

THE EVERGREENS FOUNDATION

CONSTITUTION AND BY-LAWS

Amended - February 7, 2004
- November 5, 2004
- February 9, 2006
- May 10, 2007
- April 8, 2010
- December 5, 2013

THE EVERGREENS FOUNDATION

Constitution and By-Laws

I. Title and Addresses

1. The name of the organization shall be The Evergreens Foundation as incorporated as a Management Body under Ministerial Order Number H: 192/94 – January 1, 1995.
2. The Foundation address shall be as follows:

The Evergreens Foundation
102 Government Road
Hinton, AB T7V 2A6

II. Effective Date

These By-Laws shall be effective on the date assented to by The Evergreens Foundation Board of Directors.

III. Purpose

1. The mission of The Evergreens Foundation is to provide citizens with affordable housing alternatives that promote quality of life and independence in a respectful and supportive manner. It is the Foundation's mission to accomplish this in a cost effective manner.
2. The purpose of the Foundation shall further be to manage and direct all aspects of business and finances for:

Parkland Lodge, Edson
Sunshine Place, Evansburg
Pine Valley Lodge, Hinton
Whispering Pines Lodge, Grande Cache
Alpine Summit Seniors Lodge, Jasper
Future projects approved by the Board of Directors
3. The purpose of the Foundation shall also be to manage seniors' self-contained apartments including but not limited to Heritage Court (Edson), Heatherwood Manor (Edson), Pine Grove Manor (Jasper) and Lion's Sunset Manor (Hinton); also Community Housing projects (Edson + Hinton) and the Rent Supplement and Direct Rent Supplement programs throughout our

boundaries, all subject to guidelines established by the Alberta Housing Act and any applicable Alberta Ministry.

4. All business shall be carried on in the manner stipulated by any agreements approved by the Board.

IV. Definitions

1. "Foundation" shall mean "The Evergreens Foundation" and "Management Body".
2. "Board" shall mean "Board of Directors of Evergreens Foundation".
3. "Directors" shall mean "Board of Directors of The Evergreens Foundation".
4. "Councils" shall mean "Councils of the Town of Edson, the Town of Hinton, the Town of Grande Cache, Yellowhead County, Municipal District of Greenview #16, Municipality of Jasper and Parkland County."
5. "Chairperson" shall mean "the elected Chairperson of the Board of Directors"; or in his/her absence, "the Vice-Chairperson" or in their absence "a Board Member as delegated by the Board to act as Chairperson".
6. "Corporation" shall mean "Alberta Social Housing Corporation".
7. Words in the singular include the plural and words in the plural include the singular.
8. Words imparting male persons include female persons and corporations.
9. "Administrator" shall mean "Chief Administrative Officer" or "CAO".
10. "Conflict of Interest" shall mean a pecuniary interest as defined by the MGA.
11. "Emergency Expense" shall mean an expense that is incurred to ensure the health and safety of all residents is maintained.

V. Board of Directors

1. The Board of Directors shall be composed of seven (7) members chosen as follows:

The Councils of the MD of Greenview #16, Town of Edson, Town of Hinton, Town of Grande Cache, Yellowhead County, Municipality of Jasper, and Parkland County shall each appoint one (1) councilor to sit on the Board.

The Board is responsible for:

- a) ensuring that the management body it governs operates efficiently and provides accommodation for those persons in greatest need of that type of housing
 - b) developing and evaluating the policies and programs of the management body, and;
 - c) carrying out the powers, duties, and functions expressly given to it under the applicable Acts.
2. The Board of Directors shall have the power to direct and control all business of the Foundation.
 3. The Board shall hire an Administrator to conduct the day-to-day business of the Foundation. This Administrator is answerable to the Board in all matters pertaining to the Foundation.
 4. The Board shall do an annual evaluation and performance appraisal of the Administrator.
 5. The Chairperson shall be the spokesperson for the Board except and unless the duty is delegated to another Board Member.
 6. A Board Member wishing to resign from the Foundation must do so in writing to the Foundation.
 7. If the contracting Municipality appointed an alternative representative to represent it in the absence of the director, then where such director is unable to attend the meeting of the Board, the afore-mentioned alternative representative may attend the meeting of the Board and participate in its business and vote in any question put to the Board as if he were a duly appointed member of the Board.

8. Board Member disqualification shall reflect Section 6 (1-4) of the Alberta Housing Act 1994 regulations and subsequent amendments to such Act.

VI. Director's Remuneration

1. Funds from the Foundation shall be made available for:
 - a) Directors shall receive mileage remuneration as per the current rate displayed on the Treasury Board of Canada's Travel Directive (appendix B), while on Foundation business.
 - b) Directors shall receive an Honorarium as determined from time to time, for meetings attended.
 - c) Directors shall receive full remuneration for "out of pocket" while on Foundation business and while attending Foundation approved conventions, seminars, meetings, etc.

