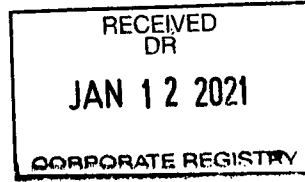


CR2100143 0083



**Fury Lacrosse Association**  
2020 Annual General Meeting  
December 10, 2020

Special Resolution for consideration:

Whereas the current members of the Society wish to amend the Bylaws of the Society in the form presented at the 2020 AGM of the Society on December 3<sup>rd</sup>, 2020. Subsequent to AGM, the "Bylaws" will be filed with the Registrar of Corporations for the Province of Alberta and put into effect pursuant to the special resolution and in accordance with the requirements of Alberta's Societies Act and the Bylaws of the Society.

BE IT RESOLVED THAT:

AMENDMENT OF BYLAWS

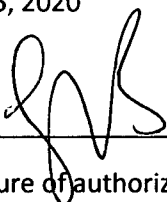
1. The Society be and is hereby authorized to amend by special resolution of all of its members the By-laws of the Society as follows:

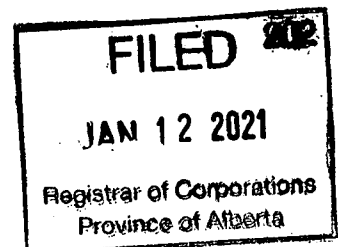
a. The by-laws were changed as follows:

- the existing by-laws are repealed.
- they are replaced by the attached by-laws.

I hereby certify that the above special resolution was passed at a meeting of the members of Fury Lacrosse Association on December 10th, 2020.

Date: December 15, 2020

Signature:   
(original ink signature of authorized officer)

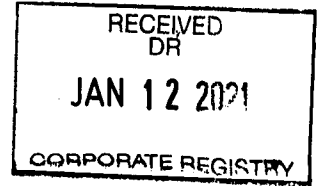


Printed Name: Cheryl Barnabe

Title: Secretary, Fury Lacrosse Association



10000007134555805



FURY LACROSSE ASSOCIATION BY-LAWS

Article I. NAME AND GENERAL

Section 1.01 Name

The name of the Society shall be the "FURY LACROSSE ASSOCIATION" (hereinafter called the "Society").

Section 1.02 Head Office

The office of the Society shall be in the City of Calgary, in the Province of Alberta.

Section 1.03 Dissolution

In the event of dissolution or liquidation of the Society, all assets remaining after payment of liabilities will be distributed to one or more recognized Canadian charitable organizations as determined by the Board.

Section 1.04 Non-Profit Organization

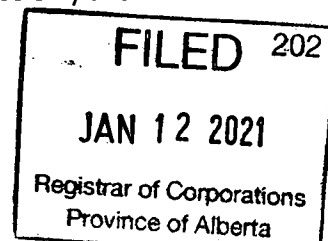
The Society is a non-profit organization that shall not make any distributions of assets or payments to its members, and all benefits and revenues will be used by the Society to promote its objectives.

Section 1.05 Definitions and Interpretation

In these By-Laws, unless the context otherwise requires:

- (a) "Act" or "Statute" means The Societies Act (Alberta) or any Act or Acts substituted therefore, and in case of any such substitution the reference in these provisions to non-existing Acts shall read as referring to the provisions substituted therefore in the new Act or Acts;
(b) "Annual General Meeting" means the regular general meeting of the Society's Members to be held annually;
(c) "Board" means the Board of Directors of the Society;
(d) "Director" means a director of the Society;
(e) "Executive Committee" means the committee established pursuant to Section 10.08 hereof;
(f) "General Meeting" means either an Annual General Meeting or a Special General Meeting;
(g) "Member" means a member of the Society and shall include a shareholder and vice versa;
(h) "Month" means a calendar month;
(i) "Nominations Committee" means the committee established pursuant to Section 10.09 hereof;
(j) "Office" means the registered office of the Society for the time being;
(k) "Register" means the register of Members;
(l) "Secretary" shall include any person appointed to perform the duties of the Secretary of the Society;
(m) "Special General Meeting" means a General Meeting called pursuant to Section 7.03 hereof; and
(n) "Special Resolution" and any derivations thereof shall have the meaning ascribed thereto in the Statutes, as amended from time to time.

