

*University Club of the  
University of Alberta*

*Edmonton*

# **Bylaws**

April 2024

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## **Article 1 – Preamble**

### **1.1 The Society**

The name of the society is the University Club of the University of Alberta Edmonton, which may also be known as or referred to as the University Club or the Club.

### **1.2 The Bylaws**

The following articles set forth the Bylaws of the Club. The rules contained in the current edition of “Robert’s Rules of Order” shall govern the Society in all cases where they are applicable and where they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

## **Article 2 – Defining and Interpreting the Bylaws**

### **2.1 Definitions**

In these Bylaws, the following words are defined as:

**2.1.1 Act** means the Societies Act RSA 2000. Chapter S-14 as amended, or any statute substituted for it.

**2.1.2 Annual General Meeting (AGM)** means the annual general meeting described in Article 4.3.

**2.1.3 Bylaws** means the Bylaws of this Society as amended.

**2.1.4 EC member** means any person elected or appointed to the Executive Committee as defined in Article 5.

**2.1.5 Executive or EC** means the Executive Committee of this Society as defined in Article 5.

**2.1.6 General Meeting** means the meeting described in Article 4.1.

**2.1.7 Majority vote** means more than ½ of the votes cast and counted.

**2.1.8 Management Committee** means a committee comprised of the Officers of the Society and the Past President with the powers defined in Article 5.3.2

**2.1.9 Member**, when capitalized, means a Member of the Society as defined in Article 3.

**2.1.10 Officer** means any Officer listed in Article 5.2.1.

**2.1.11 Quorum** means the majority of the members of a committee, unless otherwise defined in these Bylaws.

**2.1.12 Registered Office** means the registered office for the Society as filed with the Registrar responsible under the Act.

**2.1.13 Register of Members** means the register maintained by the Executive Committee containing the names of the Members of the Society.

**2.1.14 Society** means the University Club of the University of Alberta Edmonton.

**2.1.15 Special Meeting** means the special meeting described in Article 4.2.

**2.1.16 Special Resolution** means:

- a. A resolution passed at a Special Meeting or an Annual General Meeting, that had twenty-one (21) days' notice given to all Members stating the proposed Resolution and received approval of a two-thirds vote.
- b. A resolution passed at a Special Meeting or Annual General Meeting that had less than twenty-one days' notice given to all Members stating the proposed Resolution and received approval of all Voting Members present at the meeting:  
or,
- c. A resolution agreed to in writing or electronically by all Voting Members.

**2.1.17 Two-thirds vote** means more than  $\frac{2}{3}$  of votes cast and counted.

**2.1.18 Voting Member** means a Member in good standing as defined in Article 3.3.1 who is eligible to vote at meetings of the Society as defined in Article 3.3.3.

## **2.2 Interpretation**

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

### **2.2.1 Singular and Plural**

Words indicating the singular number also include plural and visa-versa.

### **2.2.2 Persons**

Words indicating persons also include corporations.

### **2.2.3 Headings**

Headings are for convenience only. They do not affect the interpretation of these Bylaws.

### **2.2.4 Liberal Interpretation**

These Bylaws must be interpreted broadly and generously.

## **Article 3 – Membership**

### **3.1 Membership Categories**

The categories of membership in the University Club shall be the following.

### **3.1.1 Regular Members**

- a. Full-time and part-time continuing members of the academic staff of the University of Alberta.
- b. Full-time and part-time continuing members of the academic staff of academic post-secondary institutions approved by the Executive.
- c. Instructors, members of the administrative staff, and government employees at the University of Alberta with qualifications and responsibilities comparable to those of the academic staff.
- d. Former members of the Faculty Club of The University of Alberta, members of the University of Alberta Women's Club and the Association of Retired Academics Staff, individuals who are retired, disabled, or on pension from University of Alberta.
- e. Senior officers of Alberta Innovates and the University Hospital in Edmonton.
- f. Individuals directly related to current and past study and research activities at the University of Alberta.
- g. Members of external groups and community bodies with strong affiliation with and support for the strategic goals of the University of Alberta, including but not limited to: alumni of the University of Alberta, professional associations, technical societies and government-recognized professional licensing bodies, licensed health practitioners, lawyers, accountants, engineers, teachers, and like professionals.
- h. Such other persons as the Executive of the Club may consider to be qualified for membership in accordance with the Objects of the Society.

