

**CENTRAL ALBERTA SPORT AUTHORITY SOCIETY
BYLAWS**

ARTICLE ONE
DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

- (a) **"Act"** means the *Societies Act*, R.S.A. 2000, c. S-14 and its regulations, as amended from time to time, and any statute and regulations that may be substituted therefore;
- (b) **"Auditor"** means at least two (2) members of the audit committee who are not disqualified to act as the Auditor as described in Article 8.6 or a chartered professional accountant regulated by Chartered Professional Accounts Alberta;
- (c) **"Annual General Meeting"** means the annual general meeting of the Members of the Society to be held in accordance with the time periods specified in the Act and in accordance with Article 6.1 herein;
- (d) **"Board"** means the Board of Directors of the Society;
- (e) **"Bylaws"** means these Bylaws of the Society, as amended from time to time;
- (f) **"Chief Executive Officer"** means the authorized person who shall be responsible for day-to-day operations of the Society as directed by the Board;
- (g) **"Directors"** means the persons who have been duly elected or appointed to the Board, and **"Director"** means any one of the Directors;
- (h) **"electronic"** means in respect of attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms;
- (i) **"Executive Committee"** means the executive committee of the Society, to be appointed in accordance with, and to have the powers specified in, Article 4.2;
- (j) **"LSO"** means any local sports organization approved by the Board that operates a sports organization or community recreation-based organization that has its principal place of business in the Region;
- (k) **"Meeting"** means the Annual General Meeting or a Special Meeting, as the case may be;
- (l) **"Member"** means any person that satisfies the requirements for membership in the Society as described in Article 2 of these Bylaws;
- (m) **"Membership Fee"** means the annual membership fee that may be established by the Board required for membership in the Society;
- (n) **"Objects"** means the objects of the Society as filed with the Registrar of Corporations in the Province of Alberta;
- (o) **"Officer"** means President, Vice-President, Secretary and Treasurer and any other such officers as the Board may determine from time to time, and pursuant to the Articles of the Society.

- (p) **"Ordinary Resolution"** means a resolution passed by a majority of the Members at a properly convened Meeting or a resolution in writing signed by a majority of the Members. For the purposes herein, a resolution in writing includes resolutions passed by email or other electronic means and any such resolutions by email or other electronic means are passed when a majority of the Members vote in favour of the resolution notwithstanding that some Members have not voted on the resolution;
- (q) **"Past President"** means the Past President of the Society;
- (r) **"President"** means the President of the Society;
- (s) **"Region"** means the area designated by the Board by a majority vote, as amended from time to time;
- (t) **"Register of Members"** means the register of Members of the Society to be established and maintained in accordance with these Bylaws;
- (u) **"Registered Office"** means the registered office for the Society from time to time;
- (v) **"Secretary"** means the Secretary of the Society;
- (w) **"Society"** means Central Alberta Sport Authority;
- (x) **"Special Advisors"** means the persons who have been appointed by the Board to act as Special Advisors to the Board as set forth in Article 3.8;
- (y) **"Special Meeting"** means a meeting of the Members that is not designated by the Board to constitute the Annual General Meeting;
- (z) **"Special Resolution"** means:
 - (i) A resolution passed:
 - (A) At a Meeting of which not less than twenty-one (21) days' notice to Members specifying the intention to propose the resolution has been duly given; and
 - (B) By the vote of not less than seventy-five (75%) percent of those Members who vote in person or by proxy at such Meeting;
 - (ii) A resolution proposed and passed by the vote of not less than seventy-five (75%) percent of those Members who vote in person or by proxy at a Meeting of which less than twenty-one (21) days' notice has been given, if all the Members of the Society so agree; or
 - (iii) A resolution consented to in writing by all the Members of the Society.
- (aa) **"Treasurer"** means the Treasurer of the Society; and
- (bb) **"Vice President"** means the Vice President of the Society.

1.2 Interpretation

In these Bylaws, the singular shall include the plural and vice versa and the masculine shall include the feminine and vice versa and any reference to **"person"** shall include an individual, firm, partnership, body corporate, corporation, trust and society. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to the statute or section as the case may be. Definitions contained in the preceding paragraph are not exhaustive of the defined terms

or expressions used in the Bylaws and other terms or expressions may be defined throughout the Bylaws. Words and expressions which have a special meaning assigned to them in the Act have the same meaning in these Bylaws, as amended from time to time, or in any statute or statutes passed in substitution therefor. In the event of a conflict between any provision in the Act and the terms and conditions in these Bylaws, the Act prevails.

ARTICLE TWO

MEMBERSHIP

2.1 Responsibilities of Membership

- (a) Every person holding a membership in the Society shall uphold the Objects and comply with the Bylaws of the Society. Persons holding membership undertake a duty of utmost good faith towards the Society. Any act of a person holding membership that relates to the Objects or business of the Society that is inconsistent or incompatible with the Objects or Bylaws of the Society is, to the extent of the inconsistency or incompatibility, of no force or effect.
- (b) Every person holding membership in the Society is responsible for the maintenance in good standing of their membership in the Society.
- (c) Every Member of the Society is entitled to receive notice of, attend, and be heard at the AGM in accordance with Article 6 of these Bylaws. Nothing in this or any other provision of the Bylaws shall restrict or abrogate the Board's power and authority conferred on the Board in Article 4 of these Bylaws.

2.2 Classes of Membership

The Society shall have one (1) class of Members unless the Board creates another class of Member having the rights, privileges, restrictions and obligations designated by the Board.