Headings of the Articles or Sections hereof are inserted for convenience of reference only and shall not affect the construction or interpretation of these By-Laws.



CR2100143 0084

Words importing singular number only shall include the plural and vice versa and words importing the masculine gender shall include the feminine and neuter genders and words importing persons shall include provincial or federal companies, corporations, partnerships, syndicates, trusts and any number or aggregate of persons all as the context may require.

"In writing" and "written" shall include printing, typewriting, lithographing, facsimile, email, and any other mode of representing or reproducing words in visible and recorded form.

## **Article II. MEMBERSHIP**

### **Section 2.01 Membership**

A member shall be any person at least 18 years of age who:

- (a) is a registered player with the Society;
- (b) is the parent or guardian of any player registered with the Society; or
- (c) such other person at least 18 years of age who meets such other criteria for membership as the Board may from time to time establish, including without limitation any person who is a coach, manager or other official registered with the Society and who is willing to support the promotion and development of lacrosse in the City of Calgary, in the Province of Alberta and elsewhere in Canada;

provided such persons or the player for whom a person is the guardian or parent has fully paid all membership fees, registration fees, annual dues or any other fees, dues or amounts payable by Members and owing to the Society.

### **Section 2.02 Restrictions**

- (a) Membership lapses and ceases to exist when any Member ceases to be a Member by resignation, by failure to pay membership fees, registration fees, annual dues or any other fees, dues or amounts payable by Members, or otherwise in accordance with these By-Laws.
- (b) Membership is not transferable

### **Section 2.03 Resignation and Suspension**

- (a) Any Member may withdraw from the Society by delivering to the Society a written resignation and lodging a copy of same with the Secretary of the Society.
- (b) Any Member may be required to resign by a vote of not less than three-quarters of the Members present and voting at any General meeting of the Society, which has been duly called.
- (c) Any Member required to resign from the Society shall not again be approved by the Board for membership, unless the Board is satisfied that the reasons for which the resignation was required no longer exist. Any Member who voluntarily resigns while in good standing shall automatically be considered for re-admission to membership upon receipt of a written request.
- (d) Any Member who is delinquent in payment of any financial obligation to the Society for three months is automatically suspended from participation in any activities of the Society and shall be deemed to have resigned and shall be removed as a Member if such payment is not made in full within six months of date when due.
- (e) Any Member who breaks any of the By-Laws or rules of the Society may be suspended by the majority vote of the Board for such time and on such terms as the Board shall deem fit under the circumstances.

- (f) The Board shall have the power to make any and all rules relating the removal of membership privileges, including without limitation any rules dealing with the holding of a hearing or any appeal therefrom, provided that such rules prior to becoming effective shall be ratified and confirmed by a resolution of the Members at a duly called General meeting.

### **Article III. BOARD OF DIRECTORS**

#### **Section 3.01 Existing Board**

The present Officers and Directors shall continue to hold office until the next Annual General Meeting of the Society wherein their successors shall be elected pursuant to these By-Laws or the next Special General Meeting of the Society called for that purpose.

#### **Section 3.02 Membership of the Board**

The Board of Directors shall consist of not less than five (5) and not more than eleven (11) Directors, which shall consist of the officers of the Society together with not more than five (5) Directors at large, all as elected pursuant to these By-Laws.

#### **Section 3.03 Change in Number of Directors**

The Society may from time to time in General Meeting increase or decrease the number of Directors within the maximum and minimum number specified in Section 3.02 hereof, and may at such meeting elect Directors to fill any vacancies resulting from an increase in the number thereof.

#### **Section 3.04 Retiring Directors**

At the first Annual General Meeting and at every succeeding Annual General Meeting the Directors however appointed or elected shall retire from office. A retiring Director shall retain office until the dissolution of the meeting at which his successor is elected.

#### **Section 3.05 Fill Vacancies**

The Society at the General Meeting at which any Directors retire in the manner aforesaid shall fill up the vacated offices by electing new Directors or in case any change in the number of Directors is made at any such meeting, shall elect the number of persons to be Directors as may be fixed by such meeting.