### **3.1.2 Visiting or "Day" Members**

- a. Comprised of those persons who visit the University for brief periods of time on an annual or irregular basis for the purpose of teaching, conducting research, or administrative activities at the University of Alberta or participating in symposia or events conducted by alumni or any association affiliated with and recognized by the University of Alberta.

### **3.1.3 Life Members**

- a. Persons who have been Regular Members for a total of a minimum of 15 years including at least five consecutive years at the time of their retirement or disablement and the widows and widowers of such former Regular Members satisfying these conditions; and
- b. Persons must be at least 65 years old.

### **3.1.4 Honorary Members**

Such members shall be eligible for Membership in the Club solely for such period of time as they hold their 'Honorary' position or status and include the following.

- a. Members of the Board of Governors or Senate of the University of Alberta.
- b. The Lieutenant Governor of Alberta, the Premier of Alberta, Members of the Legislative Assembly of Alberta, the Mayor of Edmonton, and sitting Members of the Edmonton City Council.
- c. Senior diplomatic representatives of foreign governments serving in Alberta.

### **3.1.5 Spouse Members**

- a. The spouse (as defined by the Family Law Act of Canada) of a Regular, Life, or Honorary Member.

### **3.1.6 Administrative or Corporate Membership**

- a. An account held by an individual on behalf of their administrative unit or their corporation.

## **3.2 Membership Dues and Accounts**

- a. Membership dues for each Membership Category shall be set by the Executive and may be adjusted from time to time by a Motion duly recorded in the minutes of the Executive.
- b. Membership dues may be paid monthly, quarterly, or annually.
- c. Applications for Membership shall be made in writing or submitted electronically on a form approved by the Executive and submitted to the University Club office.
- d. Honorary and Spouse Members shall not pay membership dues.
- e. Non-payment of dues shall be grounds for expulsion from the University Club.
- f. Accounts for food, beverages, and all other Club services and products shall be rendered monthly. Payments of account obligations shall be made within thirty (30) days from the date of the account. All overdue account payment obligations shall be subject to interest charges as specified by the Executive in a recorded Motion.
- g. In the event that a Member fails to pay their account within the thirty-day (30) period prescribed by Article 3.2 (f), the University Club shall notify the Member by registered mail of the unpaid account. In the event that payment of the account is not received in full within thirty (30) days of said notice, the University Club may, at its discretion and without prejudice to any rights or remedies that it may otherwise have, at law, or in equity, either post the name of the Member in a public place on the University Club

premises or commence expulsion proceedings pursuant to Bylaw Article 3.4.3, or perform both of these options.

h. In extraordinary circumstances of overdue accounts, the Executive may choose to use additional means, such as a collection agency.

### **3.3 Rights and Privileges of Members**

#### **3.3.1 Member in Good Standing**

A Member is in good standing when:

- a. The Member has paid membership dues or other required fees to the Society.
- b. The Member is not suspended as a Member as provided for under Article 3.4.

#### **3.3.2 Any Member in good standing is entitled to:**

- a. Receive notice of meetings of the Society.
- b. Attend any meeting of the Society.
- c. Speak at any meeting of the Society.
- d. Exercise other rights and privileges given to Members in these Bylaws.

#### **3.3.3 Voting Members**

The only Members who can vote at meetings of the Society are:

- a. Regular Members in good standing who are at least eighteen (18) years old.
- b. Life Members who are in good standing.

#### **3.3.4 Number of Votes**

A Voting Member is entitled to one (1) vote at a meeting of the Society.

#### **3.3.5 Rights and Obligations**

Every Member shall be entitled, subject to these Bylaws and any regulations for the time being in force such as may be made by the Executive of the University Club as herein provided, to all the rights and subject to all of the obligations of a Member of the University Club, including, but not limited to, respecting the Objects of the Society.

### **3.4 Suspension, Resignation, Withdrawal, or Expulsion of Members**

#### **3.4.1 Decision to Suspend**

The Executive, at a Special meeting called for that purpose, may suspend a Member's membership for not more than three (3) months for one or more of the following reasons:

- a. If the Member has failed to abide by the Bylaws.
- b. If the Member has been disloyal to the Society.
- c. If the Member has disrupted meetings or functions of the Society.
- d. If the Member has demonstrated disruptive or inappropriate behaviors within or in proximity of the Club premises.
- e. If the Member has done anything judged by the Executive to be harmful to the Society.

