

**ALBERTA LACROSSE ASSOCIATION  
BY-LAWS**

**ARTICLE I                      GENERAL**

1.1     Purpose – These By-laws relate to the general conduct of the affairs of the Alberta Lacrosse Association, an Alberta Society incorporated under the *Societies Act*.

1.2     Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Alberta *Societies Act*, as amended from time to time and any legislation that may be substituted therefore.
- b) *Auditor* – an individual(s), partnership or corporation appointed by the Members at the Annual General Meeting to review the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Society.
- d) *Coach* – a person registered with the Society as a coach of a Lacrosse Team.
- e) *Days* – days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- g) *Ex-Officio* – by virtue of holding a designated position
- h) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
- i) *Lacrosse Team* – a group of players (minimum 7), with at least one Coach, all of whom are registered with the Society.
- j) *Registrar* – means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Alberta Business Corporations Act*.
- k) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- l) *Society* – the Alberta Lacrosse Association.
- m) *Special Resolution* –
  - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) days' notice has been given specifying the intention of the resolution; or
  - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
  - iii. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.

1.3     Registered Office – The registered office of the Society will be located within the Province of Alberta.

1.4     Seal of the Society – The Society will have a seal, which may be adopted and may be changed by Ordinary Resolution of the Board, and will be kept in the custody of the Director of Administration.

1.5     Affiliations – The Society will apply for membership with the Canadian Lacrosse Association and will follow the published rules of, in declining order of authority, the Canadian Lacrosse Association and the Society.

1.6     No Gain for Members – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objects.

1.7 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.8 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.9 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

## **ARTICLE II MEMBERSHIP**

2.1 Categories – The Society has the following categories of Members, which have agreed to abide by the Society’s By-laws, policies, procedures, and rules:

- a) Local Governing Body – an association that is a governing authority recognized by the Society above the Club level and below the Society’s level registered as a society or body corporate in the Province of Alberta.
- b) Lacrosse Club – an association, registered as a society or body corporate in the Province of Alberta, which has adopted by-laws and regulations that are consistent with the Bylaws, Objectives, Regulations, Rules and Policies of the Society and are approved by the Board and operates a program in lacrosse with one or more Lacrosse Teams;
- c) Alberta Lacrosse Referees Association – the Alberta Lacrosse Referees Association
- d) Director Member – an individual who is elected or appointed as a Director of the Society in accordance with the By-laws

### **Admission and Renewal of Members**

2.2 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Society, which must include, for organizations:
  - i. Expression of compliance with and adherence to the objectives, bylaws, and policies of the Society;
  - ii. Proof of corporate filings and annual financial statements (new Members are not subject to this requirement);
  - iii. A copy of the applicant’s objectives, registered bylaws and current policies;
  - iv. A complete list of names, addresses and phone numbers of the applicant’s directors and officers;
  - v. Amendments or changes to any documentation previously submitted; and
  - vi. Any other information at the discretion of the Board
- b) The candidate member was previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) When the candidate member is a Director Member, the individual has been appointed or elected to the Board;
- d) The candidate member has paid fees as prescribed by the Board;
- e) The candidate member agrees to uphold and comply with the Society’s governing documents;
- f) The candidate member meets any other condition of membership determined by the Board;
- g) The candidate member has met the applicable definition listed in Section 2.1; and
- h) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

### **Membership Year, Fees and Duration**

2.3 Year – Unless otherwise determined by the Board, the membership year of the Society will be September 1<sup>st</sup> to August 31<sup>st</sup>.

2.4 Extraordinary Circumstances – In extraordinary circumstances, such as the inability by the Society, for reasons beyond its control, to provide usual programming for Members (such as a full season), the Board may by Special Resolution extend the membership year of the Society for a period greater than twelve (12) months, as determined by the Board.

2.5 Fees – Membership fees will be determined annually by the Board.

2.6 Duration – Unless as otherwise determined by the Board, membership duration is accorded on an annual basis and Members will re-apply for membership annually. For Director Members, membership commences on the date in which the Director assumes office in accordance with these By-laws and ceases upon termination of the individual's position as a Director or in accordance with these By-laws.

2.7 Deadline – Members will be notified in writing of monies payable by them to the Society, and if the monies are not paid within forty-five (45) days of the notice of default, the Member in default will automatically cease to be a Member of the Society.

### **Transfer, Suspension, and Termination of Membership**

2.8 Transfer – Membership in the Society is non-transferable.

2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.10 Termination – Membership in the Society will terminate immediately upon:

- a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Society;
- d) Dissolution of the Society;
- e) For Director Members, the individual's term as a Director has ended or the Director has been removed pursuant to these By-laws;
- f) The Member's death or dissolution; or
- g) By Special Resolution of the Board at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.11 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

2.12 Arrears – A Member may be expelled from the Society for failing to pay membership fees or monies owed to the Society by the deadline dates prescribed by the Board.

