

CITY OF AIRDRIE MINOR BASKETBALL ASSOCIATION

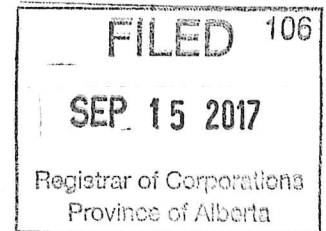
BY-LAWS

ARTICLE I PREAMBLE

- 1.1 The Society. The name of the Society is City of Airdrie Minor Basketball Association, which may also be known as, or referred to as, the Society.
- 1.2 The By-Laws. The following articles set forth the By-laws of the Society.

ARTICLE II DEFINING AND INTERPRETING THE BY-LAWS

- 2.1 Definitions. In these By-laws, the following words have these meanings:
- (a) **"Act"** means the *Societies Act* (Alberta) and the regulations made thereunder, as from time to time amended, and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provisions thereof;
 - (b) **"Annual General Meeting"** means the annual general meeting described in Article 5.1
 - (c) **"Board"** or **"Board of Directors"** means the Board of Directors of the Society;
 - (d) **"By-laws"** mean the By-laws of this Society as amended or restated from time to time;
 - (e) **"Director"** means any person elected or appointed to the Board;
 - (f) **"General Meeting"** means the Annual General Meeting or a Special General Meeting, as the context requires;
 - (g) **"Member"** has the meaning given to such term in Article 4.1;
 - (h) **"Officer"** means any person holding an office that is listed in Article 8.1;
 - (i) **"Special General Meeting"** means the special general meeting described in Article 5.6;
 - (j) **"Special Resolution"** means:
 - (i) a resolution passed:



- (A) at a General Meeting of which not less than 21 days notice 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, if entitled to do so, vote in person or by proxy,
- (ii) a resolution proposed and passed as a special resolution at a General Meeting of which not less than 21 days' notice has been given, if all the Members entitled to attend and vote at the General Meeting so agree, or
- (iii) a resolution consented to in writing by all the Members who would have been entitled at a General Meeting to vote on the resolution in person or, where proxies are permitted, by proxy; and

2.2 Interpretation. These By-laws shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained in the By-laws which are defined in the Act and not separately defined herein shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and vice versa; and words importing a male person shall include a female person and vice versa; and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE III MEMBERSHIP

3.1 Admission of Members. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these By-laws, and, in either case, have not ceased to be members (and such persons are referred to herein collectively as the "**Members**" and individually as a "**Member**").

- (a) Membership in the Society shall be limited to those persons or corporate bodies who are interested in furthering the objects of the Society and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Society.
- (b) The annual membership fees for members of the Society, and any application or initiation fees for new members of the Society shall be determined from time to time by the Board.

- 3.2 Membership Non-Transferable. Membership in the Society is non-transferable and shall lapse or cease to exist upon the death of a Member. Any Member who resigns, withdraws or is expelled from the Society, shall forthwith forfeit all right, claim and interest arising from or associated with their membership in the Society.
- 3.3 Duration of Membership. On acceptance of the annual membership fee by the Society, the contributor becomes, for a period of one (1) year from the date of acceptance, a Member of the Society, and remains a Member from year to year by paying the annual membership fee, if any, as established by the Board.
- 3.4 Rights and Privileges of Members. Any Member in good standing (as provided in Article 4.5) is entitled to receive notice of meetings of the Society and attend and vote at meetings of the Society.
- 3.5 Member in Good Standing. A Member is in good standing when:
- (a) the annual fee for membership, if any, has been received;
 - (b) the Member is recorded in the current registry of Members; and
 - (c) the Member is not suspended as a Member as provided under Article 4.6.
- 3.6 Suspension of Membership. The Board may, by resolution passed at a meeting of the Board called for that purpose, suspend a Member's membership for not more than three (3) months for one of the following reasons:
- (a) if the Member has failed to abide by the By-laws;
 - (b) if the Member has been disloyal to the Society;
 - (c) if the Member has disrupted meetings or functions of the Society; or
 - (d) if the Board deems that the Member has acted in such a manner as to be prejudicial to the Society.
- 3.7 Notice to the Member. The Member shall not be entitled to receive notice of the Board's intention to deal with whether the Member should be terminated or not. In the event that the Board decides to terminate the membership of a Member, the Society shall provide notice to such Member of the termination of his membership.
- 3.8 Termination of Membership. In addition to termination of membership upon expulsion by the Board in accordance with Article 4.6 hereof, a person shall cease to be a Member of the Society:
- (a) on his death or, in the case of a corporation, on dissolution; or
 - (b) by delivering his resignation in writing to the Board through the Secretary of the Society.