### **3.4.2 Resignation and Withdrawal**

- a. A Regular Member leaving the University of Alberta on any Leave as specified in the applicable Articles of the University of Alberta Faculty Agreement may, by writing to the Club General Manager, suspend membership and payment of applicable dues for the period of absence from the campus.
- b. Any Member may resign from the University Club upon submission to the General Manager of thirty (30) days written notice. However, if a former Member applies to re-join within twelve (12) months of the date of the Members resignation, then the Member may be assessed a special joining fee in an amount not exceeding four (4) months of membership dues at the then current rate. This special fee is intended to serve as a deterrent to resignations covering summer months.
- c. Once a resignation notice is received by the General Manager, the Member's name is removed from the Register of Members on the date specified in the notice. The Member is considered to have ceased to be a Member on the date that the Member's name is removed from the Register of Members.
- d. Deemed Withdrawal: If a Member has not paid the annual membership dues within three (3) months following the date that the dues are payable, the Member is considered to have ceased being a Member on the date the Member's name is removed from the Register of Members.

### **3.4.3 Expulsion**

- a. If any Member refuses or neglects to comply with the Objects, other provisions of the Incorporation of the Society, the Bylaws of the University Club, or any regulations set out by the Executive, such Member shall be liable to expulsion by a resolution of the Executive, provided that at least one (1) week before the meeting of the Executive at which such resolution is to be considered, the Member shall have had been served written notice sent by registered mail or delivered by an Officer of the Executive to the last known address of the Member shown in the register of the Society, of the intended resolution for the Members's expulsion including a statement as to the reasons why expulsion is being considered and that such Member shall, at the said meeting and before passing of the resolution, have had an opportunity of presenting orally or in writing any explanation or defense that the Member may think fit.



- b. The Executive may allow another person to accompany the Member for an appearance before the Executive to address this matter.
- c. The Executive will determine how the matter will be dealt with and may limit the time given to the Member to address the Executive.
- d. The Executive may exclude the Member from its discussion of the matter, including the deciding vote.
- e. The decision of the Executive is final but requires a two-thirds vote.
- f. Any Member expelled under this Article shall forfeit all right in, and claim upon, the University Club and its property and assets.

### **3.5 Transmission of Membership**

No right or privilege of any Member is transferable to another person, except with the approval of the Executive Committee. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

## **Article 4 – Meetings of the Society**

### **4.1 General Meetings**

#### **4.1.1 Summoned by Executive**

General Meetings of the Society may be summoned by the Executive at such time and place as the Executive shall determine.

#### **4.1.2 Summoned by Voting Members**

A General Meeting shall be summoned by the Executive as may be requisitioned by a minimum of five (5) percent of the active Voting Members in good standing who have collectively served written notice to the Executive of their desire to have the Executive call for a General Meeting.

#### **4.1.3 Notice**

Notice of a General Meeting shall be at least seven (7) days.

### **4.2 Special Meetings**

#### **4.2.1 Calling a Special Meeting**

A Special Meeting of the Society may be called at any time by any of the following means:

- a. By a Resolution of the Executive to that effect.

b. By written or electronic request of at least five (5) Executive members delivered to the Executive and all Voting Members. The request must state the reason for the Special Meeting and the Motion(s) intended to be presented at the Special Meeting.

c. By written or electronic request of five (5) percent of the Voting Members delivered to the President and copied to the Executive.

Only the matter(s) set out in the notice for the Special Meeting shall be considered at the Special Meeting.

Notice of a Special Meeting shall follow the same protocol as for an Annual General Meeting set out herein under Article 4.3.2.

### **4.3 Annual General Meetings**

#### **4.3.1 Time of Annual General Meeting**

The Annual General Meeting, as required under the Act, shall be held within six (6) months of the end of the fiscal year and no more than sixteen (16) months after the previous Annual General Meeting. The Executive sets the place, day, and time of the Meeting.

