

Elk Point & District Minor Hockey Association Bylaws

ARTICLE 1 - PREAMBLE

1.1 Name

This organization shall operate and be registered as the Elk Point & District Minor Hockey Association, and will be referred to herein as EPMH, the Society, or the Association.

1.2 Bylaws

The following articles set forth the Bylaws of the Elk Point & District Minor Hockey Association.

1.3 Non-Profit Organization

The Association is constituted as and shall be operated exclusively as a non-profit society, no part of the income of which is payable to, or is otherwise available for, the personal benefit of any past or present Member. The Association is not a charitable organization as defined under the Income Tax Act of Canada.

ARTICLE 2 - DEFINITIONS

2.1 Definitions

In these Bylaws the following words have these meanings:

2.1.1 Act means the Societies Act and Regulations of Alberta.

2.1.2 Annual General Meeting means the annual meeting described in Article 4.1.

2.1.3 Bylaws mean the Bylaws of this Society as amended from time to time.

2.1.4 Director means any person elected or appointed to the Society as a Director as described in Article 5.

2.1.5 General Meeting means a meeting of the Membership to discuss business of the Society as described in Article 4.3.

2.1.6 Member means a Member of the Society.

2.1.7 Officer means any Officer as described in Article 5.

2.1.8 Registered Office means the registered office for the Society.

2.1.9 Register of Members means the register maintained by the Society containing the names of the Members of the Society.

2.1.10 Society means the Elk Point & District Minor Hockey Association.

2.1.11 Special Meeting means a special meeting as described in Article 4.2.

2.1.12 Special Resolution means:

- (a) a resolution passed at a General Meeting, Special Meeting, or Annual General Meeting of the Membership of the Society. There must be twenty one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
- (b) a resolution proposed and passed as a Special Resolution at a General Meeting, Special Meeting, or Annual General Meeting of the membership of this Society with less than twenty one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree;
- or
- (c) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting, Special Meeting, or Annual General Meeting of the Membership of this Society.

2.1.13 Voting Member means a Member entitled to vote at the meetings of the Society.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws:

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

ARTICLE 3 - MEMBERSHIP

3.1 Membership

Membership is open to residents of Alberta eighteen years of age or older who subscribe to the Bylaws of the Society and meet any of the following conditions:

- (a) any parent or legal guardian, eighteen years of age or older, of a player registered with EPMH as per Hockey Alberta Regulations;
- (b) any team official that is officially registered with EPMH;
- (c) any person holding a position as an Officer or Director of EPMH;
- (d) any person holding an EPMH volunteer position that is appointed by the Association (e.g. ice scheduler, bingo chair, equipment manager, etc);
- (e) any person who has previously been a member and who has been approved by the Board of Directors or by motion at a General Meeting to be a member;
- (f) any interested community member who has been approved by the Board of Directors or by motion at a General Meeting to be a member.

3.2 Date of Membership

A member shall be added to the Register of Members on the date that they qualify as a member AND have provided their name, address, and phone number to the Secretary of the Society.

EXCEPTION

No new members shall be added to the Register of Members after a Special Meeting of the Society is called until the business of the Special Meeting is concluded.

3.3 Membership Fees

No membership fee is charged.

3.4 Rights and Privileges of Members

Any Member in good standing is entitled to:

- (a) receive notice of meetings of the Society;
- (b) attend any meeting of the Society;
- (c) speak at any meeting of the Society;
- (d) stand for election for officer and director positions; and
- (e) exercise other rights and privileges given to Members in these Bylaws.

3.5 Responsibility of Members

All Members shall be bound by the Bylaws and the Policies and Procedures of the Society.

3.6 Voting Members

Every Member in good standing shall have the right to attend and vote at the Annual General Meeting (AGM), General Meetings, and Special General Meetings.

A Voting Member is entitled to one (1) vote at a meeting of the Society.

