

**CALGARY MINOR SOFTBALL ASSOCIATION
BY-LAWS**

ARTICLE I GENERAL

- 1.1** Purpose – These By-laws relate to the general conduct of the affairs of the Calgary Minor Softball 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 appointed by the Members at the Annual General Meeting to audit 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) *Society* – the Calgary Minor Softball Association,
 - 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) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
 - h) *Registrar* – means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Alberta Business Corporations Act*.
 - i) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
 - j) *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** Corporate Seal – The Society will have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board, and will be kept in the custody of the Secretary.
- 1.5** 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.
- 1.6** 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.
- 1.7** 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).
- 1.8** Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine 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 Member:

2.2

- a) District Member – A District composed of Team Members as recognized by the Society.
- b) Team Member – Any team registered with a District Member composed of Athlete Members and Affiliate Members.
- c) Athlete Member – Any individual who is a participant or athlete who is registered with a District Member.
- d) Affiliate Member – Any individual, who is a volunteer, coach, or official, who is registered with a District Member.
- e) Director Member – Any individual who is a Director of the Society.

Admission and Renewal of Members

2.3 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;
- 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) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member agrees to uphold and comply with the Society's governing documents;
- e) The candidate member meets any other condition of membership determined by the Board;
- f) The candidate member has met the applicable definition listed in Section 2.1; and
- g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Dues and Duration

2.4 Year – Unless otherwise determined by the Board, the membership year of the Society will be May 1st to April 30th.

2.5 Dues – Membership dues will be determined annually by the Board.

2.6 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.

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 sixty (60) 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) The Member’s death; or
 - f) By Ordinary 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 will be expelled from the Society for failing to pay membership dues 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** Dues Payable – Any dues, 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 dues.
- 2.16** Privileges of Good Standing - Subject to these Bylaws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:
- a) To serve as a Director or Officer of the Society;
 - b) To be a member of a Committee of the Society;
 - c) To attend, participate, and vote at meetings of the Members;
 - d) To participate in Society activities; and
 - e) To participate in other events associated with the Society.
- 2.17** 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 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 Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members 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 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. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, 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 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 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 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 Members unless notice in writing of such other item of business has been submitted to the Board fourteen (14) days prior to the meeting of the Members in accordance with procedures as approved by the Board.
- 3.8 Quorum – Ten (10) voting Members present 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 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

- 3.10** Agenda – The agenda for the Annual General Meeting may include:
- a) Call to order
 - b) Establishment of quorum
 - c) Declaration of any Conflicts of Interest
 - d) Approval of the agenda
 - e) Approval of minutes of the previous Annual General Meeting
 - f) Presentation and approval of reports
 - g) Report of Auditors
 - h) Appointment of Auditors
 - i) Presentation of Budget
 - j) Approval of membership dues and related fees
 - k) Business as specified in the meeting notice
 - l) Election of new Directors
 - m) Adjournment
- 3.11** 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.
- 3.12** 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.
- 3.13** Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Society, and others who are 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

- 3.14** Voting Rights – Members have the following voting rights at all meetings of the Members:
- 3.15**
- a) District Members may appoint one delegate or designate who is entitled to one (1) vote. Delegate name to be sent to the Executive Director at least 24 hours in advance and in writing.
 - b) Team Members may appoint the team coach or manager who is entitled to one (1).
 - c) Athlete Members may attend meetings of the Members but are not entitled to vote.
 - d) Affiliate Members may attend meetings of the Members but are not entitled to vote.
 - e) Director Members are entitled to one (1) vote at all meetings of the Members.
- 3.16** Eligibility of Votes – The date determined by the Board will determine the list of 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.
- 3.17** Proxy Voting – There will be no voting by proxy.
- 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, 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. In the case of a tie, the President of the Society (or designate) shall cast the deciding vote.

ARTICLE IV GOVERNANCE

Composition of the Board

- 4.1 Composition of the Board – The Board will consist of the following up to 23 members:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Commissioner
- f) League Director
- g) Registrar
- h) CMSU President
- i) Past President
- j) District Directors
- k) Directors at Large

Eligibility of Directors

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

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

Election of Directors

- 4.3 Nominations Committee – The Board may appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

- 4.4 Nominations from the Floor – Nominations may be accepted from the floor.

- 4.5 Election – Directors will be elected at each Annual General Meeting as follows:

- a) The President and Treasurer will be elected at alternate Annual General Meetings to those listed in sub-section b in odd numbered years for a two year term.
- b) The Vice President and Secretary & Registrar will be elected at alternate Annual General Meetings to those listed in sub-section a in even numbered years for a two year term.

- 4.5.1 Elections – Elections for each Director position will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
 - 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.

Appointed Directors

- 4.6 Appointed Directors – The Board of Directors will appoint by way of Ordinary Resolution the Commissioner and League Director.

Past President

- 4.7 Past President – The Past President will be the immediate last person to hold the position of president. Any President who was removed from their position is not entitled to hold the position of Past President.

CMUS Chair

- 4.8 CMSU Chair – The CMSU Committee Chair will be the individual holding the position of Chair of the CMSU.

District Presidents

- 4.9 District Presidents – The District Presidents will be those individuals holding a position of District President.

Terms

- 4.10 Terms – Elected and Appointed Directors will serve terms of two (2) years 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.

Resignation and Removal of Directors

- 4.11 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 Secretary 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.

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

- a) The Director resigns;
- b) At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;
- c) The Director is found to be incapable of managing property by a court or under Alberta law;
- d) The Director is found by a court to be of unsound mind;
- e) 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
- f) The Director dies.

4.13 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual General Meeting or Special Meeting 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

4.14 Vacancy – Where the position of a 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.

Meetings of the Board

4.15 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.

4.16 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 Vice-President (or designate) will be the Chair of the meeting.

4.17 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 consents 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.

4.18 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).

4.19 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.20 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.21 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of 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 Chair of the meeting shall vote a second time to decide the issue.

4.22 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.

- 4.23 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.
- 4.24 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.25 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

- 4.26 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

- 4.27 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.
- 4.28 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 management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
 - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
 - e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
 - f) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
 - g) Make expenditures for the purpose of furthering the objects and purposes of the Society;
 - h) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
 - i) 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, Vice President, Secretary, and Treasurer.
- 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 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 Vice President 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 Secretary will be responsible for the documentation of all amendments to the Society's By-laws, will ensure that all official documents and records of the Society are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Society, and will perform such other duties as may from time to time be established by the Board.
 - d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, will oversee and supervise office staff, 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, excluding the President, 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 for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors.
- 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

Executive Committee

- 6.1** Executive Committee - The Executive Committee will be comprised of the Officers and the Commissioner, League Director, Registrar, Past President and CMSU Chair. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.
- 6.2** Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.
- 6.3** Quorum - Quorum will consist of a majority of the Executive's voting members.

- 6.4 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The President of the Association is entitled to a second vote upon a tie.
- 6.5 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

Other Committees

- 6.6 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.
- 6.7 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.
- 6.8 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.
- 6.9 Removal – The Board may remove any member of any Committee.
- 6.10 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 January 1 – December 31st.
- 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 statement of the books 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 head office of the Society. The books and records of Calgary Minor Softball Association may be inspected by any member of Calgary Minor Softball Association at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer. Directors will at all times have reasonable access to the books and records of Calgary Minor Softball Association maintained by the Secretary or Treasurer.
- 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 the Executive Director and 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) 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, hypothecate, 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 in accordance with the Act.

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 March 1, 2017.
- 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.