- 3.9 Limitation on the Liability of Members. No Member is, in his/her individual capacity, liable for any debt or liability of the Society.

ARTICLE IV MEETINGS OF THE SOCIETY

- 4.1 The Annual General Meeting. The Society shall hold its annual general meeting (the "**Annual General Meeting**") in Airdrie, Alberta no later than 90 days after the end of the fiscal year at a place, date and time determined by the Board.
- 4.2 Notice of Annual General Meeting. The Secretary shall provide 21 days written notice to each Member, whether by mail, e-mail, fax or electronic posting, specifying the place, the day and hour of the Annual General Meeting and, if any special business will be transacted at the Annual General Meeting, the notice shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member if he has the right to vote by proxy and contain the form of proxy.
- 4.3 Waiver of Notice. All Members of the Society entitled to receive notice of a General Meeting of the Society may, by unanimous consent in writing given before, during or after the meeting, waive or reduce the period of notice of such meeting.
- 4.4 Agenda for the Annual General Meeting. The Annual General Meeting shall deal with the following matters:
- (a) adopting the agenda;
 - (b) adopting the minutes of the last Annual General Meeting;
 - (c) considering the chairperson's report;
 - (d) reviewing the financial statements setting out the Society's income, disbursements, assets, and liabilities, and the auditor's report;
 - (e) appointing the auditors;
 - (f) electing the Board of Directors; and
 - (g) considering those matters specified in the meeting notice.
- 4.5 Special General Meeting of the Society. A special general meeting (a "**Special General Meeting**") shall be called by the Board at any time:
- (a) by a resolution of the Board to that effect;
 - (b) on the written request of at least two-thirds of the Directors stating the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or

- (c) on the written request of at least one-third of the Members stating the reason for the Special General Meeting.
- 4.6 Notice of Special General Meeting. The Secretary shall provide 21 days written notice to each Member, whether by mail, e-mail, fax or electronic posting, specifying the place, day, hour and purpose of the Special General Meeting. The notice shall also contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each Special General Meeting of Members must remind the Member if he has the right to vote by proxy and contain the form of proxy.
- 4.7 Agenda for Special General Meeting. Only the matter(s) set out in the notice for the Special General Meeting shall be considered at the Special General Meeting.

ARTICLE V PROCEEDINGS AT GENERAL MEETINGS

- 5.1 Quorum. 4 Members present in person, by telephone conference call or other communication means at a General Meeting shall constitute a quorum. A Member may participate in a General Meeting by means of a telephone conference call or other communication means that permits all Members participating in such General Meeting to hear each other and a Member participating in a General Meeting by such means is deemed to be present at the General Meeting.
- 5.2 Presiding Officer. The President shall preside over every General Meeting of the Society and the Vice-President shall preside in the absence of the President. If neither the President nor Vice-President is present within 30 minutes after the set time for the General Meeting, the Members present shall choose 1 of the Members present to act as the chair of the General Meeting.
- 5.3 Failure to Reach Quorum. The chair shall cancel a General Meeting if a quorum is not present within 30 minutes after the set time. If a General Meeting is so cancelled, the meeting shall be rescheduled for 1 week later at the same time and place and, if a quorum is not present within 30 minutes after the set time of the second meeting, the meeting shall proceed with the Members in attendance.
- 5.4 Adjournment. The chair may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting shall conduct only the unfinished business from the initial General Meeting.
- 5.5 Notice of Adjourned Meeting. No notice shall be required if the General Meeting is adjourned for less than 30 days, however, the Society must give a written notice, in the same manner as a General Meeting, when a General Meeting is adjourned for 30 days or more.
- 5.6 Voting. Each Member shall be entitled to 1 vote at a General Meeting. A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative shall be treated as a Member for all purposes with respect to a meeting of the Society.

5.7 Proxy Voting. Unless the Directors otherwise determine, the instrument appointing a proxyholder and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at a place specified for that purpose in the notice convening the General Meeting not less than 48 hours before the time for holding the General Meeting at which the proxyholder proposes to vote, or shall be deposited with the chair of the General Meeting prior to the commencement of the General Meeting.