3.7 Member in Good Standing

A Member is in good standing when the Member is not suspended as provided under article 3.8.

3.8 Suspension of Membership

3.8.1 Decision to Suspend

The Society, at a Special Meeting called for that purpose, or the Board, at a Special Meeting of the Board called for that purpose, may suspend a Member's membership not more than three (3) months for one or more of the following reasons:

- (a) if the Member has failed to abide by the Bylaws;
- (b) if the Member has failed to pay any amounts owed to the Society by the payment deadline;
- (c) if the member has been disloyal to the Society;
- (d) if the member has disrupted meetings or functions of the Society;
- (e) if the member has done anything or failed to do something with a result that is judged to be harmful to the Society; or
- (f) if the member has violated the Society's Code of Conduct.

3.8.2 Notice to the Member

3.8.2.1 The affected Member will receive written notice of the Society's or Board's intention to deal with whether that member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.

3.8.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society or by electronic means. The notice may also be delivered in person by an Officer of the Society.

3.8.2.3 The notice will state the reasons why the suspension is being considered.

3.8.3 Decision of the Society

3.8.3.1 The member will have an opportunity to appear before the Society or the Board to address the matter. The Society or the Board may allow another person to accompany the member.

3.8.3.2 The Society or the Board will determine how the matter will be dealt with and may limit the time given the member to address the Board.

3.8.3.3 The Society or the Board may exclude the member from its discussion of the matter, including the deciding vote.

3.8.3.4 The Society or the Board will vote on these matters by secret ballot.

3.8.3.5 The decision of the Society or the Board is final.

3.8.4 Suspension of Officers or Directors

Board Members (Officers or Directors) whose membership has been suspended will no longer sit on the Board and will not be eligible for election or appointment to the board until the AGM following the end of the suspension.

3.9 Termination of Membership

3.9.1 Deemed Expiration

All memberships shall be deemed to expire on June 30 if the conditions of membership are no longer met.

3.9.2 Voluntary Withdrawal

Any Member who wishes to withdraw from the Association shall so signify in writing to the Secretary, and upon such notice being presented at a Board of Directors or General meeting, his/her name shall be removed from the Register of Members and he/she shall be deemed to have withdrawn, effective the date of the notice.

3.9.3 Death

The membership of a member is ended upon their death.

3.9.4 Debt to the Society

If a Member has not paid any amounts owing to the Society within three (3) months following the date the debt is due, the Member is considered to have submitted their resignation. The member is considered to have ceased being a member on the date his/her name is removed from the Register of Members.

3.9.5 Expulsion

The Society may, by Special Resolution, at a Special General Meeting called for that purpose, expel any member for any cause which is deemed sufficient and in the best interests of the Society. The decision of the membership is final. The Member is considered to have ceased being a member on the date of the Special Resolution.

3.10 Transmission of Membership

No right or privilege of any member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

3.11 Continued Liability for Debts Due

Although a member ceases to be a member, they are liable for any debts owing to the Society at the date of ceasing to be a member.

3.12 Limitation on the Liability of Members

No Member is, in his/her individual capacity, liable for any debt or liability of the Society.

ARTICLE 4 - MEMBERSHIP MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

4.1.1 Date & Location

The Society holds its Annual General Meeting (AGM) no later than September 30 of each calendar year, in Elk Point, Alberta, on a day and at an hour and location decided by the Board.

4.1.2 Notice

The Secretary shall deliver notice of the Annual General Meeting to each Member at least twenty one (21) days before the AGM. This notice states

the place, date, and time of the AGM, and the general nature of any business requiring a Special Resolution.

Notice shall be deemed provided by posting on the Association Website and by email to the membership, and by any other method as set out in the Policies and Procedures.

The accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any AGM.

4.1.3 Non-Members

Non-members may attend an AGM by permission of the President or Vice President. Non-members have no voting privileges and shall not take the floor.