2.13 Discipline – A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.

2.14 Fees Payable – Any fees, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

### **Good Standing**

2.15 Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Society;
- d) Has complied with the By-laws, policies, and rules of the Society;
- e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership fees.

2.16 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

## **ARTICLE III MEETINGS OF MEMBERS**

3.1 Annual General Meeting – The Society will hold meetings of voting Members at such date, time and place as determined by the Board within the Province of Alberta. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

3.2 Special Meeting – A Special Meeting of the voting Members may be called at any time by Ordinary Resolution of the Board for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of voting Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available as determined by the Board of Directors. A person so participating in a meeting is deemed to be present at the meeting. The Board may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual General Meeting of the voting Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days prior to the date of the meeting. Notice will include a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the voting Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the voting Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business will be included in the notice of the meeting of the voting Members unless notice in writing of such other item of business has been submitted to the Board seven (7) days prior to the meeting of the voting Members in accordance with procedures as approved by the Board.

3.8 Quorum – A majority (51%) of the voting Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are the voting Members, delegates representing Members, the auditors of the Society, and others who are invited by the Board or entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

### **Voting at Meetings of Members**

3.12 Voting Rights – Members have the following voting rights at all meetings of the Members:

- a) Local Governing Body – permitted to have one vote each
- b) Lacrosse Club – permitted to have one vote each
- c) Alberta Lacrosse Referees Association – permitted to have one vote
- d) Director Member – permitted to have one vote each

3.13 Voting Powers – Each voting Member may vote on every issue. For clarity, Director Members vote during elections (which includes a sitting Director Member voting on the issue of his or her re-election, if applicable).

3.14 Eligibility of Votes – The date determined by the Board will determine the list of voting Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.15 Delegates – Members that are voting organizations will appoint in writing (inclusive of electronic notice) to the Society, seven (7) days prior to the meeting of Members, the name of the Delegate, or alternate Delegate (in the absence of the Delegate) to represent the Member. Exceptions may be made by written request within seven (7) days as approved by the ALA Executive for extenuating circumstances. Delegates must be at least eighteen years of age, of sound mind, and be acting as the voting Member's representative.

3.16 Proxy Voting – Every voting Member may appoint a proxy holder to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Society; and
- d) Be submitted to the Registered Office of the Society at least two (2) business days prior to the meeting of the Members.

3.17 Proxy Holder – A proxy holder shall not carry more than 33% of all potential votes.

3.18 Absentee Voting – There will be no absentee voting.

3.19 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot (if made available), except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue.

3.21 Force Majeure – In the event of a *force majeure* (for example a national or global pandemic) and the Society is unable to run a season, the immediate previous members will maintain their status as members until a new membership year and season is able to operate.

## **ARTICLE IV GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of thirteen (13) Directors.

4.2 Composition of the Board – The Board will consist of the following:

- a) President
- b) Director – Administration
- c) Director – Marketing and Communication
- d) Director – High Performance
- e) Director – Development
- f) President, Alberta Lacrosse Referees Association (ex-officio)
- g) Seven (7) Representative Directors (ex-officio)

4.3 Ex-Officio Directors – The President of the Alberta Lacrosse Referees Association, and the seven (7) representative Directors, who are the Presidents of each Local Governing Body Member, are Directors of the Society by virtue of their position with another organization. They are not elected by the voting Members of the Society.

### **Eligibility of Directors**

4.4 Eligibility – To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Reside in the province of Alberta;
- c) Have the power under law to contract;
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankrupt.

### **Election of Directors**

4.5 Nominations – Any eligible individual may submit his or her name for election as a Director to the Registered Office of the Society fourteen (14) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.6 Nomination – Any nomination of an individual for election as a Director will include the written consent of the nominee by signed or electronic signature.

4.7 Incumbents – Current elected Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election fourteen (14) days prior to the Annual General Meeting.

4.8 Nominations from the Floor – Nominations will not be accepted from the floor of an Annual General Meeting unless there is no candidate for a vacant position.

4.9 Circulation of Nominations – Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.10 Election – At each meeting of the voting Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.11 Election Term – Directors will be elected at each Annual Meeting as follows in rotation:

- a) The President and Director – High Performance.
- b) The Director – Administration and Director - Development
- c) Director – Marketing and Communication

4.12 Elected Director Elections – The election for elected Director positions will be decided in accordance with the following:

- a) One Valid Nomination – Winner elected by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.13 Terms – Directors will serve the following terms and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office:

- a) Elected Directors will have terms of three (3) years; and
- b) Ex-officio Directors will have terms that align with their position with the association they represent.

4.14 Maximum Terms – No individual elected Director will serve more than three (3) consecutive terms (including partial terms) in the same position.