5.8 Form of Proxy. An instrument appointing a proxyholder, whether for a specified meeting or otherwise, shall be in the following form, or any other form that the Directors shall approve:

I, _____, member of •, hereby appoint _____, or failing him or her, _____, as proxyholder for me, to attend, act and vote for and on my behalf at the special meeting to be held on _____, 20____, including any adjournments, and I hereby revoke all previous proxies given by me.

I authorize and direct the proxyholder:

to vote for/against [set forth each item for voting]

OR

to vote as the proxyholder in his or her absolute discretion considers advisable.

Dated this _____ day of _____, 20____.

Signature of member

5.9 Casting Vote. In the case of a tie vote, the chair shall not have a casting or second vote in addition to the vote to which he may be entitled to as a Member, and the proposed motion shall be defeated.

5.10 Failure to Give Notice of Meeting. No action taken at a General Meeting is invalid due to:

- (a) accidental omission to give any notice to any Member;
- (b) any Member not receiving any notice; or
- (c) any error in any notice that does not affect the meaning.

ARTICLE VI DIRECTORS

6.1 The Board of Directors. The Board shall govern and manage the affairs of the Society and the Board may hire an Executive Director, in accordance with Article 11, to carry out management functions under the direction and supervision of the Board.

6.2 Powers and Duties of the Board. The Board shall have the powers of the Society, except as stated in the Act. The powers and duties of the Board shall include:

- (a) promoting the objects of the Society;
- (b) hiring the Executive Director to operate the Society;
- (c) regulating the duties and setting the salary for the Executive Director and ensuring that the Executive Director and subordinate managers properly regulate the duties and set appropriate salaries for the remainder of the Society's employees;
- (d) maintaining and protecting the Society's assets and property;
- (e) approving an annual budget for the Society;
- (f) overseeing the financing of the operations of the Society and borrowing or raising monies;
- (g) investing any surplus funds of the Society in accordance with the investment strategy approved from time to time by the Board;
- (h) maintaining all accounts and financial records of the Society and ensuring the keeping of proper books of account thereof;
- (i) making policies, rules and regulations for managing and operating the Society and using its facilities and assets;
- (j) selling and disposing of, or mortgaging any or all of the property of the Society;
- (k) setting priorities for the Society; and
- (l) without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director of the Society.

6.3 Election of Directors. The Board shall consist of a minimum of 3 and a maximum of 7 Directors, all of whom must be Members of the Society. At each Annual General Meeting of the Society, the Members shall elect the requisite number of Directors, each serving a term that ends at the close of the Annual General Meeting following the Annual General Meeting at which these Directors were elected.

6.4 Resignation, Death or Removal of a Director. The office of Director shall be automatically vacated:

- (a) if at a Special General Meeting of Members, a resolution is passed by 80% of the Members present at the meeting that he or she be removed from office;
- (b) upon the Director giving 30 days notice in writing to the Society of his or her resignation, and the resignation shall take effect at the end of the 30 days notice, or such other date upon which the Board accepts the resignation;

- (c) if he or she is found by a court to be of unsound mind;
- (d) if he or she becomes bankrupt or suspends payment or compounds with his creditors; or
- (e) on death.

6.5 Vacancy on Board. If any vacancy shall occur for any reason prescribed in Article 7.4, provided that a quorum of Directors is then remaining in office, the Board may fill the vacancy with a Member of the Society, if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next General Meeting at which the Directors for the next ensuing year are elected. If there is not a quorum of Directors then remaining in office, the remaining Directors shall forthwith call a General Meeting for the purpose of filling the vacancy.

6.6 Director Meetings. The Directors may meet together at such time and place as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone or telephone conference call. Meeting of Directors shall be governed by the following procedures.

- (a) Notice of Board meetings shall be given in the following manner and shall specify the place, the day and hour of the meeting:
 - (i) 21 days notice is required where the notice is provided in writing through mail; and
 - (ii) 7 days notice is required where notice is provided by electronic posting on the Society website or e-mail.
- (b) The President shall act as the chair of all meetings of Directors and one of the Vice-Presidents shall act as chair in the absence of the President. If neither the President nor a Vice-President is present within 30 minutes after the set time for such meeting, the Directors present shall choose 1 of the Directors to act as the chair of the meeting.
- (c) A majority of Directors present at any Board meeting shall constitute a quorum for the transacting of business.
- (d) If there is no quorum, the chair shall adjourn the meeting to the same time, place, and day of the following week and, if at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Directors present shall constitute a quorum.
- (e) Matters arising at any meeting of Directors, including those relating to the exercise of the powers granted to the Directors under the By-laws, shall be decided by a majority of votes of the Directors present at such meeting. The chair does not have a casting vote in case of a tie.