2.3 Membership

- (a) Membership in the Society shall be open to any person that satisfies the following requirements:
 - (i) the person is a LSO;
 - (ii) the person pays any Membership Fee that is assessed by the Board (but for greater certainty the Board may elect not to assess a Membership Fee as a requirement of membership). The Board may, but is not obligated to, assess a Membership Fee by providing notice to the Members no later than thirty (30) days prior to the start of its fiscal year. If the Board assesses a Membership Fee, Memberships expire each year unless the membership is renewed on or before the start of the next fiscal year. If a Membership Fee is assessed by the Board, the Membership Fee must be paid by the start of the fiscal year in order for a person to be a Member for that year. For greater certainty, any person that fails to pay a Membership Fee assessed by the Board by the start of the fiscal year is ineligible to vote at any Meetings of the Members and ceases to be a Member for that year;
 - (iii) the person completes an application for membership in the Society in a form required by the Board which application is approved by the Board; and
 - (iv) if another class of membership is designated by the Board, such person satisfies the requirements designated by the Board for such additional class of membership.

- (b) The Society shall maintain the Register of Members at the business office of the Society.

2.4 Powers of Members

- (a) Membership in the Society shall entitle that person to receive notice of, attend at, and be heard at Meetings of the Society in accordance with Article 6 of these Bylaws. No right of membership shall be construed to restrict or abrogate the Board's power or authority conferred on the Board by Article 4 of these Bylaws.
- (b) Members of the Society shall be entitled to vote, in person or by written proxy, on all resolutions to be voted upon at all Meetings or any proposed written resolutions of the Members.

2.5 Termination of Membership

- (a) Any Member who desires to withdraw from membership within the Society shall notify the Board in writing to that effect, and on receipt by the Board of such notice, the Member shall cease to be a Member of the Society. Any Member who fails to pay the Membership Fee when due, if a Membership Fee has been assessed by the Board, the Member shall cease to be a Member of the Society.
- (b) A Member may be expelled from the Society by resolution of the Board at a Meeting called for that purpose but only after:
 - i. seven (7) days' notice of the Meeting has been provided to the Member to be expelled summarizing and outlining the reasons for the proposed expulsion; and
 - ii. the Member to be expelled has been given an opportunity at that Meeting to make representations as to why he or she should not be expelled.
- (c) At the Meeting of the Members, after the Member to be expelled has been given an opportunity to make representations as to why he or she should not be expelled, the Board may affirm the resolution of the Board to expel the Member or may vote to override the previous resolution of the Board and elect not to expel the Member.
- (d) In the event of the expulsion of the Member, no Membership Fees are reimbursable to the expelled Member.
- (e) The Board's decision regarding the issue of expulsion shall be final and binding on the Member.

ARTICLE THREE **DIRECTORS**

3.1 Number of Directors

The Board shall consist of a minimum of seven (7) Directors and a maximum of twelve (12) Directors. The Board shall comprise of up to four (4) Directors appointed by the Members. For each ten (10) Members, the Members are entitled to appoint one (1) Director to a maximum of four (4) Directors with a maximum of one (1) Director per sport. For greater certainty, the Director(s) appointed by the Members must be from different types of sports and recreation based activities. By way of example, only one (1) Director appointed by the Members may be from a baseball organization. The remaining Directors shall be appointed by the Nominating Committee as hereinafter described. The Past President is not a Director and shall not be counted in the calculation of the number of Directors.

3.2 Nominating Committee

The Nominating Committee shall be comprised of the President, Vice-President, Chief Executive Officer and the Past President, and such other Director's as may be appointed to the Nominating Committee by the President, Vice-President, and Chief Executive Officer unless an Officer's appointment is otherwise terminated at the discretion of the Board. The Nominating Committee shall be responsible for nominating and appointing Directors to the Board other than Directors appointed by the Members pursuant to Article 3.1. Directors appointed by the Nominating Committee are not subject to a vote of the Members.

3.3 Qualification of Directors

- (a) Each Director shall be at least eighteen (18) years of age.
- (b) The following persons are ineligible from being a Director of the Society:
 - (i) Anyone who:
 - (A) is an undischarged bankrupt;
 - (B) is a represented adult as defined in the *Adult Guardianship and Trusteeship Act* (Alberta), is subject to an Enduring Power of Attorney that comes into effect on the mental incapacity of the Director, or is the subject of an admission certificate or renewal certificate issued under the *Mental Health Act* (Alberta); or
 - (C) has been found to be a person of unsound mind or incompetent to handle his or her own affairs by a Court of competent jurisdiction in Alberta or otherwise;
 - (D) is convicted of an indictable offence for which the person is liable for a term of imprisonment of not less than two (2) years;
 - (ii) A person who is not an individual.

3.3 Election of Directors and Term of Office

- (a) The Board shall be elected by simple majority of the Members at the Annual General Meeting for terms of two (2) years, through a show of hands unless a poll is demanded, in which event such election shall be made by ballot.
- (b) The terms of the elected members of the Board shall be staggered, and at the first meeting of the Board of Directors the Directors shall draw lots for a one (1) year term, or a two (2) year term. Each Director will serve the term drawn. All subsequently elected Directors shall be elected to a two (2) term and shall serve until their successor has been elected and qualified. Directors may be elected to a maximum of three (3) consecutive terms. After three (3) consecutive terms, a Director must be vacant from the Board for two (2) years before being eligible for re-election to the Board.
- (c) If an insufficient number of successors are elected to the Board, persons previously elected continue to hold office upon their consent to do so until their successors are duly elected.
- (d) A person does not have to attend a Meeting to be elected a Director but must have consented to act as a Director before the election may be made concerning that person.

