty (30) days.

6.1.5 Term of Office

6.1.5.1 The term of office shall be three years with an option to continue for one-year increments to a total of six years on the board. Notice of intent to renew one-year term must be given three months prior to expiry of term.

6.1.5.2 A Member of the Board of Directors having served as a Director for 6 years shall not be eligible for re-election until after one year has elapsed.

6.1.5.3 A Board Member may request in writing a leave of absence from Board duties for up to six months for the following reasons: maternity, illness, absence from the city or change in major responsibilities. The length of leave shall be granted at the Board's discretion.

6.1.6 Vacancy

In the event of withdrawal of any member of the Board of Directors, the Board shall be empowered to fill such vacancy for the remaining portion of the term prior to the next Annual General Meeting of the Centre upon the recommendation of the Nominating Committee. At the next Annual General Meeting such a Director may be elected for a first term.

6.1.7 Remuneration

No member of the Board of Directors shall be remunerated for their services as a Member of the Board.

6.1.8 Expulsion

Any Member of the Board of Directors may be removed from office at any duly called Special General Meeting of the Centre.

6.1.8.1 Notification of Expulsion

The Board of Directors shall cause any such Member of the Board who may be subject to expulsion, to be notified in writing of the motion of expulsion and may afford such Board Member an opportunity to be heard by the Board prior to the Special General Meeting, at the member request.

6.1.9 Meetings of the Board

6.1.9.1 The Board of Directors shall hold not less than five (5) regular meetings in the year at times and places approved by the Board.

6.1.9.2 Notices of such meetings shall be delivered, mailed or sent by electronic means to each Board Member not less than two (2) days before the meeting is to take place.

6.1.9.3 Meetings of the Board of Directors may be formally called by the President, or Executive Director at the direction of the President, or by the Board of Directors provided that three (3) Board Members request the President to call a meeting and in default of such a meeting being held any three (3) Members may call a meeting.

6.1.9.4 Meetings may also be held at any time without written notices if all Board Members are present or those absent have signified their inability to attend.

6.1.9.5 Decisions of the Board of Directors, except as hereinafter provided, shall be by majority vote of those members present. In the case of equality of vote, the President is entitled to a deciding vote. At all other times, the President may not vote.

6.1.9.6 A majority of the members of the Board of Directors, present at any Board Meeting is a Quorum

6.1.10 Resignation and Lapse

6.1.10.1 The office of a Board Member shall be vacated if:

- A. He or she ceases to be a Member of the Centre;
- B. By notice in writing to the Centre, he or she resigns his or her office;
- C. He or she is absent from three (3) consecutive regular meetings without an excuse deemed valid, or on Board approved leave.

6.2 Officers of the Board of Directors

6.2.2 The officers of the Board of Directors shall be elected at the first meeting of the Board of Directors following the Annual General Meeting and shall consist of a President, Vice-President, Treasurer, Secretary and such other officers as the Board may elect.

6.2.3 The officers of the Board shall hold office until the first meeting of the Board of Directors

following the next Annual General Meeting and shall perform all duties usually pertaining to their offices.

6.3 Duties of the Officers of the Board of Directors

6.3.1 The President

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Centre, the Board and the Executive Committee;
- Is an ex officio member of all Committees;
- Acts as the spokesperson for the Centre or delegates this responsibility; and
- Carries out other duties assigned by the Board.

6.3.2 The Vice-President

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- Replaces the President at various functions when asked to do so by the President or the Board;
- Is a member of the Executive Committee and Board Development Committee; and
- Carries out other duties assigned by the Board.

6.3.3 The Secretary

- Attends all meetings of the Centre, the Board and the Executive Committee;
- Keeps accurate minutes of these meetings;
- Ensures the filing of the annual return, changes in the Directors of the organization;
- Amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

6.3.4 The Treasurer

- Ensures full and accurate accounts of all receipts and disbursements of the Centre shall be kept in proper books of account;
- Ensures the financial accountability and transparency of the Centre;
- Ensures an audited statement of the financial position of the Centre is prepared and presented at the Annual General Meeting;
- Is a member of the Executive Committee and Finance and Audit Committee; and
- Carries out other duties assigned by the Board.

6.3.5 The Past President

- Chairs the Board Development Committee;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

6.4 Board Committees

6.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

6.4.2 General Procedures for Committees

6.4.2.1 At the first meeting of the Board of Directors following the Annual General Meeting, the following committees shall be appointed by the Board of Directors: Executive Committee, Finance and Audit Committee, and the Board Development and Policy Committee.

6.4.2.2 A Board Member chairs each committee created by the Board.

6.4.2.3 The Chairperson of each committee calls committee meetings. Each committee:

- A. Records minutes of its meetings;
- B. Distributes these minutes to the committee members; and
- C. Provides reports to each Board meeting at the Board's request.

6.4.2.4 A majority of the committee members present at a meeting is a quorum.

6.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The chairperson does not have a casting vote in the case of a tie.