4.1.4 Purpose of the Annual General Meeting

The primary purpose of the Annual General Meeting of the Society is to do the following:

- (a) To review and approve financial statements and other pertinent reports;
- (b) To elect Directors and Officers.

4.1.5 Agenda for the Annual General Meeting

The following shall be the order of business at annual general meetings of the Society:

- (a) Call to order;
- (b) Determination of quorum;
- (c) Adopting the agenda;
- (d) Presentation and approval of the minutes of the previous annual general meeting;
- (e) Addresses and reports of officers;
- (f) Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- (g) Reports of committees;
- (h) Appointing the auditors;
- (i) Electing the Officers;
- (j) Electing the Directors;
- (k) Unfinished business;
- (l) New business;
- (m) Adjournment.

4.1.6 Quorum

Attendance by seven (7) Members at the Annual General Meeting is a quorum.

4.2 Special Meeting of the Society

4.2.1 Calling of Special Meeting

A Special Meeting may be called at any time:

- (a) by a resolution of the Board of Directors to that effect; or
- (b) on the written request of at least four (4) Officers or Directors. The request must state the reason for the Special Meeting and the motion(s) or resolution(s) intended to be submitted at the Special Meeting; or
- (c) on the written request of at least twenty (20) of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) or resolution(s) intended to be submitted at the Special Meeting.

4.2.2 Notice

The Secretary shall deliver notice to each Member at least twenty one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

Notice shall be deemed provided by posting on the Association Website and by email to the membership, and by any other method as set out in the Policies and Procedures.

The accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any Special Meeting.

4.2.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

4.2.4 Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.2.5 Quorum

Attendance by seven (7) Members at the Special Meeting is a quorum.

4.3 General Meeting

A General Meeting is a meeting of the Membership as a whole to discuss business of the Society. There will be a minimum of four (4) General Meetings per year.

4.3.1 Calling of General Meeting

A general meeting may be called at any time:

- (a) by the President;
- (b) by a resolution of the Board.

4.3.2 Notice

The Secretary shall deliver notice to each Member at least fourteen (14) days before the General Meeting. This notice states the place, date, time and general purpose of the General Meeting.

Notice shall be deemed provided by posting on the Association Website and by email to the Membership, and by any other method as set out in the Policies and Procedures.

The accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

4.3.3 Attendance by the Public

General Meetings of the Society are not open to the public. Non-members can request permission from the President or Chair to attend a meeting.

4.3.4 Quorum

Attendance by seven (7) Members at a General Meeting is a quorum.

4.3.5 Failure to Reach Quorum

The President or meeting Chair cancels the General Meeting if a quorum is not present within one-half ($\frac{1}{2}$) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half ($\frac{1}{2}$) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.4 Board of Directors Meeting

4.4.1 Calling of Board of Directors Meeting

A Board of Directors Meeting may be called at any time:

- (a) by the President; or
- (b) on the written request of at least two (2) Officers or Directors. The request must state the general nature of the reason for the Board Meeting.

4.4.2 Notice

The Secretary or President shall deliver notice to each Member of the Board at least twenty four (24) hours before the Meeting. This notice states the place, date, time and purpose of the Board Meeting.

Notice can be delivered in person or by email, text or other electronic means.

The accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any Board of Directors Meeting. The members of the Board of Directors may waive notice.

4.4.3 Agenda for Board of Directors Meeting

Only the matter(s) set out in the notice for the Board of Directors Meeting are considered at the Board of Directors Meeting.

4.4.4 Quorum

Attendance by five (5) Members of the Board (Officers or Directors) at the Board of Directors Meeting is a quorum.

4.4.5 Procedure at the Board Meeting

Voting shall be the same procedure as for the AGM.

4.5 Meeting Procedures

4.5.1 Presiding Officer

- (a) The President Chairs every General Meeting, Special Meeting, Annual General Meeting, and Board of Directors Meeting of the Society. The Vice President chairs in the absence of the President.