#### **Section 3.06 Adjournment**

If at any meeting at which an election of Directors ought to take place, the places of the vacating Directors are not filled up, the meeting may be adjourned for such period and to such place as the Directors present may prescribe, and if at such adjourned meeting, the places of the vacating Directors are not filled up the meeting may be further adjourned from time to time until the election of Directors to take the place of vacating Directors shall have been held, but in default of such election, the vacating Directors or such of them as have not had their places filled shall continue in office until their places are filled up.

#### **Section 3.07 Nomination of Directors**

Directors chosen by the Members shall be elected from:

- (a) lists presented by the Nominations Committee appointed by the Board; and

- (b) nominations from the Members of the Society submitted to the Nominations Committee not less than 14 days prior to the date of the Annual General Meeting, at which an election of Directors is to take place, such nomination to be made by any Member in good standing with the consent of the nominee

### Section 3.08 Term

- (a) Unless a Director resigns or has been removed from the Board pursuant to these by-laws, a Director shall hold office until their successor is elected. All Directors are elected for two-year terms.
- (b) An existing Director shall be eligible for re-election to the Board.
- (c) The terms of the office of President, Vice-President – Minor, and Secretary shall start in the same even year and the terms of the office of the Vice-President – Major and Treasurer shall start in the same odd year.

### Section 3.09 Vacancy

- (a) The Board may appoint any person qualified in accordance with these By-laws as a Director to fill a vacancy or as an additional Director, but in either case the total number of Directors shall not exceed the maximum number of Directors as set forth in Section 3.02.
- (b) Any Director appointed to fill a vacancy, or as an additional Director, shall hold office only until the close of the Annual General meeting next following his appointment, unless the person is elected as a Director at the Annual General Meeting

### Section 3.10 Resignation

- (a) Any Director may resign as a Director by giving written notice of his resignation to the President or Secretary of the Society.
- (b) The continuing Directors or a continuing Director may act notwithstanding any vacancy in their body, so long as there remains a quorum of the Board qualified to act.

### Section 3.11 Deemed Vacation of Office

The office of a Director shall be and shall be deemed to have been vacated if the Director:

- (a) is absent, without leave, from four (4) successive meetings of the Board;
- (b) is convicted of an indictable offense;
- (c) becomes mentally incompetent or dies;
- (d) is removed from office by the Members of the Society in General Meeting specifically called for the purpose; or
- (e) becomes bankrupt or makes an authorized assigned with his creditors.

### Section 3.12 Declaration of Interest

No Director shall be disqualified by his office from holding any office or place of profit under the Society or under any company in which the Society shall be a shareholder or otherwise interested, or from contracting with the Society either as a vendor, purchaser or otherwise howsoever. Nor shall any such contract or any contract or arrangement entered into by or on behalf of the Society in which any Director shall be in any way interested either personally or as a member of a firm or a syndicate or any other association whatsoever, or as a shareholder or director of a company or in any manner whatsoever be avoided. Nor shall any Director be liable to account to the Society for any profit arising from any such office or place of profit, or realized by him under any such contract or agreement by reason of such Director holding that office or of the fiduciary relationship thereby established by the

Director and must declare that he has an interest and the nature thereof, at the meeting of Directors at which the contract or arrangement is determined on, if his interest then exists, or in any case at the first meeting of the Directors at which he is present after the acquisition of his interest, and a Director may, as a Director, participate in the discussion with respect to any such or arrangement, but shall not be entitled to vote in respect of any contract or arrangement in which he is so interested as aforesaid. A general notice that a Director is a member of any specified firm, syndicate or company or any association shall be sufficient disclosure under this clause as regards such Director and the said transactions, and after such general notice it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm, syndicate, company or other association.

### Section 3.13 Engagement by Society

Any Director may be employed by the directors as a provider of goods and services for the Society and as such shall be entitled to receive the usual remuneration for such goods and services, provided that any such contract or arrangement for the provision of such goods or services shall be bona fide and on reasonable commercial terms and conditions and has been approved by a resolution of the Board.

### Section 3.14 Removal of Directors

Any Director may be removed from office without reason by the vote of majority of the Members present at a General Meeting of the Society where notice specifying the intention to pass a resolution requiring the removal of the Director before the expiration of his term of office has been given with the notice of the meeting.