- (f) All Directors may agree to and sign a resolution in writing, and such a resolution shall be as valid as if passed at a Board meeting. It shall not be necessary to give notice or to call a Board meeting and the date on the resolution shall be the date it is passed. Resolutions in writing may be signed in counterparts.
- (g) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and the Directors may, by vote taken before, during or after the meeting, waive notice of any such meeting and may approve of any or all proceedings taken or had thereat.

ARTICLE VII OFFICERS

- 7.1 Officers. The officers of the Society shall be a president, vice-president, secretary and treasurer and any such other officers as the Board of Directors may by By-law determine. Any 2 offices may be held by the same person. With the exception of the President, Officers need not be Directors of the Society, but must be Members of the Society.
- 7.2 Election of Officers. The President shall be elected by the Board from amongst the persons comprising the Board. Officers other than the President of the Society shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an Annual General Meeting of Members, provided that in default of such election the then incumbents shall continue to hold office until their successors are elected.
- 7.3 Term of Appointment of Officers. The Officers of the Society shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.
- 7.4 Duties of the President. The President shall:
 - (a) when present, chair all General Meetings and meetings of the Board;
 - (b) chair meetings of the Executive Committee;
 - (c) appoint committee chairs as needed;
 - (d) act as signing officer for cheques, contracts, grant applications and other documents;
 - (e) serve as ex officio member of all Committees and attend their meetings as required;
 - (f) act as spokesperson for the Society and promote the Society's purpose in the community and to the media;

- (g) prepare a report for the Annual General Meeting; and
- (h) carry out other duties assigned by the Board.

7.5 Duties of the Vice President. The Vice-President shall:

- (a) preside at General Meetings and meeting of the Board in the President's absence;
- (b) replace the President at various functions when asked to do so by the chair or the Board;
- (c) serve on the Executive Committee;
- (d) act as a signing officer for cheques and other documents; and
- (e) carry out other duties assigned by the Board.

7.6 Duties of the Secretary. The Secretary shall:

- (a) serve on the Executive Committee;
- (b) keep copies of the By-laws;
- (c) keep a record of Officers, Directors, Committees members and Members;
- (d) attend all meetings of Members and the Board of Directors;
- (e) ensure there is a quorum at Board and Member meetings;
- (f) keep accurate minutes of meetings;
- (g) provide notice of General Meetings to Members in accordance with the requirements of the By-Laws;
- (h) keep the seal of the Society;
- (i) file the annual return, changes in the Directors, amendments in the By-laws, and other incorporating documents with Alberta Corporate Registry; and
- (j) carry out other duties assigned by the Board.

7.7 The Treasurer. The Treasurer shall:

- (a) serve on the Executive Committee;
- (b) make sure a detailed account of revenues and expenditures is presented to the Board as requested;

- (c) act as signing officer with another officer or Executive Director for cheques and other documents required in the financial policies of the Society;
- (d) make sure all monies paid to the Society are deposited in a financial institution chosen by the Board;
- (e) make sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting; and
- (f) carry out other duties as assigned by the Board.

ARTICLE VIII CONFLICT OF INTEREST

8.1 Disclosure of Conflicts of Interest. Every individual who is a Member or is serving as an Officer or Director and who is any way directly or indirectly interested in a proposed or existing contract, transaction, employment, arrangement, or any business of any nature whatsoever with the Society, including an immediate family, a business or an employer/employee relationship with an individual or individuals who may be directly or indirectly affected by a decision or outcome of a decision, shall fully disclose the nature and extent of his or her interest at the meeting where such decisions or discussion takes place.

8.2 Timing of Disclosure. The disclosure of possible conflict of interest shall be made at the time when the subject matter, question of entering into the contract, transaction, arrangement or business is first considered or, if such individual is not then interested or would not be directly or indirectly affected by the outcome of such decision, at the first meeting held after he becomes interested.

8.3 Procedure Where Conflict Exists

- (a) Every such Director, Officer or Member shall, unless specifically authorized by the Board to remain, immediately withdraw from the discussion and leave the meeting while such discussion or vote on the contract, transaction, arrangement or matters under consideration related to such business have been dealt with which would involve, or appear to involve, such conflict of interest or until other unrelated business is brought to the floor, and the Director, Officer or Member, as the case may be, has been notified to return to the meeting.
- (b) Such a declaration of a conflict of interest shall be noted in the minutes of the meeting including the point in the discussion when the conflict was declared, the name of the Member, Officer or Director, the nature of the conflict of interest, and the time when such individual absented himself or herself from the meeting, and the time when such individual returned.
- (c) Exceptions to this conflict of interest rule may be made which would allow a Member with a conflict of interest to attend a meeting but not participate in any discussion or voting.

