

The Sickle Cell Foundation of Alberta Constitution & Bylaws

Constitution

1. The name of the charitable organization is The Sickle Cell Foundation of Alberta.
2. The purposes of the Foundation are to:
 - a) Create awareness about the Sickle Cell disease and to providing information to the public.
 - b) provide support, information and encouragement for individuals and families afflicted by sickle cell disease;
 - c) develop partnerships and financial support that will sustain the Foundation's charitable purposes;
 - d) inform members of the Foundation on sickle cell disease research and treatment advances in prevention and treatment;
 - e) promote and support sickle cell research in Alberta;
 - f) liaise with health care professionals to ensure distribution of information about the disorder and its treatment;
 - g) disburse and distribute money and property in the furtherance of the purposes of the Foundation e.g. Scholarship Fund, Financial Assistance with Prescription Medications
 - h) Encourage further research into Sickle Cell Disease in Canada
 - i) Provide information to Newcomers to Alberta
 - j) perform such other acts and things as are incidental to or necessary for the advancement of the purposes of the Foundation.
 - k) Raise the level of awareness and knowledge of the patient groups' roles in the following key issues:
 - l) Facilitate the development of policies on the key issues for sickle cell disease .
 - m) International development work with other Sickle cell organizations in developing countries
 - n) Provide information to new comers to Alberta
 - o) Advocacy campaign promoting stable funding, better healthcare access, expanded programs and increased education and awareness for sickle cell disease
 - p) Campaign promoting Blood Donation
 - q) Find role models /mentors for Sickle cell patients

- r) Educate Sickle Cell Patients about alternative medical treatments available
- s) Help to cover premiums and costs of obtaining Non-group Blue Cross and hydroxyurea for those experiencing financial hardship

3. The activities and purposes of the Foundation shall be carried out without purpose of gain for its members and any income, profit or other accretions to the Foundation shall be used for promoting the purposes of the Foundation.

4. The charity's policy on reserves

The Sickle Cell Foundation of Alberta has a policy of maintaining a minimum balance to cover two year operating expenses.

5. In the event of the winding up or dissolution of the Foundation, all funds and assets of the Foundation remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Foundation including the remuneration (if any) of a liquidator, and after payment to employees of the Foundation of any arrears of salaries or wages, shall be given, transferred and distributed to such organizations with similar interests that are registered charities pursuant to the Income Tax Act (Canada) that shall be designated by the members of the Foundation.

5. Paragraphs 3, 4 and this paragraph are unalterable in accordance with section 22 of the Foundation Act.

BY-LAW

By-Law 1 – Membership

a) Membership in the Foundation shall be limited to persons interested in furthering the objects of the Foundation and whose applications for admission as members have received the approval of the Board of Directors.

b) There shall be no membership fees.

c) Any member may withdraw from the Foundation by delivering to the Foundation a written resignation.

j) All members shall have the right to vote at annual general meetings and to attend all conferences/workshops/functions organized by the Foundation.

By-Law 2 – - Officers of the Foundation

- a) The property and business of the Foundation shall be managed by a Board of a minimum of six (6) Directors and a maximum of twelve (12) Directors. Three (3) Directors shall form a quorum.
- b) Directors serve two year terms, and shall be eligible for re-election at the annual general meeting of members. There is no limit on the number of consecutive terms to which a Director may be elected.
- c) Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that fourteen days' notice of such meeting shall be sent to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing.
- d) Directors, as such shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board.
- e) The Directors shall have power to authorize expenditures on behalf of the Foundation. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Foundation.
- f) The Board of Directors shall take such steps as they may deem requisite to enable the Foundation to receive donations and benefits for the purpose of furthering the objects of the Foundation.
- g) Each Director shall have one vote at all meetings of Directors.
- h) If all the Directors of the Foundation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a Committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating at such a meeting by means is deemed to be present at the meeting.
- l) A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of directors is valid as if it had been passed at a meeting of Directors or Committee of Directors.

By-Law 3 – Duties of Officers

- a) The President shall be the Chief Officer of the Foundation. He/she shall preside at all meetings of the Foundation and of the Board of Directors. He/she shall have the general and active management of the business of the Foundation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and he or the Secretary, or

other Officer appointed by the Board of Directors for the purpose, shall sign all by-laws and other documents requiring the signatures of the Officers of the Foundation.

b) The Vice-President leads the planning for future annual scientific conferences and education activities of the Foundation

c) The Treasurer shall have the custody of the Foundation funds and s and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation and shall deposit all moneys and other valuable effects in the name and to the credit of the Foundation and in such depositories as may be designated by the Board of Directors from time to time. He/she shall disburse the funds of the Foundation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the Foundation. He/she shall also perform such other duties as may from time to time be determined by the Board.

d) The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He/she shall be custodian of the Seal of the Foundation, which he/she shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

By-Law 4 – Indemnities of the Directors and Others

Every Director or Officer of the Foundation or other person who has undertaken or is about to undertake any liability on behalf of the Foundation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Foundation, from and against:

- all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of his office or in respect of any such liability;

- all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

By-Law 5 - Nomination and Election of Officers, Directors, Auditors, Committees and Representatives

a) The Nominating Committee consists of three (3) members. The Chair of the Nominating Committee is appointed from the Board of Directors, and the other two (2) members shall be Full Members who are not members of the Board of Directors.

b) The Nominating Committee is responsible for preparing a slate of nominations to be presented at the annual meeting of members. The Nominating Committee prepares nominations for all positions within the Foundation except for the two Board Members (the latter is directly elected at the AGM) .

c) Where more than one candidate is nominated for a position, an election by secret ballot shall be held at the annual meeting of members.

f) For all positions, each nomination must have the assent of the nominee.

By-Law 6 – Meeting of Members

a) At the annual meeting of members, the members shall receive reports of the Officers, Directors, Committees, and shall elect new members of the Board of Directors and of the various committees to replace the members whose terms have expired. Directors serve two terms.

By-Law 7 - Financial Year

The financial year of the Foundation shall end on the 31st day of December in each year.

By-Law 8 – Signature and Certification of Documents

Contracts, documents or any instruments in writing requiring the signature of the Foundation, shall be signed by any two of the President, Vice-President, Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. The Directors shall have power from time to time by by-law to appoint an officer or officers on behalf of the Foundation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

By-Law 9 – Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Foundation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of members of the Foundation when they shall be confirmed, and in default of confirmation