### **Resignation and Removal of Directors**

4.15 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.16 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found to be incapable of managing property by a court or under Alberta law;
- c) The Director no longer becomes eligible to be a Director;
- d) At the Board's discretion, the Director is absent from two (2) consecutive meetings of the Board without a satisfactory reason;
- e) The Director is found by a court to be of unsound mind;
- f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or

g) The Director dies.

4.17 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

#### **Filling a Vacancy on the Board**

4.18 Vacancy – Where the position of a non-Ex-Officio Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual General Meeting.

4.19 Vacancy – Ex-Officio Director – Where the position of an Ex-Officio Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may invite the association, which the Director represented, to appoint an individual to fill the vacancy for a term expiring not later than the close of the next Annual General Meeting.

#### **Meetings of the Board**

4.20 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

4.21 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Director - Administration (or designate) will be the Chair of the meeting.

4.22 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

4.23 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.24 Number of Meetings – The Board will hold at least three (3) meetings per year.

4.25 Quorum – At any meeting of the Board, quorum will be 51% of Directors holding office.

4.26 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of voting Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the issue is defeated.

4.27 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board and proxies are prohibited.

4.28 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.



4.29 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.30 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call, video conference or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting provided that they log into the meeting using their entire name, if such technology allows it.

#### **Duties of Directors**

4.31 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **Powers of the Board**

4.32 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

4.33 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the discipline, conduct and activities of individuals registered or affiliated with Members, such as athletes, coaches, volunteers, and officials;
- d) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
- e) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
- f) Determine registration procedures, membership fees, and other registration requirements;
- g) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- h) Make expenditures for the purpose of furthering the objects and purposes of the Society;
- i) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- j) Perform any other duties from time to time as may be in the best interests of the Society.

#### **ARTICLE V OFFICERS**

5.1 Composition – The Officers will be comprised of the President, Director – Administration, and Director – Marketing and Communication.

5.2 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual General and Special Meetings of the Society and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, and will perform such other duties as may from time to time be established by the Board.
- b) The Director – Administration will keep minutes of meetings of the Members and Directors, be responsible for the governance of the Society, prepare the annual budget, be responsible for the

custody and maintenance of all books and records of the Society, will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.

- c) The Director – Marketing and Communication will be responsible for the marketing, sponsorship, publications and development initiatives of the Society and will perform such other duties as may from time to time be established by the Board.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Director.

5.4 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote.

5.5 Vacancy – Where the position of an Officer or Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next meeting of the Members.

5.6 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

## **ARTICLE VI COMMITTEES**

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Executive Committee – The Executive Committee will be composed of the elected Directors. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Society’s policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee must be ratified by the Board at the next meeting of the Board to continue to take effect.

6.3 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.

6.4 President Ex-officio – With the exception of the Executive Committee, on which the President is a voting member, the President will be an ex-officio non-voting member of all Committees of the Society.

6.5 Removal – The Board may remove any member of any Committee.

6.6 Debts – No Committee will have the authority to incur debts in the name of the Society.

## **ARTICLE VII FINANCE AND MANAGEMENT**

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be September 1<sup>st</sup> to August 31<sup>st</sup>.

7.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Society in accordance with the Act. At each Annual General Meeting, the auditor will submit a complete and audited financial statement of the books (setting out the Society’s income, disbursements, assets, and liabilities) to the Members for the previous year. The auditor will hold office until the next Annual General Meeting.

7.4 Books and Records – The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept at the registered office of the Society. The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time and place satisfactory to the Board. Directors shall at all times have access to such books and records.

7.5 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.6 Property – The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.7 Borrowing – The Board may from time to time:

- a) Borrow money on the credit of the Society;
- b) Upon confirmation of the Members by Special Resolution, issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Society;
- c) Give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- d) Charge, mortgage, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Society.

7.8 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.

### **Remuneration**

7.9 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

### **Conflict of Interest**

7.10 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and

promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

#### **ARTICLE VIII AMENDMENT OF BY-LAWS**

8.1 Voting – These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members.

8.2 Effective Date – By-laws amendments are effective from the date they are registered with the Registrar.

#### **ARTICLE IX NOTICE**

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

#### **ARTICLE X DISSOLUTION**

10.1 Dissolution – The Society may be dissolved by Special Resolution. After the payment of all debts and liabilities of the Society, any remaining assets shall be transferred to such organizations with the same or similar objectives of the Society as determined by the dissolving Special Resolution or as may be otherwise required by law.

#### **ARTICLE XI INDEMNIFICATION**

11.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

11.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance – The Society will, at all times, maintain in force such Directors and Officers liability insurance.

#### **ARTICLE XII ADOPTION OF THESE BY-LAWS**

12.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Society at a meeting of Members duly called and held on November 8, 2020.

12.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.