3.4 Termination of Directors

- (a) A Director shall cease to be a Director of the Society:
 - (i) if a Director shall resign his office by delivering a written resignation to the President or Secretary of the Society;
 - (ii) upon the death of a Director;
 - (iii) upon his or her becoming disqualified as a Director as specified in Article 3.2(b) of these Bylaws; or
 - (iv) if the Director was appointed by the Nominating Committee, the remaining Directors appointed by the Nominating Committee (excluding the Director whose directorship is subject to the vote) vote to remove such Director.
- (b) If a Director ceases to hold office as prescribed in Article 3.4(a), the remaining Directors may appoint a replacement Director take the place of the former Director. A Director so appointed holds office until the expiration of the former Director's term. Any replacement Director is eligible for re-election upon the expiration of the former Director's term.

3.5 Removal of Directors

The Members may by Special Resolution remove any Director appointed by the Members before the expiration of his or her term of office and may, by majority vote, elect a successor to complete the remainder of his or her term.

3.6 Motions Passed

No rule, motion or resolution made or passed by the Society shall invalidate a prior act of the Directors that would have been valid if that rule, motion or resolution had not been made or passed.

3.7 Remuneration of Directors

The Directors of the Society are not entitled to receive any remuneration or compensation for their services as Directors but may be reimbursed for all out of pocket expenses directly and reasonably incurred in connection with the necessary business of the Society.

3.8 Special Advisors

The Board may, but shall not be obligated to, appoint up to five (5) Special Advisors. Each Special Advisor shall be at least eighteen (18) years of age and shall not be disqualified pursuant to Article 3.3(b) to act as a Director provided that and for greater certainty, Special Advisors shall not be members of the Board. Special Advisors may join any meetings of the Board and attend any Meetings. The Special Advisors have no voting rights on the Board or at any Meetings. The Board may by ordinary resolution of the Directors remove any person appointed as a Special Advisor.

ARTICLE FOUR **POWERS OF DIRECTORS**

4.1 Administer Affairs

The Directors of the Society may administer the affairs of the Society in all things that make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by these Bylaws or otherwise authorized to exercise and do.

4.2 **Executive Committee**

- (a) The Board may appoint the Executive Committee which, if appointed, shall be comprised of the President, Vice-President, Secretary and Treasurer and Chief Executive Officer, unless an Officer's appointment is otherwise terminated at the discretion of the Board.
- (b) The Board may delegate certain matters to the Executive Committee. The Executive Committee shall carry out and report to the Board with respect to all administrative, supervisory, planning and other such functions as may be delegated to it by the Board, subject always to the direction and control of the Board. The Board may at any time dissolve the Executive Committee.
- (c) The removal of a Director pursuant to Article 3.5 shall also constitute the removal of that Director as a member of the Executive Committee, if applicable.

4.3 **Delegated Authority**

The Board may appoint such committees and sub-committees from amongst the Directors and Members from time to time as they deem necessary or desirable. Any person willing and in the opinion of the Board, suitable, to act on such committee or sub-committee may be appointed by the Board to such committee or sub-committee whether or not he or she is a Director or Member of the Society. Every such committee or sub-committee shall be subject to the control of the Board and shall comply with any regulations that may, from time to time be imposed by the Board. The Board may at any time dissolve the committee or sub-committee or terminate any appointment thereto. The President of the Society shall be an ex-officio member of all committees or sub-committees.

4.4 **Expenditures**

The Directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an Officer or Officers of the Society the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the Objects of the Society.

4.5 **Borrowing Power**

- (a) The Directors of the Society may from time to time:
 - i. borrow money on the credit of the Society;
 - ii. issue, reissue, or sell a pledge, debt or obligation of the Society;
 - iii. charge mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any obligation of the Society; and
 - iv. delegate the powers conferred on the Directors under bylaw to such officer or officers of the Society and to such extent and in such manner as the Directors shall determine.
- (b) From time to time, the Directors may authorize any Director(s), Officer(s) or employee(s) of the Society or any other person(s) to grant security for and on behalf of the Society for any monies borrowed or to be borrowed as aforesaid and to negotiate the terms and conditions of the loan thereof with power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any monies borrowed or remaining due that the Directors may authorize.

- (c) Notwithstanding anything contained in this Article 4.5 to the contrary, the Board may not, without the approval of the Members evidenced by a Special Resolution:
- (i) sell or otherwise dispose of all or substantially all of the assets of the Society;
 - (ii) make any Capital Expenditures exceeding in the aggregate \$100,000.00 in any one Fiscal Year.

For the purpose hereof "**Capital Expenditures**" as used herein means any expenditures which in accordance with generally accepted accounting principles are chargeable to the capital account.

