

THE CHINOOK LESBIAN AND GAY FUND ADVISORY COMMITTEE RULES AND PROCEDURES

PART 1 - INTERPRETATION

1.1 In these rules and procedures, unless the context otherwise requires:

- (a) **"Committee"** means the Advisory Committee of "The Chinook Lesbian and Gay Endowment Fund" of Calgary;
- (b) **"Donor Coordinator"** means the donor coordinator of the Committee from time to time;
- (c) **"Fund"** means The Chinook Lesbian and Gay Endowment Fund," which is a donor advised fund of "The Calgary Foundation" of the City of Calgary in the Province of Alberta;
- (d) **"Member"** means a member in good standing of the Committee;
- (e) **"President"** means the president of the Committee from time to time;
- (f) **"Rules and Procedures"** means the rules and procedures of the Committee from time to time and all amendments thereto;
- (g) **"Secretary"** means the secretary of the Committee from time to time;
- (h) **"Special Resolution"** means a resolution passed by a majority of not less than three-fourths (3/4) of the Members as are present in person at a meeting of the Members and entitled to vote;
- (i) **"Treasurer"** means the treasurer of the Committee from time to time; and

1.2 In these rules and procedures, words importing the masculine gender include the feminine or neuter gender and words in the singular include the plural, and vice versa, where the context so admits.

PART 2 - MEMBERSHIP

2.1 The Advisory Committee shall appoint its own membership. All persons wishing to become a Member of the Committee shall be required to submit an application for Membership, in the form approved by the Committee, to a meeting of the Committee and upon approval by the Committee on a majority vote, the applicant shall become a Member. Membership requirements, if any, in the Committee shall be determined from time to time by the Committee.

2.2 Members may resign by written notice delivered to the President or Secretary, which resignation shall be effective upon receipt.

2.3 The Committee on a vote approved as a special resolution, shall have the power to cancel or suspend any Member whose conduct shall have been determined by the Committee to be improper, unbecoming, or likely to endanger the interest or reputation of the Fund or who wilfully fails to comply with these rules and procedures. No Member shall have his or her membership cancelled or suspended without being notified of the complaint against him or her, and without having first been given an opportunity to be heard by the Committee at a meeting called for the purpose.

2.4 All Members shall comply with and be bound by these rules and procedures as a condition to their membership on the Committee and any sub-committees struck pursuant to clause 3.16.

PART 3 - COMMITTEE ROLE AND FUNCTION

3.1 The Committee's role is that of an advisory committee respecting the Fund to the Calgary Foundation. The Committee's activities include: (i) making recommendations to the Calgary Foundation regarding what the mandate, scope of funding, term of funding and statement of intent of the Fund are and should be; (ii) making recommendations to the Calgary Foundation concerning proposed worthy recipients of funding from moneys available; (iii) establishing and maintaining a procedure for organizations and individuals wishing to obtain funding from moneys available to apply for funding and have that application evaluated by the Committee; (iv) engage in activities to raise the profile of the Fund and raise donations for the Fund in accordance with the agreement to establish the Fund with the Calgary Foundation, and in compliance with its rules and procedures.

3.2 The Committee shall consist of a minimum of five and a maximum of twelve Members.

3.3 The majority of the Committee shall form a quorum for the transaction of business. Any Member may attend a meeting by phone or other electronic means and thereby be counted in a quorum. A Member may not attend a meeting by proxy. The President shall be the Chairman of the Committee, but in his or her absence the Members present may appoint an alternate Chairman for that meeting.

3.4 The Committee may hold its meetings at such place as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Members are present, or if those absent have signified their consent to the meeting being held in their absence. Committee meetings may be formally called by the President or by the Secretary on direction of the President, or by the Secretary on

direction in writing of two (2) Members. Notice of such meeting shall be courier delivered, faxed or emailed to each Member not less than three (3) days before the meeting is to take place or shall be mailed to each Member not less than six (6) days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to these rules and procedures shall be sufficient and conclusive evidence of the giving of such notice. The Committee may appoint a day or days in any month or months for regular meetings at an hour to be named and for such regular meetings no notice need be sent. The Committee may consider or transact any business either special or general at any meeting.

- 3.5 Unless otherwise stated in these Rules and Procedures, questions arising at any meeting of the Committee shall be decided by a majority of votes of Members in attendance. In the case of equality of votes, the Chairman being the President of the Committee, shall have a second or casting vote. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 3.6 The Committee may from time to time appoint such officers and agents as the Committee deems necessary to carry out the objects of the Fund and such officers, and agents shall have such authority and shall perform such duties as from time to time may be prescribed by the Committee. The Committee may by a majority vote of Members present at any meeting, vote to remove any officer or agent from his or her office.
- 3.7 There shall be a President, a Secretary, a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, a Donor Coordinator, and such other officers as the Committee may determine from time to time. One person may hold more than one office except the office of President. The President, Secretary, Treasurer and Donor Coordinator, shall be elected by the Members from among their number at the first meeting of the Committee after January 1st in each year, provided that in default of such election the then incumbents, shall hold office until their successors are elected.
- 3.8 The President shall be the Chairman of the Committee and preside at all Committee meetings. The President shall be an ex officio member of all sub-committees struck. The President shall be the chief spokesperson of the Committee.
- 3.9 The Treasurer shall ensure that all monies paid to the Fund through the activities of the Committee shall be receipted and deposited in accordance with the rules and regulations of The Calgary Foundation. The Treasurer shall properly account for the funds raised through the activities of the Committee until their deposit with The Calgary Foundation. The Treasurer shall present a full detailed account of the aforesaid receipts and disbursements to the Committee

whenever requested. The Treasurer shall liaise with The Calgary Foundation and provide the Committee with the financial details of the Fund as provided by The Calgary Foundation.

- 3.10 It shall be the duty of the Secretary to keep accurate Minutes of the meetings of the Committee and any sub-committees struck, provide Members with copies of the Minutes on a timely basis, and keep an ongoing record of the Minutes of past meetings. In the case of the absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Committee or sub-committee. The Secretary shall have charge of all correspondence of the Committee and shall be under the direction of the President and the Committee.
- 3.11 The Secretary shall also keep a register of all the Members of the Society and their postal and email addresses, and send all notice of meetings and proposed agendas as required.
- 3.12 The records of the Committee and sub-committees struck may be inspected by any Member at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same.
- 3.14 Members and officers shall not receive any remuneration for their services.
- 3.15 The Donor Coordinator will keep a list of past donors, maintain a Fund website, and provide information to donors about the Fund on a regular basis.
- 3.16 The Advisory Committee may appoint such sub-committees as it from time to time considers advisable. Members of sub-committees shall be appointed by, and hold office at the pleasure of the Advisory Committee. All members of any sub-committee must agree to comply with and be bound by these rules and procedures as a condition to their membership on the sub-committee, but members of the sub-committee do not have to be ‘members’ of the Advisory Committee. Sub-committees shall only have the power to make recommendations to the Advisory Committee about matters designated to the sub-committee by the Advisory Committee.
- 3.17 No error or omission of giving notice of any meeting or any such adjournment of meeting shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

PART 4 - REVISION OF RULES AND PROCEDURES

4.1

The Rules and Procedures may be revised, rescinded, altered or added to by Special Resolution at a meeting of the Committee where advance notice of the intended change has been given to the Members in advance of meeting where the change is to be considered.

DATED this 15th day of May, 2012.