- (b) If the President and Vice President are unable to attend, they or the Board may appoint a delegate to chair the meeting.
- (c) If neither the President nor the Vice-President is present within one-half ($\frac{1}{2}$) hour after the set time for the Meeting and no delegate has been appointed, the Members present choose one (1) of the Members to chair.

4.5.2 Adjournment

- (a) The President may Adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- (b) No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- (c) The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

4.5.3 Voting

- (a) Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.
- (b) The President or Chair may vote. The President or Chair does NOT have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- (c) A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- (d) The President or Chair declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- (e) Only members in attendance at a Meeting shall be entitled to vote. There is no voting by proxy.
- (f) All elections of Officers and Members of the Board of Directors shall be conducted using secret ballot.

4.5.4 Failure to Give Notice of Meeting

No action taken at a 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.

4.5.5 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE 5 - THE GOVERNANCE OF THE SOCIETY

5.1 Composition of the Board of Directors

The Board of Directors of the Society (also referred to as “the Board”) consists of the following Officers and Directors:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Registrar
- (f) U7 Director
- (g) U9 Director
- (h) U11 Director
- (i) U13 Director
- (j) U15 Director
- (k) U18 Director

5.2 Election of the Board of Directors (Officers and Directors)

5.2.1 Schedule of Elections

At every Annual General Meeting there shall be an election of Officers and Directors as follows:

- (a) Elected on odd numbered years shall be the Vice President and the Treasurer. The Vice President and Treasurer shall be elected for a two year term.
- (b) Elected on even numbered years shall be the President and the Secretary. The President and Secretary shall be elected for a two year term.
- (c) Elected every year shall be the Registrar, U7 Director, U9 Director, U11 Director, U13 Director, U15 Director and U18 Director. The Registrar and Directors shall be elected for a one year term.

- (d) If at the close of nominations there is only one (1) candidate before the general Membership, then that candidate shall be appointed by acclamation. If there are two (2) or more candidates before the general Membership, then those candidates shall be elected by the general Membership by secret ballot. The secret ballot shall be administered by the Vice President in even numbered years or by the President in odd numbered years, plus a delegate chosen by the general Membership from the Members in attendance.

5.2.2 Nomination of Candidates

- (a) Any Member in good standing can nominate themselves for election. The nomination does not require a second.
- (b) Any Member in good standing can nominate another Member in good standing for election. The nomination does not require a second. The nominated Member must accept the nomination if present at the election, or, if not present at the election and successfully elected, the position within fourteen (14) days of the election. If the nominee declines the nomination, they will not stand for election for that position. If the nominee declines the position after being elected, the position will be treated as vacant.
- (c) The Board of Directors can nominate a candidate who is a Member in good standing for any open Officer or Director position. The proposed candidate must accept the nomination prior to the election.

5.2.3 Limit on Positions

A Member may hold only one (1) Officer or Director position at a time. The sole exception is that one person may hold the position of Secretary/Treasurer if suitable candidates cannot be found to fill both positions.

5.2.4 Limit on Terms

There is no limit on the number of terms that a Member may hold a position.

5.3 Resignation, Death or Removal of a Director or Officer

- 5.3.1** A Director or Officer may resign from office by giving notice in writing to the President or Secretary. The resignation takes effect on the date the Board accepts the resignation.

5.3.2 Removal of a Director or Officer

- (a) Voting Members may remove any Director or Officer before the end of their term. The Director or Officer can be removed by Special Resolution at a Special Meeting called for this purpose.
- (b) A Director or Officer who has three (3) consecutive unexcused absences from Board of Director, General or Special meetings shall be deemed to have failed to carry out his/her duties.
- (c) The Board of Directors may, by a two thirds majority, remove a Director or Officer for failing to carry out his/her duties or for willfully breaching the Bylaws or the Policies and Procedures of the Association.