#### **4.3.2 Notice of Annual General Meeting**

a. The Secretary of the Executive shall ensure that the University Club delivers a notice to each Voting Member either electronically or in writing at least twenty-one (21) full days prior to the Annual General Meeting.

b. This notice shall state the place, day, and time of the Meeting.

c. The Meeting may be conducted in person, electronically, or both at the discretion of the Executive. Members may participate either in person or electronically, so long as a roll call is conducted, and the result is duly recorded in the minutes of the Meeting.

d. The accidental failure to give notice to any Voting Member, the failure of any such Member to receive such notice, or any error in any notice that does not affect the meaning, shall not invalidate the proceedings at any General Meeting, provided that the notice for the Meeting is delivered in the manner herein described.

#### **4.3.3 Agenda of the Annual General Meeting**

The Annual General Meeting deals with the following matters:

a. Approval of the Agenda.

b. Approval of the Minutes of the last Annual General Meeting.

c. Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities, and the Auditor's Report.

d. Appointing the Auditors for the forthcoming year.

- e. Considering the President's Report and other Director's Reports.
- f. Electing the President.
- g. Electing the members of the Executive Committee.
- h. Considering matters specified in the Meeting notice.
- i. Other specific Motions, which any Member has given notice of before the Meeting is called.

#### **4.4 Procedures for all Meetings of the Society**

- a. Attendance by twenty-five (25) Voting Members shall constitute quorum. If quorum cannot be reached, the meeting shall be adjourned.
- b. The President of the University Club shall serve as Chair at every Meeting of the Society and in the President's absence, the Vice-President shall serve as Chair. If neither of these be present within fifteen (15) minutes after the appointed time for the Meeting to commence, then the Voting Members participating shall choose one of the members of the Executive present to serve as Chair. If no member of the Executive is present or if no member of the Executive is willing to serve as Chair of the Meeting, then the Voting Members participating shall choose one of the Members present to serve as Chair of the Meeting.
- c. The Chair may, with the consent of a majority of Voting Members participating in any Meeting of the Society at which a quorum is present and if so directed by the meeting, adjourn the meeting; no business shall be transacted at the adjourned (reconvened) meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - When a meeting is adjourned for ten (10) days or more, notice of the adjourned (reconvened) meeting shall be given as in the case of the original meeting.
  - Save as aforesaid, it shall not be necessary to give notice of an adjourned (reconvened) meeting or of the business to be transacted at an adjourned (reconvened) meeting.
- d. Only Voting Members shall be entitled to vote at a Meeting of the Society; each of said Members shall be entitled to one (1) vote.
  - Resolutions and Motions presented during the meeting as seconded, shall be decided by a majority vote of the Voting Members participating, except where otherwise required by the Act.
  - At any Meeting of the Society, a Resolution or Motion as seconded, put to the vote of the meeting, shall be decided on by a show of hands in person or electronically once called for, unless a recorded vote or ballot of the Voting Members participating is, before, or on the declaration of the result of the show of hands, demanded by at least five (5) participating Voting Members.

- A declaration by the Chair that a resolution of Motion has, on a show of hands and electronically, been carried, carried unanimously, or by a particular majority, or lost, and an entry to that effect is duly recorded in the Minutes held by the Secretary of the Club, shall be conclusive proof of the fact, without proof of the number or proportion of the votes recorded in for or against that resolution of Motion.
- The Chair shall not vote, unless an equality of votes is recorded, then the Chair may vote at the Chair's discretion, to break a tie. Should the Chair choose not to vote in order to break a tie, then if there is a tie vote, the resolution of Motion as seconded is defeated.

e. A majority of the votes of the Voting Members participating decides each issue by Motion as seconded or resolution, unless the issue needs to be decided upon by a Special Resolution as determined at the exclusive discretion of the Chair, which requires notice as per Section 4.3.2.

## **Article 5 – The Governance and Management of the Society**

### **5.1 The Executive Committee**

#### **5.1.1 Governance and management by the Executive Committee**

The Executive governs and manages the affairs of the Society. The Executive may hire a paid General Manager to carry out the management functions of the Society under the direction and supervision of the Executive.