4.6 Fund Raising and Acquisition of Property

The Board of Directors shall take such steps as they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects of the Society, and in particular, without limiting the generality of the foregoing, the Society may:

- (a) accumulate from time to time part of the fund or funds of the Society and income therefrom subject to any statutes or laws from time to time applicable;
- (b) invest and re-invest the funds of the Society in such manner as determined by the Directors, and in making such investments, the Directors shall not be limited to investments authorized by law for Trustees, provided such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;
- (c) solicit, acquire, accept and receive donations, bequests, legacies and grants, or subscriptions of money or real or personal property and to enter into agreements, contracts and undertakings incidental thereto;
- (d) acquire by purchase, lease, devise, gift, exchange or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Society or for carrying on its charitable undertakings, and when no longer necessary to sell, dispose of and convey the same or any part hereof;
- (e) acquire by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable;
- (f) in the absence of any direction by the donor of assets other than monies, to hold, manage, improve, develop, exchange, lease, sell, or otherwise deal with the real or personal property from time to time held by the Society and to retain any real or personal property in the form in which it may be received by the Society for such length of time as the Society may determine is desirable for the actual use and occupation of the Society or for carrying out the charitable objects of the Society;
- (g) to enter into any arrangements with any public authorities or agencies that are consistent with the Society's Objects or to obtain from any such authority any rights, privileges and concessions which the Society may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (h) to invest funds of the Society in such manner as the Directors may determine in those investments authorized by law for charitable organizations;

- (i) to make such representations as the Society deems necessary for the furtherance of its objects; and
- (j) to do all such other things as are incidental or conducive to the attainment of the Society's Objects.

4.8 General Powers

(a) Without limiting the generality of the foregoing and the other powers conferred upon the Board by these Bylaws and by the Act, it is hereby expressly declared that the Board shall have the following powers:

- (i) to establish its own procedures and policies and to make rules and regulation from time to time for the governance of the Society and to regulate the Members;
- (ii) to delegate powers to a committee consisting either wholly of a Director or Directors, or partly of a Director or Directors, and partly of such other Members or such other persons as the Board shall think fit;
- (iii) to investigate and report upon or execute and carry out any special matter falling within the powers of the Board;
- (iv) specify and designate the Directors, Officers and employees of the Society who may have signing authority on any bank account, term deposit or other investment of the Society provided that at least two (2) Officers are required on all bank accounts and for all cheques;
- (v) to hire and terminate employees of the Society;
- (vi) to retain on such terms as the Board deems necessary and appropriate contractors and consultants to and for the Society;
- (vii) to purchase and maintain insurance for the benefit of the Directors and Officers of the Society against any liability incurred in their capacity as Officers or Directors of the Society;
- (viii) to delegate any of the powers granted to the Board, to an Officer, or employee of the Society.

4.8 Agents and Employees

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such person shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointments.

ARTICLE FIVE **PROCEEDINGS OF DIRECTORS**

5.1 Place of Meetings and Notice

- (a) The Directors may meet together at the place they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they deem fit. A meeting of the Board may be convened at any time by the President or in the President's absence by the Vice President, provided that the President or Vice President shall convene a meeting of the Board when requested to do so by any other Director and at least once every three (3) months.

- (b) Notice of any meeting of the Board shall be communicated to each Director in a manner prescribed in Article 11, or by in person (by telephone communication or face-to-face) from the President or Secretary provided that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held. All such consents shall be filed with the corporate records of the Society and made part of the minutes of the meeting of the Board.
- (c) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting provided that any Director not present at such meeting waives notice of such meeting and ratifies and approves of, in writing, any or all proceedings taken or had thereat. All such waivers and ratifications shall be filed with the corporate records of the Society and made a part of the minutes of the meeting of the Board.
- (d) In addition to the Members' rights set forth in Article 2.4, the Board may hear from non-Members who are invited by any Director to attend a Board meeting, unless the Board by majority vote resolves not to hear from the non-Member at such Board meeting.
- (e) The Board may appoint a regular time and place for meetings, and no further or other notice of such time and place other than the entry of such resolution in the minutes of the meeting at which it was passed shall be necessary.

5.2 Quorum

A majority of the Directors shall form a quorum for the transaction of business by the Board.

5.3 First Meeting of New Board

Provided a quorum of Directors be present, each newly-elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

5.4 Conduct of Meetings and Voting

- (a) The President shall act as chairperson of all meetings of the Board, but if at any meeting the President is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President shall act as chairperson, and if neither is present the Directors present may choose one of their number to be chairperson at the meeting.
- (b) Any Director, including the chairperson of any Board meeting, may move or propose a resolution.
- (c) Questions arising at any meeting of the Board shall, unless these Bylaws provide otherwise, be decided by a majority of votes and, in the case of an equality of votes, either on a show of hands or on a ballot or on the results of electronic voting, the chairperson of the meeting shall be entitled to an additional or casting vote.
- (d) A Director who may be absent temporarily from his normal residence may send or deliver to the registered address of the Society a general waiver of notice, which may be by letter, fax, or email for any meetings of the Board. Until such waiver is withdrawn:
 - i. no notice of the meetings of the Board shall be sent to that Director; and
 - ii. any and all meetings of the Directors of the Society, notice of which

has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

All such waivers shall be filed with the corporate records of the Society and made a part of the minutes of any meeting of the Board.

- (e) If all the Directors of the Society 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 electronic means and Director participation in such a meeting by such means is deemed to be present at the meeting.
- (f) Any Director who is participating in a meeting of the Board by electronic means may submit his or her vote by electronic transmission, which must be submitted to and received by the chairperson or the Secretary of the meeting immediately following the question, motion or proposal requiring such vote.
- (g) All acts done by any meeting of the Board or of a committee of Directors or by any persons acting as Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- (h) The Board may make such rules and regulations for the conduct of its affairs of the Society, as they deem desirable, provided that such rules and regulations are not inconsistent with these Bylaws or the Act.