VII. Power of the Board of Directors

1. The Board of Directors shall have and exercise all the powers of the Foundation, subject always to the provisions of:
 - a) The Statutes of Alberta;
 - b) The Laws of Canada, and;
 - c) The Foundation By-Laws and Constitutions.
2. Within the parameters set forth in the Alberta Housing Act and Regulations, the Board of Directors is vested with the power to make By-Laws for the Administration and Management of the body corporate and its properties and in particular but without restricting the generalities of the following:
 - a) Governing the holding of annual/organizational and special meetings of the Board of Directors.
 - b) Providing for the election at the annual meeting of a Chairperson from among the members of the Board to serve as such until the next annual meeting.
 - c) Providing for the appointment of a Vice- Chairperson who shall act in the stead of the Chairperson in his absence and who shall act as Chairperson upon the resignation from the Board of the elected Chairperson,

or upon his death, until a new Chairperson is elected at the next annual meeting.

- d) Providing for the appointment of an Administrator and such other officers as may be deemed necessary for the operation of the Foundation.
- e) Prescribing the books and records to be kept by the Foundation in accordance with accepted records management guidelines.
- f) Designating the signing officers of the Foundation and designating the official who shall be the custodian of the seal of the Foundation.
- g) Prescribing the method of appointing the employees of the Foundation, conditions of employment and governing dismissals and suspensions of employees.
- h) Prescribing priorities for selection of persons to be accommodated in the housing units operated by the Foundation.

VIII. Executive

- 1. The executive officers of the Foundation shall be a Chairperson and Vice- Chairperson and any other officers the Board deems necessary.
- 2. Said officers shall be elected at the annual organizational meeting of the Board, which follows the organizational meeting of the Councils.

IX. Meetings

- 1. Board meetings are open to the public, although a motion to exclude the public from parts or all of a meeting may be made.
- 2. Regular Board meetings shall be held a minimum of six (6) times and the schedule to be determined annually by the Board. Meetings will commence at 10 a.m. A regular board meeting date and or time may be changed by resolution of the Board.
- 3. The elected Chairperson when present will chair all meetings. In his or her absence, the Vice-Chair or appointee will chair the meeting.
- 4. The Chairperson may cancel any meeting upon notice to all Board Members.

5. The Chairperson of the Board may call special meetings of the Board whenever the Chairperson considers it expedient to do so, and shall call a special meeting of the Board when requested by a majority of the members of the Board.
6. Notice of a special meeting, stating the time and place at which it is to be held, and stating in general terms the nature of the business to be transacted at the meeting, shall be given to each member of the Board at least three (3) days before the day of the meeting.
7. The Chairperson may orally or by notice in writing call a special meeting of the Board on shorter notice than that required under subsection 65, but the special meeting may not be held unless:
 - a) the notice states the time and place at which the meeting is to be held and in general terms the nature of the business to be transacted at the meeting, and
 - b) at least two thirds (2/3) of the members of the Board give consent to the holding of the meeting.
8. No business other than that stated in the notice shall be transacted at any special meeting of the Board unless all the members of the Board present give unanimous consent to any other business that may be transacted.
9. When a special meeting is requested by a majority of the members of the Board, the meeting will be held within fourteen (14) days of the date on which the request was delivered to the Chairperson under subsection 6.
10. A majority of Board Members shall constitute a quorum.
11. An annual organizational meeting shall be held at the next regular Board meeting following the organizational meeting of the Councils.
12. Board meetings may be held by electronic form subject to policies approved by the board of directors.
13. Board meetings will use Robert's Rules of Order.

X. Voting

1. Each Board member present at a meeting shall vote unless ineligible to do so due to a declared conflict of interest.

2. Motions shall be carried by a simple majority of the votes cast by the Board members who vote (exceptions – Section X, Paragraph 3 and Section XX).
3. The Constitution and By-Laws shall not be altered or added to except by a motion passed by the majority of not less than two thirds of the Board members present.
4. There shall be no voting by proxy.
5. Voting shall be by a show of hands unless two (2) or more Board members request a vote by secret ballot.
6. Motions and nominations shall not require a second.

XI Employees, Agents, Officers:

1. The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such other persons as deemed necessary to carry out the objectives of the Foundation.
2. Such officers, agents and employees shall have such authority and shall perform such duties and shall receive such remuneration as from time to time may be prescribed by the Board.

XII Administration:

1. The Board shall appoint one (1) Administrator for the Foundation.
2. The Administrator shall receive such remuneration as prescribed by the Board.
3. The Administrator shall be responsible for all duties as prescribed by the Board, and as outlined in the job description attached hereto as Appendix A.
4. The Administrator shall be one of the signing authorities for the Foundation (Section XIV).