#### **5.1.2 Powers, duties, and responsibilities of the Executive Committee**

Except as stated in the Act, the Executive has the powers, duties, and responsibilities of the Society including:

- Promoting the 'Objects' of the Society.
- Setting the strategic direction of the Club.
- Promoting membership in the Society.
- Maintaining and protecting the Society's assets and property.
- Ensuring fiduciary oversight of the affairs of the Society, including, but not limited to:
  - Approving the annual budget for the Society.
  - Ensuring payment of all expenses and meeting all financial and legal obligations for operating and managing the Society.
  - Ensuring payments to persons for services and protecting persons from debts arising from the affairs of the Society.
  - Investing any extra monies held by the Society in a responsible manner.

- Financing the operations of the Society, including borrowing and raising monies as may be required, in order to sustain the operation and financial viability of the Society.

f. Making policies for managing and operating the Society.

g. Approving all contracts for the Society which exceed the authority of the General Manager as per Sections 6.4.1 and 6.4.2.

h. Maintaining all accounts and financial records of the Society.

i. Appointing auditors, approved at the AGM, accountants, and legal counsel for the Society as necessary.

j. Making policies, rules, and regulations for operating the Society and using its facilities and assets.

k. Selling, disposing of, or mortgaging any or all of the property of the Society.

l. Without limiting the general responsibility of the Executive, some of its powers, responsibilities and duties may be delegated to Sub-Committees of the Executive or to the paid administrator of the Society.

### **5.1.3 Composition of the Executive Committee**

The composition of the Executive shall include the four (4) Officers of the Society and at least one (1) and no more than twelve (12) additional Members elected at the Annual General Meeting from among Voting Members, as well as the Past President per Section 5.1.4.f.

### **5.1.4 Election of members of the Executive Committee**

a. All current members of the Executive Committee cease to be members of the Executive Committee at the termination of the Annual General Meeting.

b. All future members of the Executive are elected by the Voting Members at the Annual General Meeting for a term that starts at the termination of the AGM and ends at the termination of the subsequent AGM.

c. All Officers and Chairs of Standing Committees are appointed by the Voting Members at the Annual General Meeting from the elected members of the Executive Committee.

d. It is normally expected, but not required, that:

- The President will serve for a maximum of two (2) consecutive terms and is then the Past President for one term.
- The Vice-President will serve for a maximum of two (2) consecutive terms and is then President for two terms.

e. No member of the Executive Committee shall serve more than eight (8) consecutive terms without a minimum of a one (1) term absence. The Executive Committee may in exceptional circumstances waive this requirement.

f. The Past President serves for one (1) term *ex officio* and need not be elected or appointed at the Annual General Meeting.

#### **5.1.5 Resignation, Death, or Removal of an Executive Committee Member**

a. An Executive member, including the President and immediate Past President, may resign from office by giving one (1) month's notice to the Executive. The resignation takes effect either at the end of the month's notice or on the date that the Executive accepts the resignation by a Motion as seconded and duly recorded by the Secretary, whichever is earlier.

b. Voting Members may remove any Executive member including the President and immediate Past President before the end of the term by a two-thirds vote at a Special Meeting called for this purpose.

c. If there is a vacancy in the Executive, the remaining EC members may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President, which remains vacant until the next Annual General Meeting.

#### **5.1.6 Meetings of the Executive Committee**

a. The Executive shall hold at least nine (9) meetings each year.

b. The President calls the meetings. The President also calls a meeting if any two (2) EC members make a request in writing or electronically to the President and state the business of the requested meeting.

c. Quorum is achieved by attendance of the majority (more than half) of current members of the Executive.

d. The President may include an *in camera* session on the agenda of any meeting. The *in camera* session is attended only by EC members and is not minuted.

e. Meetings of the Executive are open to Members of the Society, but only EC members may vote. Members are only permitted to participate in a discussion when invited to do so by the Executive. EC members present may by a two-thirds vote ask any other Member or other person present to leave.

f. All EC members may agree to sign/approve a resolution. The resolution is considered to be 'approved' providing a copy has either been circulated, signed, and dated by all EC members, copies signed and dated by all EC members are collected and retained by the Secretary, or emails indicating approval by all EC members are electronically retained by the Secretary. This resolution is as valid as one passed at any Executive meeting. It is not necessary to give notice or call an Executive meeting. The date on the resolution is the date that it is considered to have passed.