5.5 **Electronic Communication**

Unless otherwise prohibited by law:

- (a) any action to be taken or notice delivered under this Bylaws may be taken or transmitted by electronic means; and
- (b) any action or approval required to be written or in writing may be transmitted or received by electronic means.

5.6 **Action Without a Meeting**

A resolution in writing, signed by all the Directors, is as valid and effective as if regularly passed at a meeting of the Board duly convened and held. Such resolution may be in one or more counterpart documents, each signed by one or more Directors, which together shall be deemed to constitute one resolution document. Electronic signatures shall be acceptable. For the purposes herein, a resolution in writing includes resolutions passed by email or other electronic means and any such resolutions by email or other electronic means are passed when a majority of the Directors vote in favour of the resolution notwithstanding that some Directors have not voted on the resolution.

5.7 **Declaration of Interest**

A Director who has a financial or personal interest, directly or indirectly, in any matter coming before the Board, including an interest in a proposed contract or transaction with the Society, the affected person shall:

- (a) disclose fully and promptly the nature and extent of his or her interest to the Board in full accordance with the Act; and
- (b) withdraw from discussion, lobbying, and voting in respect of such matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when

a majority of disinterested Directors determine that it is in the best interest of the Society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

5.8 Execution of Instruments

The Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed and delivered. In the absence of a Directors' resolution, any particular instrument or class of instruments may be signed and delivered on behalf of the Society by any two (2) persons holding the office of President, Vice-President, Secretary and Treasurer or any other office created by bylaw or by the Board. Any signing officer may affix the Society's seal to any instrument requiring the same.

ARTICLE SIX MEETING OF MEMBERS

6.1 Annual General Meetings

- (a) An Annual General Meeting shall be called by the Board and held at least once every calendar year at such time and on such day as the Board may from time to time determine and in accordance with the time period required by the Act.
- (b) The Annual General Meeting shall be held at the Society's principal office unless otherwise directed by a majority of the Directors provided that the Annual General Meeting must be held within the Region.
- (c) The business to be conducted at the Annual General Meeting of the Society shall include:
 - i. election of chairperson, if required;
 - ii. call to order and establishment of quorum;
 - iii. approval of agenda;
 - iv. the reading and approval of minutes of the last Annual General Meeting;
 - v. presentation of financial statements for the Society;
 - vi. presentation of the Auditor's report;
 - vii. receiving reports from Directors, Officers and committees;
 - viii. election of Directors to the Board;
 - ix. appointment of Auditors;
 - x. new business, including any matters in the notice of the Annual General Meeting;
 - xi. adjournment.

The business to be conducted at all Special General Meetings of the Society shall include:

- i. election of chairperson, if required;
- ii. call to order and establishment of quorum;

- iii. approval of agenda;
 - iv. new business, including any matters in the notice of the Special General Meeting;
 - v. adjournment.
- (d) The Members shall, in accordance with Article 3.4, conduct an election to fill any vacancies on the Board of Directors, appoint Auditors and transact such other matters as may properly be brought before the annual general meeting..

6.2 Special Meetings

Every meeting of the Members, other than an Annual General Meeting, is a Special Meeting. The Directors may, when they think fit, convene a Special Meeting.

6.3 Notice, Quorum and Conduct of Meetings

- (a) Notice in writing of a Meeting specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business, shall:
- (i) In the case of an Annual General Meeting, be sent in a manner prescribed in Article 11 to each Member at the email address of such Member to be received by the Member not less than twenty-one (21) days prior to the date of the Annual General Meeting; and
 - (ii) In the case of a Special Meeting, be sent in a manner prescribed in Article 11 to each Voting Member at the email address of such Member, to be received by the Member not less than seven (7) days prior to the date of the Special Meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.
- The non-receipt by any Member of any notice through error or omission shall not invalidate the proceedings of any Meeting.
- (b) The quorum for the transaction of business at a Meeting are those Members present in person or by proxy provided that if no Members are present, then a majority of the Directors of the Board shall constitute quorum for the Meeting.
- (c) The only persons entitled to be present at a Special Meeting of the Members shall be the Members, the Directors, the Executive Committee, the Officers, the Chief Executive Officer, the Auditor and others who, although not entitled to vote, are entitled or required under any provision of the Act or these Bylaws to be present at the Meeting. Any other persons may be admitted to a Meeting of the Members upon the invitation of a Director.
- (d) The President shall preside over all Meetings as chairperson and in the absence of the President, the Vice-President shall act as chairperson. In the absence of the President and Vice-President, the Members present shall by resolution elect a chairperson for the Meeting.
- (e) At any Meeting, any Member who is present in person or by proxy shall be entitled to vote. Each Member shall have one (1) vote at a Meeting.
- (f) All business of the Society shall be presented at any Meeting in the form of a motion or resolution. Except with respect to matters for which a Special Resolution is required by law, the Act or these Bylaws, all matters shall be decided by Ordinary

Resolution. No resolution proposed at a Meeting need be seconded and the chairperson of a meeting may move or propose a resolution. Following discussion of the subject matter of the motion or resolution, a vote shall be taken. Any resolution put to the vote of the Meeting shall be decided on a show of hands of the Members unless a ballot is (before or on the declaration of the result of the show of hands) directed by the chairperson or demanded by at least three (3) Members who are present. Unless a ballot is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against the resolution.