### Section 3.15 Powers of the Board

- (a) The Board shall administer the property, activities, concerns and the general business and affairs of the Society and shall be responsible for all of the Societies financial affairs. The Board shall plan and direct the activities of the Society. The powers of the Board shall only be exercised by a resolution passed at a meeting of the Board at which a quorum was present when that resolution was passed.
- (b) The Board may, for the Society in its name, appoint representatives and hire employees, if it determines it is in the best interests of the Society to do so, and these representatives or employees will derive their authority and will assume duties and responsibilities in accordance with the directions of the Board as determined at the time of the nomination or employment.
- (c) The Board may make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and may, from time to time, purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings or other property, movable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they deem advisable in accordance with the objects of the Society.
- (d) The Board shall assume the function of representative of the Society to the public and to other diverse organizations not associated with the Society.

### Section 3.16 Specific Powers

Without prejudice to the general powers conferred by Section 3.16 of these presents and all other powers conferred by these presents, it is hereby expressly declared that the Board shall have the following powers:

CR2100143 0053

- (a) to pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Society;
- (b) to purchase or otherwise acquire for the Society any property rights or privileges which the Society is authorized to acquire at such price and generally on such terms and conditions as they think fit;
- (c) to secure the fulfillment of any contracts or engagements entered into by the Society by mortgage or charge on all or any of the property of the Society and its unpaid capital for the time being or in such manner as they may think fit;
- (d) institute, conduct, defend, compound or abandon any legal proceedings by or against the Society or its officers or otherwise concerning the affairs of the Society, and also may compound and allow time for payment of satisfaction of any debts and of any claim or demands by or against the Society;
- (e) make and give receipts, releases and other discharges for money payable to the Society and for the claims and demands of the Society;
- (f) invest any of the funds of the Society not immediately required for the purposes thereof upon such securities and in such manner as they may think fit and they may from time to time vary or realize such investments; and
- (g) the Board may borrow money on the credit of the Society from time to time and in such amounts as they may think proper, and may hypothecate, mortgage or pledge the real and personal property of the Society to secure the sum or sums borrowed and may, with the approval of the Members by Special Resolution, issue bonds or debentures, perpetual or otherwise, charged upon all or any of the Societies property.

### Section 3.17 Duties of Directors

The Directors of the Society shall:

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

### Section 3.18 Delegation by Board

The Board may delegate the management of the activities of the Society to any person or persons or committee, provided that no such delegation shall be irrevocable and that the activities and affairs of the Society shall be managed and all powers of the Society shall be exercised under the ultimate direction of the Board.

### Section 3.19 Validation of Acts Done

All acts done by any meeting of the Board or by a committee of the Board, or by any persons acting as Directors, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been fully appointed and was qualified to be a Director.

## Article IV. BOARD MEETINGS

### Section 4.01 Regular Board Meetings

- (a) The Board shall hold a Board Meeting at the close of every regular and annual general meeting of the Society.

- (b) Meetings of the Board of Directors may otherwise be held from time to time as the Board determines.
- (c) The Board shall hold a minimum of six (6) meetings per year, which may include the meeting held immediately following the Annual General Meeting.

#### Section 4.02 Convening of Board Meetings

Meetings of the Board shall be called by the President or on the direction in writing of any three (3) Directors.

#### Section 4.03 Notice of Board Meetings

Notice of every meeting shall be delivered, telephoned or e-mailed to each Director not less than three (3) days before the meeting is to take place or shall be mailed to each Director not less than seven (7) days before the meeting is to take place, addressed to each Director at their usual place of business or residence. In computing such period of time, the day on which the notice is delivered, mailed or telegraphed shall be included, and the day for which notice is given shall be excluded. A Director thereof may waive notice of any meeting or irregularity in any meeting or in the notice either before or after the meeting. The Board may by resolution appoint a regular time and place for meetings, and no further or other notice of such time and place than the entry of such resolution upon the minutes of the meeting at which it was passed shall be necessary. Immediately upon the conclusion of the annual general meeting, a meeting of the newly elected Directors shall be held and no notice of such meeting shall be necessary.

#### Section 4.04 Proof of Notice

The statutory declaration of any officer that such notice has been given pursuant to this Article shall be sufficient and conclusive evidence of the giving of such notice.

#### Section 4.05 Quorum

A quorum for any meeting of Board shall be a majority of the Directors then holding office, provided that at least one member of the Executive Committee is in attendance. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Society for the time being vested in or exercisable by the Directors generally.

