

EDMONTON SERVICE OFFICE SOCIETY

BYLAWS

Article 1

Name

1.01 The name of the registered incorporated entity shall be the “Edmonton Service Office Society”.

Article 2

Service Area

2.01 The service area of this Society shall include the City of Edmonton and any adjacent or remote cities, towns or municipalities containing W.S.O. (World Service Office) registered Narcotics Anonymous groups where it is found to be mutually desirable to be so associated.

Article 3

Purposes

3.01 The purposes of this Society shall be to provide services to the public and members of the Fellowship of Narcotics Anonymous as may be decided by the society in keeping with the aims of the fellowship. The purposes are to help make available the program of recovery that has been developed by the Fellowship of Narcotics Anonymous.

Article 4

Nonpartisan Activities

4.01 This society has been formed under the Societies Act, RSA 1980, Chapter S-18, for the public purposes described above, and it shall be non-profit and nonpartisan. No substantial part of the activities of the Society shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on the behalf of any candidate for public office or for or against any cause of measure being submitted to the people for a vote. The Society shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

Article 5

Dedication of Assets

5.01 The properties and assets of this non-profit society are irrevocably dedicated to the promotion of social welfare. No part of the net earnings, properties or assets of this Society on dissolution or otherwise, shall inure to the benefit of any private person or individual, any member, or trustee of this Society. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to the next higher level of service of the Fellowship of Narcotics Anonymous, namely, the AI-Sask Regional Office of the Fellowship of Narcotics Anonymous, for the purpose of continuing the work of the Fellowship.

Article 6

Members

6.01 MEMBERSHIP

- a) Anyone who is a recovering addict is eligible to become a member of the Society provided he or she has a minimum of three years continuous clean time.**
- b) All members of the society shall be members of the Board of Trustees and shall have all the rights and obligations set out herein for Trustees.**
- c) The conditions for expulsion shall be as for Trustees as per 7.06 of this document.**

d) Any member may voluntarily withdraw upon written presentation to the Board of Trustees at the next general meeting of the Board.

e) Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the board. All rights which would otherwise vest under the Societies Act, RSA 1980, and Chapter S-18 in the members shall vest in the Board.

Article 7

Trustees

7.01 POWERS

a) The business and affairs of the Society shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees, subject to the approval of the Edmonton Area Service Committee of Narcotics Anonymous.

b) Without prejudice to these general powers, and subject to the same limitations, the Trustees shall have the powers to:

i) Select and remove all agents, and employees of the Society; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; fix their compensation. Officers will be appointed by the Edmonton Area Service Committee (ASC).

ii) Change the principal executive office or the principal business office in the City of Edmonton, Alberta from one location to another; cause the Society to be qualified to do business in any other province, territory, or country and conduct business within or outside the Province of Alberta for the holdings of any meeting or meetings, including annual meetings.

iii) Adopt, make, and use a corporate seal.

iv) Borrow money and incur indebtedness on behalf of the Society and cause to be executed and delivered for the Society's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

v) Any recommendations put forward by the Trustees in exercising of these general powers, which is outside of previously approved ASC procedures, must be given approval by the ASC prior to implementation.

7.02 NUMBER AND QUALIFICATIONS OF TRUSTEES

The society shall have a minimum of five (5) and a maximum of twelve (12) Trustees and collectively they shall be known as the Board of Trustees (BOT). The exact number of Trustees will be mandated, within the prescribed limits, by the ASC as conditions dictate.

QUALIFICATIONS

The members of the Board of Trustees shall have a minimum of three (3) years of “Clean Time” as defined by the Program of Narcotics Anonymous. In addition it is recommended that all members of the Board have a minimum of six (6) months active service with the ASC or one of its subcommittees. The executive positions of the BOT will be chosen by the BOT and ratified by the ASC.

7.03 ELECTION/DESIGNATION OF TRUSTEES

Initial Board to be appointed by the ASC using established election procedures, thereafter all Board appointees will be elected by following ASC election procedures. This can be amended as needed by the ASC.

7.04 TERM

Any trustee elected or designated under the provisions of these Bylaws shall be eligible for re-election or appointment without limitation on the number of terms served, provided such Trustee continues to meet the qualifications required by Section 7.02 of these Bylaws. Plus:

- a) one (1) year term;
- b) Unlimited number of terms as a member of the BOT;
- c) Maximum of two (2) consecutive terms in any one BOT position; and

d) Each year a commitment by any three (3) trustees will be made to the ASC to stay on for two years to provide continuity.