6.5 Standing Committees

6.5.1 The Executive Committee

- A. The Executive Committee consists of the President, Past President, Vice-President, Secretary and Treasurer.
- B. The Executive Committee is responsible for:
 - Planning agendas for Board meetings;
 - Carrying out emergency and unusual business between Board meetings;
 - Reporting to the Board on actions taken between Board meetings;
 - Recommending a job description, qualifications, and performance appraisal system for the Executive Director of Compass Centre;
 - Interviewing applications for the position of Executive Director;
 - Acting as a mediator for personnel problems involving the Executive Director;
 - Reporting on the year's activities at the Annual General Meeting; and
 - Carrying out other duties as assigned by the Board.
- C. All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
- D. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- E. An Officer may waive formal notice of a meeting.

6.5.2 The Finance and Audit Committee

- A. The Finance and Audit Committee consists of the Treasurer and three (3) other Members appointed by the Board.
- B. The Finance and Audit Committee is responsible for:
 - Ensuring the financial accountability and transparency of the organization;
 - Working with the Board Development and Policy Committee to recommend policies on disbursing and investing funds to the Board;
 - Investigating and making recommendations to the Board for acquiring funds and property;
 - The development and coordination of fund-raising opportunities; and
 - Carrying out other duties assigned by the Board.

6.5.3 The Board Development Committee

- A. The Board Development Committee consists of the Past-President, Vice-President and 2 other members appointed by the Board. In the case of not having a Past President, an additional member will be appointed by the Board.
- B. The Board Development Committee is responsible for:
 - Preparing a slate of nominees for each Board position, taking into account the

- importance of encouraging Board diversity;
 - Presenting its recommendations at the Annual General Meeting;
 - Orienting new Board members;
 - Providing recommendations for updates to the Board Policy Manual; and
 - Providing recommendations for updates to the Bylaws.
- C. Nominees for the election to the Board of Directors to replace vacancies during the year shall be presented by the committee to the Board for approval before appointment.
- D. The slate of nominees for election to the Board for the upcoming year shall first be presented at the meeting for approval for the Board of Directors immediately prior to the Annual General Meeting.

6.6 The Executive Director

6.6.1 The Board may hire an Executive Director as required to carry out assigned duties.

6.6.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to all Board Committees. The Executive Director does not vote at any meeting.

6.6.3 The Executive Director acts as the administrative officer of the Board in:

- A. Hiring, supervising, evaluating and releasing all other paid staff;
- B. Interpreting and applying the Board's policies;
- C. Ensuring the maintenance of the Centre's books;
- D. Preparing budgets for Board approval;
- E. Planning programs and services based on the Board's priorities;
- F. Keeping the Board informed about the affairs of the Centre;
- G. Carrying out other duties assigned by the Board.

6.6.3.1 The Executive Director shall certify all documents requiring clarification which are issued by the Centre.

ARTICLE 7-FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the Centre is located in Edmonton, Alberta.

7.2 Finance and Auditing

7.2.1 The fiscal year end of the Centre shall be December 31st.

7.2.2 There must be an audit of the books, accounts and records of the Centre at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Centre, the auditor submits a complete statement of the books of the previous year.

7.3 Seal of the Centre

7.3.1 The Board may adopt a seal as the Seal of the Centre.

7.3.2 The Seal of the Centre shall be kept in the custody of the Executive Director of the Centre and shall not be affixed to any instrument or document except by authority of a resolution of the Board of Directors.

7.4 Borrowing Powers

7.4.1 Subject to paragraph 7.4.1.1 below, no income or property of the Centre shall be distributed to

a member, director or officer either during the existence of the Centre or on or after its liquidation.

7.4.1.1 Despite paragraph 7.4.1 above, the Centre may:

- A. Pay a member a reasonable price or remuneration for goods, services or other valuable benefits provided by the Member or the Centre;
- B. Provide a Member with a donation, loan guarantee, or similar financial assistance, if this assistance relates to past or future expenditures made on behalf of the Centre in furtherance of its Objects, and the Centre is doing so in the ordinary course of carrying out its Objects; and
- C. Where the Member is a body corporate with purposes similar to those of the Centre, and which is subject to a prohibition substantially the same as that contained in paragraph 7.4.1, this paragraph applies, but only where that Member is acting pursuant to an arrangement to further the Objects of the Centre.

7.4.2 For the purposes of carrying out its objectives, the Centre may borrow or raise or secure the payment of money in such a manner as it thinks fit and in particular by the issue of debentures.

7.4.2.1 The power of the Centre under paragraph 7.4.2 above shall be exercised only under the authority of the Bylaws of the Centre and in no case shall debentures be issued without the sanction of the Board of Directors and confirmed by Special Resolution of the Centre, passed by 5% majority or voting members present.

7.5 Protection and Indemnity of Directors of the Board

7.5.1 Each Director of the Board holds office with protection from the Centre. The Centre indemnifies each Director against all costs or charges that result from any act done in his/her role for the Centre. The Centre does not protect any Director for acts of fraud, dishonesty, or bad faith.

7.5.2 No Director of the Board is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Centre. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Centre, unless the act is fraud, dishonesty or bad faith.

7.5.3 Directors of the Board can rely on the accuracy of any statement or report prepared by the Centre's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 8-AMENDING THE BYLAWS

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting of the Centre.

8.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Centre must include details of the proposed resolution to change the Bylaws.

8.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and after acceptance by the Corporate Registry of Alberta.

ARTICLE 9-DISTRIBUTING ASSETS AND DISSOLVING THE CENTRE

- 9.1** The Centre does not pay any dividends or distribute its property among its Members.
- 9.2** If the Centre is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Centre.