#### Section 4.06 Voting

Questions arising at any meeting of Board may only be decided by a majority vote, and in case of an equality of votes, the Meeting Chair shall not have a second or casting vote.

#### Section 4.07 Chair

The Chair of the Board shall be the President. If the President is not present at any meeting at the time appointed for the holding of same, a Vice-President shall chair the meeting and in the absence thereof, any Director with the consent of the Meeting shall chair such meeting.

#### Section 4.08 Adjournment

- (a) Any meetings of the Board may be adjourned to any time and from time to time and such business as might have been transacted at the original meeting may be transacted at such adjourned meeting. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.



- (b) In the absence of quorum, the Directors present may adjourn the meeting. Notice of such adjourned meeting shall be sent to all Directors in the usual manner, and the Directors present at such adjourned meeting shall be a quorum.

#### Section 4.09 Meeting in Absence of Notice

Meetings may be held without notice if a quorum of the Board is present, provided, however, that any business transacted at such meeting shall be ratified at the next regularly called meeting of the Board or if all the members thereof are present or if those absent waive notice of or otherwise signify their consent to the meeting in writing; otherwise such previously convened meeting and the business transacted thereat shall be null and void.

#### Section 4.10 Participation/Holding Meeting by Electronic Means

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

#### Section 4.11 Resolution Signed by Board Members

A resolution signed by all members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board.

#### Section 4.12 Minutes

The Directors shall cause minutes to be entered in books provided for the purposes:

- (a) Of all appointments of Officers;
- (b) Of all names of all the Directors present at each meeting of Directors and of any committee of such Directors;
- (c) Of all orders made by the Directors and committees of Directors; and
- (d) Of all resolutions and proceedings of general meetings and meetings of the Directors and committees.

Any such minutes of any meeting of Directors or of any committee or of the Society, if purporting to be signed by the Chair of such meeting or by the Chair of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

### Article V. OFFICERS

#### Section 5.01 Officers

The Officers of the Society shall be:

- (a) The President;
- (b) The Past-President;
- (c) The Vice-President – Major;
- (d) The Vice-President – Minor;
- (d) The Secretary;
- (e) The Treasurer; and
- (f) Such other officers are decided upon by the Board from time to time.

## Section 5.02 Vacancies

The particular office of an Officer shall be automatically vacated when;

- (a) the Officer resigned his office by delivering his resignation to the Secretary of the Society;
- (b) the Officer has failed to attend four (4) consecutive Board Meetings and the Secretary of the Society has served that officer with written notice that fact, unless such failure is excused by the Board at the next meeting thereafter;
- (c) a resolution is passed, by three-quarters (3/4) of the voting members present at a Special General Meeting of the Society called for that purpose, that a particular Officer be removed from office; and
- (d) the Officer is no longer qualified to be a director of the Society in accordance with Section 3.12 of these presents.

In case of disagreement as to whether a particular office of an Officer has been vacated, pursuant to the above provisions, the issue shall be conclusively determined by a simple majority vote of the Board, excluding the Officer in question. If necessary, the most senior officer of the Society, eligible to vote, shall have a casting vote. If any office shall become vacant, the President or acting President shall, at the earliest possible date, notify the Board of the vacancy. Upon notification, the Board shall call a Special General Meeting for the purpose of nominating and electing a member to fill the vacant office. The Officer thus elected shall immediately enter upon his duties.

## Section 5.03 Term

Each Officer, whenever elected, shall hold office until the next regular election at the Annual General Meeting of the Society following his election or as determined by the by the Board or Nomination Committee at the time of election of said Officer, unless his office has been vacated pursuant to these By-Laws. A retiring Officer shall remain in office until his successor has been elected.

## Section 5.04 Eligibility

Any adult voting member of the Society shall be eligible for election to any office, whether or not the member was an officer during the previous term, provided that:

- (a) The member has not already been elected to an office for the next term;
- (b) The member is willing and consented to run for office; and
- (c) The member is in good standing.

# Article VI. POWERS AND DUTIES OF OFFICERS

## Section 6.01 President

- (a) The President shall be the Chief Executive Officer for the Society. The President shall preside at all meetings of the Society and of the Board. The President shall see that all orders and resolutions of the Board are carried into effect.
- (b) The President shall be a non-voting, ex-officio member of all committees on which he The President has not already been appointed by the Board.