7.05 VACANCIES

Vacancies for any cause will be filled at the discretion of the ASC.

7.06 REMOVAL OF TRUSTEES

a) Removal, with cause, of Trustees will be as per established ASC guidelines and bylaws.

b) The Board may declare vacant the office on any incumbent trustee who has been:

i) Declared of unsound mind by a final order of a court;

ii) Convicted of an indictable offense while serving on the Board of Trustees;

iii) Found by a final order or judgment of any court to have breached statutory duties relating to a trustee's standard of conduct; or

iv) Found by the Board to have failed to attend or participate in any other manner as provided by herein, two (2) or more consecutive meetings, or four (4) meetings in total, of the board; provided, however, that any of the four (4) designated Trustees heretofore described as appointed by ASC shall be removed pursuant to this section only in conjunction with the written consent of the ASC or by written consent of such individual as the ASC may designate for this purpose.

c) No trustee shall be removed without cause.

d) The vote necessary to remove any trustee on any of the foregoing causes shall be a majority of the other trustees present as a duly held meeting at which a quorum is present or in the alternative such removal may be accomplished by the unanimous written consent of the other trustees without a meeting.

e) An action challenging the validity of any removal of a trustee must be commenced within six (6) months after the removal. After the six (6) month period, the removal is conclusively presumed valid, in the absence of fraud.

f) Each of the respective entities that have responsibility and authority to appoint or elect members to the Board shall separately establish such procedures for accomplishing these

tasks. Each entity shall make provision for the replacement of the individual or individuals they elect or appoint when their appointee or electee vacates the position prior to the term of office for which they were elected.

g) Said trustees shall continue to serve in the capacity of designated trustees until their replacement is selected and seated unless he is removed, refuses to serve or fails to serve in such capacity, in which case his seat may be filled by compliance with these other provisions. Nothing herein shall be construed as limiting the selecting committee's right to reappoint any trustee to serve consecutive or additional terms provided each such trustee shall continue to qualify under Section 7.02 hereof.

h) A member removed from the Board of Trustees for lack of attendance as per bylaw cannot be re-elected to the Board for not less than one year from the date of removal.

i) Any member removed from the Board of Trustees for Behavior Unbecoming shall not be eligible to hold a position on ESOS for a period of not less than 3 years from the date of termination.

7.07 MEETINGS OF THE SOCIETY

a) All meetings of the Board of Trustees are deemed to be meetings of the Society and all rules with respect to quorum, voting and notice shall apply.

b) The Annual General Meeting of the Board of Trustees shall be deemed to be the Annual General Meeting of the membership.

c) Any Special Meeting of the Board of Trustees shall be deemed to be a Special Meeting of the membership.

d) The Annual/General Meetings of the Society may be called at any time by the Secretary upon the instructions of the Chairperson of the BOT by notice in writing to the last known address of each member, delivered in the mail eight days prior to the date of such meeting.

7.08 TRUSTEES MEETINGS

a) Trustees are required to report monthly to the ASC.

b) Meetings are to be held as required.

c) Meetings are to be arranged in cooperation with involved ASC sub-committees.

- d) Annual General Meeting of the Board of Trustees is to be held during the month of July, prior to the July ASC meetings.**
 - e) All meetings of the BOT are to be open to the members of NA, as observers only.**
 - f) Only the Annual General Meeting is to be advertised as to the time and place by the BOT, all other meetings will be advertised at the discretion of the BOT.**
 - g) The Board of Trustees can invite any non-BOT observers to participate, at their discretion.**
 - h) Any NA member can make a written submission to the BOT.**
 - i) ASC Chair and Vice-Chair are deemed to be defacto non-voting participants.**
 - j) De Facto non-voting participants are NOT eligible to hold a voting position on the Board of Trustees.**
 - k) Every member present at a meeting of the Board of Trustees shall have a right to vote.**
- There shall be no votes by proxy.**

7.09 SPECIAL MEETINGS

Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board or the Vice-Chairperson, the Secretary, any two Trustees, or the ASC.