- 8.4 Failure to Withdraw. In the event that a Director, Officer or Member who may appear to have a conflict of interest in the subject matter under consideration, does not voluntarily withdraw from the discussion and from the meeting while the subject matter is being discussed, it is the right of any other Director, Officer or Member to raise the question of possible conflict of interest, and to request that the matter of conflict of interest be put to a vote to those individuals who are not involved in the possible conflict of interest and who are eligible to vote and a proper recording of the request and outcome shall be noted in the minutes. If the vote determines the person to be in a conflict of interest position, such person shall be withdrawn from the discussion as set out in Article 9.3 hereof.

ARTICLE IX COMMITTEES

- 9.1 Board Committees. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties and composition of such committees.
- 9.2 No Remuneration. Member of committees shall receive no remuneration for serving as such, but nothing herein contained shall prohibit the payment by the Society to any committee of any reasonable account incurred by such committee member with respect to any out-of-pocket expense.
- 9.3 General Procedure for Committees. A Director shall chair each committee created by the Board and each committee shall:
- (a) record minutes of its meetings.
 - (b) distribute those minutes to the committee members and to the Board as is requested;
 - (c) provide reports to each Board meeting at the Board's request.
- 9.4 Committee Meetings. 2 days notice through mail, telephone, fax, e-mail or electronic posting, specifying the place, the day and hour of the committee meeting, is to be provided to each member of the committee, provided that committee members may waive notice of committee meetings.
- 9.5 Quorum and Voting. A majority of the committee members present at a meeting is a quorum and each member of the committee, including its chair of the committee, has 1 vote at the committee meeting. The chair of the committee does not have a casting vote in case of a tie.
- 9.6 The Executive Committee. The Board shall establish an Executive Committee that consists of the President, the Vice-President, the Secretary and the Treasurer and shall be responsible for:
- (a) planning the agenda for Board meetings;

- (b) carrying out emergency and unusual business between Board meetings;
- (c) reporting to the Board on actions taken between Board meetings; and
- (d) carrying out other duties as assigned by the Board.

ARTICLE X EXECUTIVE DIRECTOR

- 10.1** The Executive Director. The Board of Directors may hire an Executive Director to carry out assigned duties and the Board shall determine the remuneration for such Executive Director. The Executive Director need not be a Director, nor Member of the Society.
- 10.2** Attendance at Meetings. The Executive Director shall report to and be responsible to the Board of Directors, and shall act as an advisor to the Board of Directors and to all board committees. Unless a Director, the Executive Director shall not be entitled to vote at any meeting of the Directors or any meeting of a board committee.
- 10.3** Duties of Executive Director. The Executive Director shall act as the administrative officer of the Board and shall attend all Board and other meetings, as required, shall hire, supervise, and review the performance of all staff and volunteers, shall keep the Board of Directors informed about the affairs of the Society, shall prepare budgets for the Board of Directors and plan programs and services based on the priorities of the Board of Directors. He shall also perform such other duties as may from time to time be directed by the Board of Directors.

ARTICLE XI FINANCE AND OTHER MANAGEMENT MATTERS

- 11.1** The Registered Office. The registered office of the Society shall be located in Airdrie, Alberta or such other place as may be established at the Annual General Meeting or by resolution of the Board.
- 11.2** Real Property. All real property owned by the Society shall be registered in the Society's name.
- 11.3** Insurance. The Society may secure and continue to provide all necessary insurance, including liability insurance for all Directors.
- 11.4** Fiscal Year. The fiscal year of the Society shall end on June 30 of each year.
- 11.5** Auditors. There shall be an audit of the books, accounts, and records of the Society at least once each year. A qualified accountant appointed at each Annual General Meeting, or two Members elected at an Annual General Meeting, shall perform this audit. At each Annual General Meeting of the Society, such auditor shall submit a complete statement of the books for the previous year. The Board shall fix the remuneration, if any, of the auditor.