- (g) The Secretary shall cause the minutes of every Meeting to be taken, and such minutes shall be signed by the chairperson of the Meeting and by the Secretary after approval at the next succeeding Meeting.

6.4 Meetings Without Notice

A Special Meeting may be held at any time and place without notice if all the Members entitled to vote thereat are present in person or waive notice of, or otherwise consent to, such Meeting being held, and at such Meeting any matters may be considered which the Society at a Special Meeting may transact.

6.5 Place of Meetings

Meetings of the Members shall be held at such place as deemed fit by the Board to dispatch business, adjourn and otherwise regulate the Meetings of Members as unanimously agreed by the Board. Meetings may be held by electronic means at the discretion of the Board of Directors (and for greater certainty), Meetings may be held both in person and by electronic means.

6.6 No Casting Vote

In case of an equality of votes at any Meeting of Members either upon a show of hands or upon a ballot, the chairperson of the meeting shall not be entitled to an additional or casting vote. In the event of an equality of votes, the motion fails.

6.7 Adjournment

The chairperson at a Meeting may, with the consent of the Meeting and subject to such conditions as the meeting may decide, adjourn the Meeting from time to time and from place to place.

6.8 Written Resolutions

A resolution in writing, signed by all Members entitled to vote on that resolution at a Meeting, is as valid as if it had been passed by a Meeting. For the purposes herein, a resolution in writing includes resolutions passed by email or other electronic means and any such resolutions by email or other electronic means are passed when a majority of the Members vote in favour of the resolution notwithstanding that some Members have not voted on the resolution;

6.9 Proxies

- (a) Any person may act as proxy holder whether or not he or she is entitled on his or her own behalf to be present or to vote at the Meeting at which he or she acts as proxy holder.

- (b) A proxy (and the power of attorney or other authority, if any, under which it is signed) or a notarially certified copy thereof duly executed by a Member shall be deposited at the address of the Society or at such other place as is specified for that purpose in the notice calling the Meeting not less than forty eight (48) hours before the time for holding the Meeting at which the person named in the proxy proposes to vote or shall be deposited with the chairperson prior to commencement of the Meeting.
- (c) A proxy may be revoked by instrument in writing executed by the Member or by his or her attorney authorized in writing and deposited with the Secretary at any time up to and including five o'clock in the afternoon of the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used. Upon such deposit, the proxy is revoked. A vote given by a proxy shall be effective notwithstanding the revocation, by death or otherwise of the authority, providing the Society had not received notice of the revocation within the time and in the manner herein specified.
- (d) Unless the Act or any other statute of law which is applicable to the Society requires any other form of proxy, a proxy, whether for a specified Meeting or otherwise, shall be in the form approved by the Board.

ARTICLE SEVEN

TRANSACTION OF THE AFFAIRS OF THE SOCIETY

7.1 Registered Office

Until changed in accordance with the Act, the Registered Office of the Society shall be 3031 30 Avenue, Red Deer, Alberta, T4R 2Z7.

7.2 Subject to the provisions of the Act, the Society may, by resolution of the Directors, change from time to time the place where the Registered Office of the Society is to be situated.

7.3 Seal

- (a) The Society shall have a corporate seal which shall be of such form and device as may be adopted by the Directors, and the Directors may make such provisions as they see fit with respect to the affixing of the said seal and the appointment of a Director or Directors or other persons, to attest by their signatures that such seal was duly affixed.
- (b) The corporate seal shall be retained in the Registered Office of the Society by the Secretary or Secretary-Treasurer of the Society.

7.4 Financial Year

Until otherwise ordered by the Board, the financial year of the Society shall end on the 31st day of December in each year.

7.5 Inspection of Books and Records

The books of account, records and minutes of meetings of the Board and of all Meetings shall be open for the inspection of any Member upon reasonable notice and the Treasurer of the Society may meet with that Member at any time during normal business hours, at the office of the Society, to provide such books, records and minutes.

ARTICLE EIGHT
BANKING AND FINANCES

8.1 Administration of Funds and Property

The Board shall have full authority and discretion to administer the funds and property of the Society.

8.2 Banking Arrangements

The banking business of the Society shall be transacted with such banks, trust companies, credit unions, treasury branches, or such other firms or societies as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

8.3 Acceptance and Disposition of Charitable Gifts

- (a) The Board shall be empowered to use, distribute, pay, appropriate or apply such portion of the income of the Society as it may in its absolute discretion think fit to or for the charitable purposes of the Society provided, however, that no part of the capital of the Society shall be distributed, paid, appropriated or applied by the Directors for any purpose whatsoever other than compliance with the Objects and Article 8.4. Without restricting the generality of the foregoing, "capital of the Society" shall be deemed to include donations, gifts, bequests and legacies made to the Society, whether monetary or in real or personal property or portions thereof.
- (b) The Board shall have the power to purchase, trade, manage, sell, lease, mortgage or otherwise dispose of all real or personal property or any interest therein in a manner consistent with the Objects.
- (c) In the absence of any direction by the donor of assets other than monies, the Board shall have the power to sell, exchange, manage, lease, rent or retain any assets, provided that such actions are consistent with the Objects, these Bylaws and the Act.

8.4 Charitable Status

If the Board elects to have the Society qualified as a registered charity under the provisions of the *Income Tax Act* (Canada) as amended from time to time, such portion of the income or capital of the Society shall be distributed in each year in order to ensure that the Society shall at all times qualify as a registered charity under the provisions of the *Income Tax Act* (Canada) as amended from time to time.