5.3.3 Upon the death of a Director or Officer, their position becomes vacant.

5.4 Vacancy

If there is a vacancy in the Directors or Officers, the Board of Directors (Officers and Directors) may appoint a Member in good standing to fill a vacancy occurring other than one transpiring as the result of the expiration of a Director's or Officer's term of office. Any Directors or Officers so appointed shall only hold office until the next Annual General Meeting and then shall be eligible for re-election for the same position. An election shall be held at the AGM to fill any vacant Board of Director position (Officer or Director) regardless of when the position is scheduled for election.

5.5 Duties of the Officers

The Officers of the Society are the President, Vice President, Secretary and Treasurer.

5.5.1 President

The President:

- (a) Supervises the affairs of the Society.
- (b) When present, chairs all meetings of the Society or may delegate authority to another member of the Board if absent or unable to act. In the event that the President is unable to delegate this authority, the Board of Directors shall appoint authority.
- (c) Is an ex officio member of all committees.
- (d) Ensures all members of the Board of Directors perform their duties in adherence to the Bylaws and the Policies and Procedures of the Association.

- (e) Serves as the main spokesperson for the Association.
- (f) Serves as a Signing Officer of the Association.

5.5.2 Vice President

The Vice President:

- (a) Presides at meetings in the President's absence.
- (b) Replaces the President at various functions when asked to do so by the President.
- (c) Serves as a Signing Officer of the Association.

5.5.3 Secretary

The Secretary:

- (a) Attends all meetings of the Society.
- (b) Keeps accurate minutes of those meetings.
- (c) Has charge of the Society's correspondence.
- (d) Maintains the Register of Members with the names and addresses of all Members.
- (e) Ensures all notices of various meetings are sent.
- (f) Keeps the Seal of the Society (if the Society adopts a seal) and makes use of the seal.
- (g) Files the annual return, changes in the directors of the Society, amendments to the Bylaws and other incorporation documents with the Corporate Registry.
- (h) May serve as a Signing Officer of the Association.
- (i) Ensures all Board of Directors receive the current copy of the Bylaws and Policies and Procedures.

5.5.4 Treasurer

The Treasurer:

- (a) Ensures all monies paid to the Society are deposited in a chartered bank, treasury branch, or trust company chosen by the Society.
- (b) Serves as a Signing Officer of the Association.
- (c) Presents a detailed account of revenues and expenditures to the Society as requested.
- (d) Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting.
- (e) Monitors all team, committee, and subsidiary organization financial reporting for compliance with Policies and Procedures and reports any deficiencies to the Board of Directors.

5.6 Duties of the Directors

5.6.1 All Directors shall:

- (a)** Promote the objectives of the Society.
- (b)** Promote membership in the Society.
- (c)** Maintain and protect the Society's assets and property.
- (d)** Make policies for managing the Society.
- (e)** Make rules and regulations for operating the Society.

5.6.2 Registrar

The Registrar:

- (a)** Shall be responsible for the coordination of the registration of all players, teams and team officials, the Hockey Canada Registry System (HCR), liaison with Hockey Alberta's Zone Team on player release, affiliation and generally represent the Association to Hockey Alberta.
- (b)** Shall be responsible for all registration issues for all participants within the Association.
- (c)** Approves eligibility of all players registered in the Association in accordance with Hockey Alberta and Hockey Canada criteria (including EPMH residential boundaries and the Elite Model Development guidelines) – this eligibility will determine whether or not a player can be registered and play for EPMH.
- (d)** Shall be responsible to ensure proper registration of players, team officials and team registration with Hockey Alberta in Hockey Canada's Registry (HCR).
- (e)** Shall be responsible to process player releases through HCR in conjunction with the President.
- (f)** Provides final verification that a player within EPMH is eligible for a standard or conditional release.
- (g)** Shall be responsible for verifying player affiliations in conjunction with Head Coaches and entering player affiliations into HCR.
- (h)** Shall be responsible for intra-branch transfers and intra-association transfers in HCR in conjunction with the President.
- (i)** Shall be a liaison with Hockey Alberta and Hockey Canada with respect to player, team official and team registration in conjunction with the President.
- (j)** Shall be responsible for ensuring all rosters are approved and send all approved rosters to the Division Directors and Team Managers.