- g. A meeting of the Executive may be conducted by electronic means. EC members who participate in this meeting are considered present for the meeting if properly identified. The Secretary shall record the names of participating EC members.
- h. Irregularities or errors made in good faith do not invalidate acts done by any meeting of the Executive.
- i. An EC member may waive formal notice of a meeting.

## **5.2 Officers of the Society**

### **5.2.1 Officers of the Society**

The Officers of the Society are the President, Vice-President, Secretary, and Treasurer.

### **5.2.2 Duties of Officers of the Society**

#### **a. President**

- Supervises the affairs of the Executive.
- When present, chairs all meetings of the Society, the Executive Committee, and the Management Committee.
- Is an *ex officio* member of all standing Committees with voting privileges.
- Is a member of any disciplinary committee.
- Acts as spokesperson for the Society.
- Carries out other duties as may be assigned by the Executive Committee.

#### **b. Vice-President**

- Presides at meetings in the President's absence. If the Vice-President is absent, the participating EC members elect a Chair from amongst themselves.
- Replaces the President at functions when asked to do so by the President or the Executive.
- Serves as a member of the Management Committee.
- Carries out other duties as may be assigned by the Executive.
- Serves as the President-Elect.

#### **c. Secretary**

- Attends all meetings of the Society, the Executive Committee, the Management Committee, and the Finance Committee.
- Records accurate Minutes of these meetings.
- Has 'charge' of the Executive's correspondence.
- Ensures that a record is kept of the names and addresses of all Society Members.
- Ensures that all notices of meetings are sent out as required.
- Keeps the 'Seal' of the Society
- Ensures the Annual Return, changes of EC members, amendments of Bylaws, and other Incorporation documents are filed with Alberta Corporate Registry.

- Serves as a member of the Management Committee.
- Chairs the Governance and Nominating Committee.
- Carries out other duties as may be assigned by the Executive.

d. Treasurer

- Ensures that all monies paid to the Society are deposited in a chartered bank, Treasury Branch, or Trust Company.
- Ensures a detailed account of revenues and expenditures is presented to the Executive at its regular meetings or as requested.
- Ensures that an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting.
- Ensures that annual fees are collected and deposited.
- Chairs the Finance Committee of the Executive Committee.
- Serves as a member of the Management Committee.
- Carries out other duties as may be assigned by the Executive.

### **5.3 Committees of the Society**

#### **5.3.1 Standing Committees of the Executive Committee**

a. The Executive may establish Committees to advise the Executive. These are Standing Committees, or *ad hoc* Committees, which serve a specific purpose for a defined period of time.

b. Standing Committees of the Executive Committee shall include, but may not be limited to:

- Management Committee,
- Finance Committee,
- Membership Services Committee,
- Infrastructure Committee,
- Governance and Nominating Committee.

c. The Executive may, by passing a Motion as seconded and duly recorded in the minutes of a meeting of the Executive, add a Standing Committee or modify the name of a Standing Committee.

#### **5.3.2 Management Committee**

a. The Management Committee consists of the Officers of the Club and the Past President.

b. The Management Committee is Chaired by the President, when present, and shall perform such duties as may be directed or delegated by the Executive.



c. The Management Committee shall be and are hereby vested with the authority to exercise all the powers of the Executive when the members of the Executive are not immediately available, except such powers as by the Statutes of Alberta are required to be exercised by the full Executive Committee.

d. The Management Committee shall act as a Compensation Committee for the purpose of evaluation of the performance of the General Manager and recommendations to the Executive regarding performance appraisal and remuneration as per Section 6.9.1.

### **5.3.3 Other Standing Committees**

a. The Finance Committee is chaired by the Treasurer and shall assist the Executive in its fiduciary duties and management of risks for the Society

b. The Membership Services Committee Chair is appointed by the Members at the AGM and shall ensure that the actions of the Club are in the best interests of the Members.

c. The Infrastructure Committee Chair is appointed by the Members at the AGM and will assist the Executive in managing all the physical assets of the Club.

d. The Governance and Nominating Committee is chaired by the Secretary and shall assist the Executive in the proper governance of the Society and the orderly transfer from one Executive to the next Executive at the AGM.