8.5 Donations

A charitable tax receipt shall be given for all donations of money or real or personal property made to the Society once the Society has registered as a charitable organization. If a donor requests that a particular donation be kept separate and apart from the general account of the Society and subject to particular terms and conditions, such directions shall be followed provided that they are not inconsistent with the Objects or the Bylaws and provided that the purpose of such donation falls within the objects set out in the Objects. In the absence of any direction by the donor of monies, it shall be deemed that all contributions to the Society are to be used for charitable purposes accordance with the Bylaws and the Objects.

8.6 Appointment and Remuneration of Auditors

- (a) In addition to the powers conferred on the Board as set forth in these Bylaws, the Board may appoint an audit committee of not less than three (3) Directors and not more than five (5) Directors having the authority, duties and obligations as specified by the Board including, but not limited to, the oversight of the preparation and reporting of the financial statements of the Society. Any person who acts as Treasurer, who has signing authority on the bank accounts or securities held by the Society or who provides bookkeeping services to the Society (either directly to the Society or indirectly as a partner, contractor or employee in or of a firm that provides bookkeeping services to the Society) shall be disqualified from being a member of the audit committee.
- (b) The Auditor shall be members of the audit committee unless otherwise determined by the Board. If the Auditor is a chartered professional accountant, such chartered professional accountant shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy of a chartered professional accountant acting as the Auditor.
- (c) The books, accounts and records shall be audited at least once a year by the Auditor.
- (d) The Auditor shall from time to time and at each Annual General Meeting report to the Members and the Board on the accounts examined by them and every balance sheet and statement of income and expenditures laid before the Society. Every Auditor shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Board and the Officers of the Society such information and explanation as may be necessary for the performance of the duties of auditor. The Auditor is entitled to attend any Meeting at which any accounts that have been examined or reported on by him or her are to be laid before the Members for the purpose of making any statement or explanation he or she desires with respect to the accounts. The rights and duties of the auditor shall extend back to the date of the appointment of the Auditor.
- (e) Remuneration (if any) of the auditor of the Society shall be determined by the Board.

ARTICLE NINE **OFFICERS**

9.1 Appointment of Officers

The Board shall with all reasonable dispatch after each Annual General Meeting appoint from amongst themselves a President, Vice-President, Treasurer and Secretary. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary – Treasurer.

9.2 Terms of Appointment

All appointed Officers shall hold office for a two (2) year term provided each, if applicable, continues to be a Director during such term. Officers shall be subject to removal by the Board by majority vote (excluding the Officer subject to the vote who shall be disqualified from voting) at any time with or without cause. The Board may also from time to time appoint other agents, attorneys, officers, the Chief Executive Officer or, if there is no Chief Executive Officer, other employees of the Society, who may be given such titles and who may exercise such powers and authority (including the power of sub-delegation) and who shall perform such duties of management or otherwise, as the Board may from time to time prescribe.

9.3 **President**

The President shall preside at all meetings of the Board and Members when President is present, shall supervise the other Officers in the execution of their duties, and shall sign all documents requiring the President's signature. Subject to the authority of the Board, the President shall be a member of the Executive Committee, shall manage the operations of the Society and shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board from time to time. In the event of an inability by any other officer to perform his or her duty or duties due to illness or temporary absence, the President may assign such duty to any other Officer during the period of inability to perform.

9.4 **Vice President**

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President may perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

9.5 **Secretary**

The Secretary shall:

- (a) attend and be the secretary of all meetings of the Board and all Meetings and shall keep the minutes of each;
- (b) keep a record of all Members and Directors of the Society as required by these Bylaws and the Act;
- (c) collect and receive the annual Membership Fee (if applicable) levied by the Society;
- (d) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (e) be custodian of the Society's records and the seal of the Society;
- (f) file the annual statement of the Society with the Registrar of Corporations in the Province of Alberta as prescribed in the Act;
- (g) perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

9.6 **Treasurer**

The Treasurer shall:

- (a) under the general supervision of the Board, have custody of the monies and investments belonging to the Society;
- (b) deposit all funds received, in the name of the Society, with a bank or banks designated by the Board;
- (c) make disbursements and investments of the Society's funds in accordance with the directions of the Board and these Bylaws;
- (d) keep proper books of account;

- (e) whenever directed by the President or the Board, render an account of all financial transactions and the financial position of the Society to the President or the Board;
- (f) annually, and at such other times as may be required, submit to the Board a report of receipts and disbursements of the financial condition of the Society;
- (g) be responsible to oversee the duties and performance of the Auditor of the Society retained pursuant to Article 8.6; and
- (h) be responsible for the preparation of all required tax filings and shall file all statements required to be filed by Canada Revenue Agency to ensure the ongoing status of the Society as a registered charity under the *Income Tax Act* (Canada).

9.7 Past President

The Past President shall be a member of the Executive Committee and Nominating Committee and such other committees as requested by the Board. The Past President may join any meetings of the Board and attend any Meetings. The Past President has no voting rights on the Board or at any Meetings.

9.8 Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any Officer and may combine the positions of Secretary and Treasurer. The powers and duties of all other Officers shall be as prescribed by the Board.

9.9 Remuneration

The remuneration or compensation in accordance with Article 3.7, if any, shall be fixed by the Board from time to time.

ARTICLE TEN **PROTECTION OF DIRECTORS AND OFFICERS**

10.1 Limitation of Liability

No Director or Officer of the Society shall be liable for the acts, receipts, neglect or default of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effect of the Society shall be deposited, or for any loss occasioned by an error of judgment or oversight on the Director's or Officer's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relating thereto unless the same shall happen through their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through his own wilful conduct, neglect or default.