- a) Notice of the time and place of special meeting shall be given to each trustee by one of the following methods:**
 - i) By personal delivery of written notice;**
 - ii) By first class mail, postage paid;**
 - iii) by telephone communication, either directly to the Trustee or to a person at the Trustee's home who would reasonably be expected to communicate such notice promptly to the Trustee; or**
 - iv) By telegram, charges prepaid. All such notices shall be given or sent to the Trustee's address or telephone number as shown on the records of the society.**
- b) Notice sent by first class mail shall be deposited into a Canadian mail box at least eight (8) days before the time set for the meeting. Notices given by personal delivery, telephone, or**

telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

c) The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the Society.

7.10 QUORUM

A simple majority of fifty-one (51) percent of the current number of Trustees shall constitute a quorum for the transaction of business.

7.11 ADJOURNMENT

A majority of the trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Trustees who were not present at the time of the adjournment.

7.12 ACTION WITHOUT A MEETING

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any trustee who has a material financial interest in a transaction to which the corporation is a party and who is an "interested trustee" as defined in the Alberta Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

7.13 COMPENSATION AND REIMBURSEMENT OF EXPENSES

Trustees shall serve without compensation, but may receive such reimbursement of expenses as the Board may determine by resolution to be just and reasonable as to the Society at the time that the resolution is adopted.

7.14 COMMITTEES

a) The board, by resolution adopted by a majority of the Trustees then in office, may create one or more committees, each consisting of two or more trustees and persons who are not trustees, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of trustees then in office. The board may appoint one or more trustees as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

i) fill vacancies on the Board or on any committee that has the authority of the board;

ii) Fix compensation of the trustees for serving on the board or on any committee;

iii) Amend or repeal Bylaws or adopt by Bylaws;

iv) Amend or repeal any resolution of the board that by its express terms is not so amendable or repeal able; or

v) Create any other committees of the Board or appoint the members of committees of the board.

b) Meetings and action of committees of the Board shall be governed by, held, and taken in accordance with the provision so these Bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee, provided they are consistent with these Bylaws, or in absence of rules adopted by the Board, the committee may adopt such rules.

Article 8

Officers/Agents

8.01 OFFICERS OF THE SOCIETY

The officers of the Society shall be a Chairperson, Vice-Chairperson, a Secretary, and a Treasurer. The Society may also have, at the board's discretion, one or more assistant secretaries, one or more assistant treasurers, and such other agents as may be appointed in accordance with section 8.03 of these Bylaws. Any number of offices may be held by the same person, except the chairperson and the secretary. Any person who qualifies under these Bylaws to sit as a trustee of the Society shall be qualified to be an officer.

8.02 ELECTION OF OFFICERS

The officers of the Society, except those appointed under Section 8.03 of these Bylaws shall be chosen annually by the Board and shall serve at the pleasure of the Board. Officers of the Society shall serve without compensation.

8.03 OTHER AGENTS

The board may appoint and may authorize the chairperson of the board, to appoint any other agents that the Society may require. Each agent so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

8.04 REMOVAL OF OFFICER OR AGENT

Any officer may be removed by the Board or ASC.

8.05 RESIGNATION OF OFFICERS OR AGENT

Any officer or agent may resign with one (1) months notice in writing as per ASC Bylaws.

8.06 VACANCIES IN OFFICE

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to the office.

8.07 RESPONSIBILITIES OF OFFICERS

a) Chairperson of the Board. If a Chairperson of the board is elected, he or she shall preside at meetings of the board and shall exercise and perform such other powers and duties as the board may assign from time to time. The Chairperson shall also be the chief executive officer and shall have the powers and duties of the Society prescribed by these Bylaws. Subject to such supervisory powers as the Board may give, if any, and subject to the control of the board, the Chairperson shall be the general manager of the Society and shall supervise, direct and control the Society's activities, affairs and officers.

b) Vice-Chairperson. If the chairperson is absent or disabled, the Vice-Chairperson shall have all powers of and be subject to all the restrictions on the Chairperson. The Vice- Chairperson shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

c) Secretary.

i) Book of Minutes

The Secretary shall keep or cause to be kept, at the Society's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, and the names of those present at board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in Alberta, a copy of the articles of incorporation and bylaws, as amended to date.

ii) Notices, Seal, and Other Duties

The Secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by these bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

d) Treasurer.

i) Books of Account

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Society's properties and transactions. The Treasurer shall send or cause to be given to the trustees such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any trustee or ASC at all reasonable times.

ii) Deposit and Disbursement of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Society with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the Chairperson of the board, and to the board, when requested, an account of all transactions as treasurer and of the financial condition of the Society, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

iii) Bond

If required by the board, the Treasurer shall give the Society a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Article 9

Borrowing

9.01 BORROWING

The Society, its members, trustees, agents or employees may not borrow or incur debt without the specific authorization of the ASC.