### **5.3.4 Terms of Reference for Committees of the Executive**

a. The Terms of Reference for the Executive Committee and the Standing Committees shall be adopted by passing a Motion as seconded and duly recorded in minutes of a meeting of the Executive.

b. The Terms of Reference for the Executive Committee and the Standing Committees of the Executive may be modified by passing a Motion as seconded and duly recorded in minutes of a meeting of the Executive.

c. The Terms of Reference for an *ad hoc* Committee shall be adopted at the time of its establishment.

## **Article 6 – Finance and Other Management Matters**

### **6.1 The Registered Office**

The Registered Office of the Society is located at the University of Alberta in Edmonton, at 11435 Saskatchewan Drive, Edmonton, Alberta, T6G 2G9.

### **6.2 Finance and Auditing**

#### **6.2.1 Fiscal Year**

The fiscal year of the Society ends on August 31 of each year.

### **6.2.2 Review of Accounts**

There must be an audit of the financial books, accounts, and records of the Society at least once each year covering the immediate prior fiscal year. A qualified accountant appointed at each Annual General Meeting must minimally conduct a review of the financials. At each Annual General Meeting of the Society, the finalized financial statements and notes will be presented.

## **6.3 Seal of the Society**

### **6.3.1 Adoption of the Seal**

The Executive shall adopt a Seal as the Seal of the Society.

### **6.3.2 Custody of the Seal**

The Secretary has control and custody of the Seal, unless the Executive decides otherwise as passed by a two-thirds vote on a Motion as seconded and duly recorded in minutes at a meeting of the Executive.

### **6.3.3 Users of the Seal**

The Seal of the Society can only be used by Officers authorized by the Executive. The Executive must pass a Motion as seconded and duly recorded in minutes at a meeting of the Executive which names the Officers so authorized.

### **6.3.4 Use of the Seal**

The Seal shall be affixed to all documents requiring execution under the Seal of the University Club by any two (2) of the Officers of the University Club or by such party or parties as may be authorized, from time to time, by the Executive.

## **6.4 Financial Transactions and Contracts of the Society**

### **6.4.1 Spending Authority of General Manager**

The General Manager shall have spending authority on financial transactions and contracts not exceeding the limit delegated to him by the Executive. This limit shall be reviewed annually or on an as-needed basis.

### **6.4.2 Approval of financial transactions and contracts**

Financial transactions or contracts exceeding the limit delegated to the General Manager by the Executive must be authorized either (i) by a motion, duly seconded and passed, and minuted at an Executive Committee meeting or at a Management Committee meeting, or (ii), in the case of an urgent matter, in writing or electronically, by at least (2) two Officers of the Club.

### **6.4.3 Signing authority on cheques and other financial instruments.**

Any and all cheques issued by the Society must be signed by two (2) Officers with signing authority registered with the corresponding financial institution.

The use of electronic transfers, direct deposits, and other similar digital transactions are acceptable financial instruments but must be approved when they are established as per 6.4.2. if they exceed the limit delegated to the General Manager.

## **6.5 The Keeping and Inspection of the Books and Records of the Society**

### **6.5.1 Keeping Records**

The Secretary keeps a copy of the Minute Books and records Minutes of all meetings of the Society, meetings of its Members, and meetings of the Executive, Management, and Finance Committees.

### **6.5.2 Storing Records**

The Secretary shall ensure that the Minute Books are retained in hard copy or electronically at the Registered Office of the Society or in secure digital storage. This record contains Minutes from all meetings of the Society, the Executive, and the Management Committee.

### **6.5.3 Filing Records**

The Executive shall ensure that all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other law or regulation are securely retained and filed.

### **6.5.4 Inspection of Records by Members**

A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of the Member's intention to do so. Such notice shall not be less than one week (7 days). Unless otherwise permitted by the Executive, such inspection will take place only at the Registered Office or other regular business premises operated by the Society during normal business hours.

### **6.5.5 Confidential Records**

Other records of the Society are also open for inspection by the Members, except for records that the Executive designates as confidential by a seconded Motion, which is passed and recorded in the minutes along with the rationale by the Secretary.

## **6.6 Borrowing Powers**

### **6.6.1 Borrowing**

The Society may borrow or raise funds to meet its "Objects" and its requirements to sustain operation. The Executive decides the amounts and ways to raise money.