- 11.6** Seal of the Society. The Board may adopt a seal as the seal of the Society and the Secretary shall have control and custody of the seal, unless the Board decides otherwise. The seal of the Society shall only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.
- 11.7** Cheques and Contracts of the Society. The Officers designated by resolution of the Board shall sign all cheques drawn on the monies of the Society. Unless otherwise directed by the Board, two signatures shall be required on all cheques and the Board may authorize in writing the Executive Director or any Director or Officer to sign cheques for certain amounts and circumstances. All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.
- 11.8** The Keeping and Inspection of the Books and Records of the Society.
- (a) The Secretary shall keep a copy of the minute book(s) and records of minutes of all meetings of the Members, of the Board and of the Executive Committee and other committees of the Board.
 - (b) The Secretary shall keep the original minute book(s) at the registered office of the Society.
 - (c) The Board shall keep and file all necessary books and records of the Society as required by the By-laws, the Act, or any other statute or laws.
- 11.9** Inspection of Books and Records. All financial and other records of the Society, except for records that the Board designates as confidential of the Society, are open to inspection by the Members. A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his/her intention to do so. Unless otherwise permitted by the Board, such inspection will take place only at the registered office.
- 11.10** Borrowing Powers. The Society shall have the right to pledge its credit or borrow money only for such purpose and on such terms and conditions as may be approved by a two-thirds vote of the Board. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
- 11.11** Remuneration. No Member, Director or Officer of the Society shall be paid any remuneration for their services as a Member, Director or Officer, provided however that nothing herein contained shall prohibit the payment by the Society to any Member, Director or Officer of any reasonable account incurred by such Member, Director or Officer for clerical or other assistance or with respect to any out-of-pocket expense, nor shall it prevent the Society from paying appropriate compensation to a person who is a Member, Director or Officer for services performed for the Society as an agent or employee of the Society.
- 11.12** Protection and Indemnity of Directors and Officers.

- (a) Each Director or Officer holds office with protection from the Society. The Society shall indemnify each Director or Officer against all costs or charges that result from any act done in his/her role for the Society. The Society shall not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- (b) No Director or Officer shall be liable for the acts of any other Director, Officer or employee of the Society. No Director or Officer shall be responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer shall be liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Society, unless the act is fraudulent, dishonest or done in bad faith.
- (c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers shall not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE XII AMENDING THE BY-LAWS

12.1 Amendment of By-laws.

- (a) These By-laws may be cancelled, altered, rescinded or added by Special Resolution at any Annual General or Special General Meeting of the Society.
- (b) The 21 days' notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the By-laws.
- (c) The amended By-laws take effect after approval of the Special Resolution at the Annual General or Special General Meeting and accepted by the Corporate Registry of Alberta.

12.2 Rules and Regulations. The Board may prescribe such rules and regulations not inconsistent with these By-laws, provided that such rules and regulations will only have force and effect until the next meeting of the Members of the Society when they must be ratified.

ARTICLE XIII DISPUTE RESOLUTION

13.1 Subject to section 22 of the Act, all disputes arising out of the affairs of the Society and between any Members of the Society or between:

- (a) a Member or a person who is aggrieved and who has for not more than 6 months ceased to be a Member, or
- (b) a person claiming through the Member or aggrieved person or claiming under the By-laws of the Society,

and the Society or a Director or Officer of the Society, shall be decided by arbitration pursuant to the provisions of the *Arbitration Act* (Alberta).

ARTICLE XIV DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

14.1 Dissolution. Any decision to wind up the Society shall be governed by the following procedure:

- (a) notice of the proposed winding up shall be given to all Members of the Society in accordance with the By-laws governing the calling of a Special General Meeting, and such a meeting shall be held;
- (b) at any such meeting, the Members of the Society may, by ordinary resolution, resolve to wind up the Society and appoint certain Members, persons or firms to carry out such winding up;
- (c) the assets of the Society at the date of winding up shall be sold, and the proceeds applied to the liquidation of the Society's liabilities;
- (d) any funds or assets remaining after the payment of all debts shall be distributed to a registered charity or qualified donee, as those terms are defined in the *Income Tax Act* (Canada), located within Alberta whose objects, in the opinion of the Directors, most closely resemble those of this Society; and
- (e) in no event shall any Director, Officer or Member of the Society receive any funds or assets of the Society upon its dissolution.

SIGNED this 13 day of December, 2016

WITNESSES:

Signature: [Signature]
Print Name: ZARAVAGE
Address: 16 Elgin Meadows Green SE
Calgary, AB T2Z 0L8

[Signature]
Jesse McNeil
President