5.6.3 U7 Director, U9 Director, U11 Director, U13 Director, U15 Director, U18 Director (referred to as “Division Directors”)

The Division Directors:

- (a) Shall be responsible for their division programs.
- (b) Provide input on the selection of the Coaches and team officials, conduct meetings, and submit reports as required by the Board.
- (c) Facilitate communication between the Board and the parents and players of their division.
- (d) Ensure that all on-ice personnel complete all required programming and coaching clinics as per Hockey Alberta.
- (e) Assist team officials with league, scheduling, tournaments and other matters.
- (f) Submit a report on their division at the Annual General Meeting.
- (g) Report any and all resolved and unresolved coaching, parent, player, spectator, or any such other disciplinary concerns to the Board.

5.7 Committees

5.7.1 Establishing Committees

The Society may appoint committees to advise the Society.

5.7.2 General Procedures for Committees

- (a) A Member chairs each committee created by the Society.
- (b) The Chairperson calls committee meetings.
- (c) Each Committee:
 - (i) records minutes of its meetings;
 - (ii) distributes these minutes to the committee members;
 - (iii) provides reports to each general meeting.
- (d) Two (2) days' notice of meetings is required to be delivered to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
- (e) A majority of the committee members present at a meeting is a quorum.

ARTICLE 6 - FINANCE AND OTHER MATTERS

6.1 Registered Office

The Registered Office of the Society is located in Elk Point, Alberta at A.G. Ross Arena, 5326 51 Street. Another place may be established at an Annual General Meeting or by resolution of the Board.

6.2 Finance and Auditing

6.2.1 The Fiscal Year of the Society is June 1 - May 31.

6.2.2 There must be an audit of the books, accounts, and records of the Society at least once each year. A qualified accountant OR two members in good standing appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Society, the auditor submits a complete statement of the books for the previous year.

6.3 Seal of the Society

6.3.1 The Society may adopt a seal as the Seal of the Society.

6.3.2 The Secretary has control and custody of the seal, unless the Society decides otherwise.

6.4 Cheques and Contracts of the Society

6.4.1 Two signatures are required on all cheques.

6.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Society.

6.5 The Keeping and Inspection of the Books and Records of the Society

6.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings.

6.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society.

- 6.5.3** The Society keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 6.5.4** 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.
- 6.5.5** Unless otherwise permitted by the Society, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 6.5.6** All financial records of the Society are open for such inspection by the Members.
- 6.5.7** Other records of the Society are also open for inspection by the Members, except for records that are confidential.

6.6 Borrowing Powers

- 6.6.1** The Society may borrow or raise funds to meet its objects and operations. The Society decides the amounts and ways to raise money, including giving or granting security.
- 6.6.2** The Society may issue debentures to borrow only by resolution confirmed by a Special Resolution of the Society.

6.7 Payments

- 6.7.1** No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.
- 6.7.2** Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Society approval.

6.8 Protection and Indemnity of Directors and Officers

- 6.8.1** Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his/her role for the Society. The Society

does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

6.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Society, unless the act is fraud, dishonesty or bad faith.

6.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 7 - AMENDING THE BYLAWS

7.1 These Bylaws may be repealed, amended or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Society.

7.2 The twenty one (21) days' notice of the Annual General Meeting or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

7.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 8 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

8.1 The Society does not pay any dividends or distribute its property among its Members.

8.2 If the Society is dissolved, any funds or assets remaining after paying all debts are paid to an eligible charitable or non-profit organization or organizations, the objects of which are beneficial to the community. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.