### **6.6.2 Debentures**

The Society may issue debentures to borrow only by way of a resolution of the Executive confirmed by a Special Resolution of the Society at a Special Meeting.

## **6.7 Payments**

### **6.7.1 Remuneration not Allowed**

No Member, EC member, or Officer of the Society receives any payment for services as a Member, EC member, or Officer.

### **6.7.2 Expenses**

Reasonable expenses incurred by Officers, EC members, or Members while carrying out duties of the Society may be reimbursed upon approval of the Executive.

## **6.8 Protection and Indemnity of Executive Committee Members and Officers**

### **6.8.1 Protection**

Each EC member and Officer holds office with protection from the Society. The Society indemnifies each Director and Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any EC member or Officer for acts of fraud, dishonesty, or bad faith actions. The EC shall ensure that the Club carries appropriate insurance.

### **6.8.2 Indemnification**

No EC member or Officer is liable for the acts of any other EC member, Officer, or employee. No EC member or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or other wrongful act of any person, firm, or corporation dealing with the Society. No EC member or Officer is liable for any loss due to an oversight or error in judgment or by an act in their role for the Society, unless the act is fraudulent, dishonest, or in bad faith.

### **6.8.3 Accuracy of financial statements**

EC members and Officers can rely on the accuracy of any statement or report prepared by the Society's auditor, providing said auditor holds appropriate professional qualifications and has been duly appointed at the Annual General Meeting of the Society. EC members or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **6.9 General Manager and Employees**

### **6.9.1 General Manager Employment**

The Executive may select and appoint a General Manager, providing the General Manager with a written statement of duties and responsibilities and terms of employment, which will be reviewed and updated annually. The Compensation

Committee shall fix the General Manager's remuneration, which shall be reviewed and adjusted annually by the Compensation Committee and provide such benefits as may be required, as well as any other supplementary benefits as agreed to in the terms of employment. The Executive shall be responsible for conducting an annual appraisal of the performance of the General Manager and providing a written or electronic copy of the same to the General Manager. The performance appraisal shall be based upon a written outline of duties and key responsibilities, as agreed to annually in writing by the General Manager and the President at the beginning of each appraisal period.

The General Manager may be a Member of the Society but cannot be a member of the Executive Committee or an Officer of the Society.

### **6.9.2 Reporting of the General Manager**

The General Manager of the University Club will report to the President, or in their absence, the Vice-President or another Officer of the Society as may be authorized from time to time by the Executive.

### **6.9.3 Powers and responsibilities of the General Manager**

The powers and responsibilities of the General Manager shall be delegated by the Executive and may include full administration of the Club's operations, the hiring of employees, and the keeping of accounts and membership records. These powers and responsibilities shall include the management of the finances of the Society, income, and expenditures, as specified in the terms of employment and may be amended in writing by the Executive from time to time.

### **6.9.4 Presence at meetings of the Executive**

The General Manager shall attend all meetings of the Society and Executive, unless on approved leave or otherwise excused by President or designate.

## **Article 7 – Amending the Bylaws**

### **7.1 Cancellation, Alteration, or Amendment**

These Bylaws may be canceled, altered, or amended by a Special Resolution at any Annual General Meeting or a Special Meeting of the Society.

### **7.2 Notice**

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

### **7.3 Effective Date**

The amended Bylaws take effect after approval of the Special resolution at the Annual General Meeting or Special Meeting and accepted by and filed with the Corporate Registry of the Government of Alberta.

**Article 8 – Distributing Assets and Dissolving the Society**

**8.1 Dividends or Distributions**

The Society does not pay any dividends or distribute its property amongst Members.

**8.2 Dissolution of the Society**

If the Society is dissolved, any funds or assets remaining after all the debts are paid in full, are to be given to a non-profit organization Incorporated with “Objects” similar to those of the University Club of the University of Alberta.

**8.3 Receiving Organization**

Members are to select the organization to receive the assets by a special resolution. In no event shall any Member receive any assets of the Society. In lieu of any other organization being designated by the Members, the University of Alberta shall be the default recipient organization.

Approved by the Executive Committee of the University Club on February 26, 2024

Approved by the Members of the Society on April 24, 2024.

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President of the University Club

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Secretary of the University Club