10.2 Indemnification of Directors and Officers

- (a) Except in respect of an action by or on behalf of the Society to procure a judgment in its favour, the Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society, or a person who acts or acted at the Society's request as a Director or Officer of a body corporate of which the Society

is or was a member or creditor, and his or her heirs and legal representatives, of, from and against any and all actions, causes of action, claims, damages, losses, bonds, suits, costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the Society if:

- (i) The Director or Officer honestly and in good faith with a view to the best interests of the Society; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that the Director's or Officer's conduct was lawful,

unless such costs, charges or expenses are occasioned by the Director's or Officer's own willful conduct, neglect or default in the performance of his or her duties with the Society.

- (b) The Society may, with the approval of the Court, indemnify a person referred to in subparagraph (a) in respect of an action or on behalf of the Society to procure a judgment in its favour, to which the Director or Officer is made a party by reason of being or having been a Director or an officer of the Society, against all costs, charges and expenses reasonably incurred by the Director or Officer in connection with the action, if the Director or Officer fulfils the conditions set out in subparagraphs (a)(i) and (ii).

10.3 Right of Indemnity Not Exclusive

The provisions for indemnifications contained in these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Act or any Bylaw, agreement, vote of Members or otherwise both as to an action in his or her official capacity and as to an action in any other capacity while holding such office and shall continue as to a person who has ceased to be a Director or officer and shall enure to the benefit of the heirs and legal representatives of such person.

10.4 Insurance

The Directors may cause the Society to purchase and maintain insurance for the benefit of any Director, Officer, agent, employee or agent of the Society, and his or her heirs and personal representatives, against any personal liability incurred by him or her in that capacity.

ARTICLE ELEVEN

NOTICES

11.1 Method of Giving Notice

Any notice (which term includes any communication or document) required to be given, sent, delivered or served pursuant to the Act, the Bylaws or otherwise to a Member, Director, Officer or Auditor shall be deemed to be well and sufficiently given if:

- (a) personally delivered to the person to whom it is intended, if the person is an individual, or to the registered office of the person if not an individual;
- (b) mailed or delivered to his, her or its last address as recorded in the books of the Society; or

- (c) email to the email address for the person as recorded in the books of the Society.

A notice so delivered shall be deemed to have been received when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been received seventy-two (72) hours after the date it is postmarked; and a notice so delivered or transmitted by email shall be deemed to have been received on the date of delivery or transmission. The Corporation may send notices to the email address provided by a Member, Director, Officer or Auditor until the Member, Director, Officer or Auditor advises the Society in writing of any change in the email address.

11.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer or Auditor or the non-receipt of any notice by any Member, Director, Officer or Auditor or any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon. Any Member, Director, Officer or Auditor of the Society may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

11.4 Waiver of Notice

Any Member, Director, officer or auditor may waive any notice required to be given to him under any provision of the *Act* or the Bylaws of the Society, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE TWELVE

AMENDMENT OF BYLAWS

12.1 *Income Tax Act* (Canada)

Each and every Bylaw contained herein is subject to the provisions of the *Income Tax Act* (Canada) (the "**ITA**") and amendments thereto and the Board or the Members shall not cause the Society to do anything which is in contravention of the ITA and without restricting the generality of the foregoing, the Board or Members shall not cause the Society to do any act or thing which would cause the Society to cease to qualify as a registered charity under the ITA if that status has been granted to the Society.

12.2 Repeal and Amendment

Subject always to compliance with Article 12.1, the Bylaws may be repealed or amended only by Special Resolution and otherwise in accordance with the *Act*, provided that the enactment, repeal or amendment of such Bylaws shall not be enforced or acted upon until registered with the Registrar of Corporations in the Province of Alberta.

ARTICLE THIRTEEN
DISSOLUTION

13.1 Dissolution and Winding-Up and Application of Profits

- (a) The profits, if any, and other income or accretions to the Society shall be applied only in promotion of its Objects. No dividends to its Members shall be declared or paid and no part of the assets, income or property of the Society shall be payable to, available for the personal benefit of, or otherwise distributed to its Members.
- (b) The Society may at any time, upon Special Resolution liquidate, dissolve and wind-up the Society in accordance with the provisions of the *Act*.
- (c) Prior to dissolution or winding-up pursuant to this Article 13, the Society shall ensure that all remaining funds, other assets, after payment of any debts, are donated to one or more registered non-profit organizations that share the objectives of the Society.

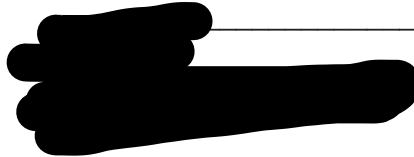
ARTICLE FOURTEEN
GENERAL

14.1 Severability

The provisions hereof shall be deemed independent and severable and the invalidity in whole or in part of any Bylaw does not affect the validity of the remaining Bylaws, which shall continue in full force and effect as if such invalid portion had never been included herein.

Date: _____

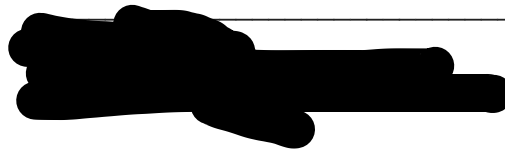
Witness



Witness



Witness



Witness