APPENDIX A

Authority of the Administrator

In order to carry out the responsibilities of the position, the Administrator has the authority to:

1. Hire, dismiss, promote, demote, reward or discipline any member of the Foundation employees, subject to the following provisions:
 - (a) The dismissal of a Manager shall be made in a written statement indicating the reasons for dismissal and the Board of Directors shall afford such person with reasonable opportunity to be heard before the Board of Directors in person, or through his solicitor or agent.
2. Implement any internal reorganization of responsibilities and duties required for the effective and efficient operation of the Foundation. If a major organizational change is effected the Administrator shall report such a change to the Board of Directors.
3. Be present at any meeting of the Board of Directors or Committee of the Board of Directors and be recognized to speak on any subject brought before the Board.
4. In case of emergency, incur any expenditure not previously approved by the Board of Directors, provided a detailed report on such expenditure and its need is presented to the next meeting of the Board.
5. Negotiate contracts, agreements and transactions required for the effective operation of the Foundation and to recommend the approval of such contracts, agreements and transactions by the Board of Directors.
6. Sign any order, agreement or document made or executed on behalf of the Foundation.
7. Take such other actions necessary to carry out the responsibilities assigned by the Board of Directors.

Specific Duties of the Administrator

The Administrator shall:

1. Attend all meetings of the Board of Directors and any committee meeting as required by the Board unless otherwise excused.
2. Undertake all other actions and duties required to carry out the responsibilities given and exercise the authority delegated by the Board as set out in the Administrator's by-Law, Position Description, and in any policy adopted by the Board of Directors.

XIII Books and Records:

The Directors shall ensure that all necessary books and records of the Foundation, as required by the Constitution and By-Laws and as required by any Federal and Provincial Statutes or By-Laws, are regularly and properly kept.

XIV Signing Authority and Seal:

1. The board shall determine signing authority and delegation by policies approved by the Board of Directors.

XV A. Budget:

1. The Administrator shall prepare yearly budgets, both operating and capital, for the Foundation.
2. The budgets shall be presented to the Board for its approval.
3. A copy of the capital and operating budgets shall be filed with the Minister, for information, by March 31 of the fiscal year.
4. The Budget shall be for January 1 to December 31, inclusive, of the same year.

B. Business Plan:

1. The Administrator shall prepare a three (3) year Business Plan for the Board to be presented to the Board for its approval.

Following Board approval, the three (3) year Business Plan shall be presented to the concerned Councils and Municipal Affairs.

XVI Borrowing Powers:

1. The Foundation may borrow money for the purposes of the Foundation by Promissory Note, Bank Draft or with the approval of the corporation, by the issue of bonds or debentures and for such purposes may mortgage or otherwise create a charge upon the real and personal property of the Foundation, but subject always to any regulations governing borrowing by bodies corporate created pursuant to the applicable Act.

XVII Audit:

1. The Board shall appoint an Auditor ~~at the Annual meeting each year~~ and tender for a 3-year period.
2. An audited statement shall be made available to the participating councils each year.
3. Any Board member shall not be appointed as Auditor.
4. An Administrator shall not be appointed as Auditor.

XVIII Banking:

1. At least one bank account shall be set up in a chartered bank within The Evergreens Foundation boundaries.
2. The Administrator shall have the power to invest as much money as possible in high interest accounts or term deposits in a chartered bank.
3. Signing authority shall be as Section XIV.
4. In this section, "securities" includes bonds, debentures, trust certificates, guaranteed investment certificates or receipts, certificates of deposit, deposit receipts, bills, notes and mortgages of real estate or leaseholds and rights or interests in respect of such securities.
5. A management body may only invest its money in the following:
 - a) Securities that are issued or guaranteed by the Crown in right of Canada or a province, or an agent of the Crown;

- b) Securities of a municipality, school division, school district, hospital district, or regional services commission in Alberta;
- c) Securities that are issued or guaranteed by a bank, treasury branch, credit union, or trust corporation;
- d) Units in pooled funds in any of the investments in clauses a to c;
- e) Shares of a corporation incorporated or continued under the Canada Business Corporations Act or incorporated, continued or registered under the Business Corporations Act, if the investment is approved by the Minister.

XIX Requisitions:

1. Requisitions to the member municipalities shall be based on an equalized assessment formula or a formula approved by the Minister(s).
2. Each member municipality shall pay its share of the requisitions within ninety (90) days, after notice of the amount of the requisition is given by the Foundation.

XX Alteration of Constitution and By-Laws:

The Constitution and By-Laws shall not be altered or added to except by a motion passed by a majority of not less than two-thirds (2/3) of the Board members (Section X-5).

XXI Cancellation:

All previous Constitutions and/or By-Laws of the Foundation are hereby cancelled and revoked.

XXII Effective Date:

December 5, 2013 and on further Amendments.