Article 10

Insurance

10.01 INSURANCE

The Society shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, trustees, employees, and other agents, against any liability asserted against or incurred by any officer, trustee, employee, or agent in such capacity or arising out of the officer's, trustee's, employee's or agent's status as such.

Article 11

Records and Reports

11.01 MAINTENANCE OF CORPORATE RECORDS

The Society shall keep:

- a) Adequate and correct books and records of account; and
- b) Minutes in written form of the proceeding and of its board and the committees of the board.

All such records shall be kept at the Society's principal executive office, or if it's principal executive office is not in the Province of Alberta, at its principal business office in this Province.

11.02 AUDITING

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditors at the Annual Meeting of the society. The fiscal year of the society will be June 1st to May 31st.

11.03 INSPECTION OF ARTICLES AND BYLAWS

The Society shall keep at its principal executive office, or if its principal office is not in the Province of Alberta, at its principal business office in this province, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the officers and trustees at all reasonable times during office hours. If the principal executive office of the Society is outside the Province of Alberta and the corporation has no principal business office in this Province, the Secretary shall, on written request of any officer or trustee, furnish to that person a copy of the articles and bylaws as amended to date.

11.04 EFFECTIVE DATE OF THE BYLAWS

These Bylaws shall become effective upon their adoption. Amendments hereto shall become effective immediately on their adoption unless the Board or members in adopting them as hereinafter provided, provide that they are to become effective at some other date.

11.05 INSPECTION BY TRUSTEES

Every trustee shall have an absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Society and each of its subsidiary corporations. This inspection by a trustee may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

11.06 ANNUAL REPORT

The board shall cause an annual report to be sent to the trustees within one hundred and twenty (120) days after the end of the Society's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.**
- b) The principal changes in assets and liabilities, including trust funds.**
- c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.**

- d) The expenses or disbursement of the corporation for both general and restricted purposes.
- e) Any information required by Section 11.05 of these bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the Society's books and records.

11.07 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

No later than one hundred and twenty (120) days after the close of the Society's fiscal year the Society shall prepare and mail or deliver to each trustee a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- a) Any transaction(s) in which the Society, its parent or its subsidiary was a party, and in which any trustee or officer of the Society, its parent or subsidiary had a direct or indirect financial interest.
- b) Any indemnification's or advances aggregating more than \$10,000.00 paid during the fiscal year to any officer or trustee of the Society.

Article 12

Prohibition Against Sharing Profits or Assets

12.01 No trustee, officer, employee or other person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered or expenses incurred to or for the Society affecting its purposes as shall be fixed by resolution of the board.

Article 13

Affiliation With Other Organizations

13.01 This Society is a service entity which serves a function within the society of an organization known as Narcotics Anonymous. In so doing, it endorses the aims, goals and purposes of that organization, and in fact, by special endorsement per Section 13.02 hereinafter, it operates under the guidelines of the “Twelve Traditions” and “Twelve Concepts of N.A. Service” as espoused by the Narcotics Anonymous Society.

13.02 All trustees and officers of this Society shall be, and are, subject to, and will abide by, the principles of the “Twelve Traditions” and “Twelve Concepts of N.A. Service” as set forward in World Service Conference approved literature, and shall abide by motions adopted at each ASC meeting and implement decisions reached by the ASC as they pertain to operation of this Society. It is herein specifically acknowledged that this Society acts as a fiduciary in its dealings with the ASC and the Fellowship of Narcotics Anonymous.

Article 14

Construction and Definitions

14.01 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Societies Act shall govern the construction of these bylaws. Without limiting the generality of the above the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Society and a natural person.

Article 15

Amendments

15.01 The board may adopt, amend or repeal bylaws at any regular or special meeting of the membership, subject to ASC approval by a "Special Resolution".

DATED this 16th day of July , 2013