### Section 6.02 Past President

- (a) The Past-President shall, in the absence or disability of the President and Vice-Presidents, perform the duties and exercise the powers of the President and shall perform such other lawful duties as shall from time to time be assigned by the Board.
- (b) Upon the vacancy before the end of the term in the office of the President, the Past-President shall, if necessary, assume the office, and fill the vacancy pursuant to these By-Laws.

### Section 6.03 Vice-Presidents

A Vice-President shall assume the Chair of any meeting in the absence of the President and shall in the absence of the President act on behalf of the President.

### Section 6.04 Secretary

- (a) The Secretary shall issue all Society Meeting notices and write such official letters as the Society may designate and preserve a record of the proceedings of the Society. In particular, the Secretary has the duty to maintain a set of books in accordance with the Societies Act (Alberta).
- (b) The Secretary shall be responsible for taking and keeping all minutes of the meetings of the Directors and all meetings of the Society.

### Section 6.05 Treasurer

- (a) The Treasurer shall collect and have custody of all funds of the Society and disburse monies after the Treasurer secures approval from the Board.
- (b) The Treasurer shall cause an annual audit of the books and accounts of the Society and submit a report to the annual general meeting of the Society.
- (c) The Treasurer has the duty to ensure that all monies received are deposited in a current account with a chartered bank; trust company or credit union as are necessary to maintain the non-profit registered charitable status of the Society.
- (d) The Treasurer shall ensure that no monies are withdrawn from any account except with the signature of the duly authorized officers with signing authority
- (e) The Treasurer has the duty to ensure that all expenditures are supported by receipts or vouchers.
- (f) The Treasurer shall deliver to their successor in office all funds, books, documents, vouchers, and other property of the Society, which the Treasurer may have in their possession or for which the Treasurer is accountable.
- (g) Upon the vacancy before the end of the term in the office Secretary, the Treasurer, if necessary, shall assume the office, until the vacancy is filled pursuant to these By-Laws.

### Section 6.06 Other Officers

The duties of all other Officers shall be those as may from time to time be assigned by the Board or set forth by their terms of appointment.

## **Article VII. SOCIETY MEETINGS**

### Section 7.01 Meetings

All General Meetings, including the Annual General Meeting, shall be open to the public.

CR2100143 0094

**Section 7.02 Annual General Meeting**

The Annual General Meeting of the Society shall be held in the city of Calgary and an Annual General Meeting shall be held once in every calendar year and not more than 16 months after the holding of the last preceding Annual General Meeting.

**Section 7.03 Special General Meetings**

A General Meeting of the Society, other than an Annual General Meeting, shall be called a Special General Meeting. The Board may whenever they think fit convene a Special General Meeting at such time and place as they may determine. The Board shall upon the requisition of the holders of not less than 6 Members in good standing of the Society forthwith proceed to convene a Special General Meeting of the Society and at a Special General Meeting called in pursuance of a requisition, unless such meeting shall have been called by the Board; no business other than that stated in the requisition as the objects of the meeting shall be transacted thereat.

**Article VIII. NOTICE OF GENERAL MEETINGS**

**Section 8.01 Notice Record**

Notice of a General Meeting shall be served on each Member registered in the Register on the date the notice is served, on each Director and on the auditor of the Society.

**Section 8.02 Period of Notice**

A General Meeting, including any Annual Meeting or Special General Meeting, other than a meeting called to approve a Special Resolution, may be called on not less than 14 days written notice, which notice shall specify the day, hour and place of the meeting and, in the case of special business, the nature of the business.

**Section 8.03 Special Resolution**

Where it is proposed to pass a Special Resolution at a General Meeting, including any Annual Meeting or Special General Meeting, the Board will give Members such notice as is required to be given by the Act and in all other cases at least 21 day's notice specifying the day, hour and place of such meeting together with a general description of such business which shall be served in accordance with Article 12 hereof, provided always that a meeting of Members may be held for any purpose, at any time and at any place without notice thereof may be waived by any Members or the duly appointed proxies of any Members. It shall not be necessary to give notice of any adjourned meeting.

**Section 8.04 Irregularities in Notice**

Irregularities in the notice of any meeting or in the giving thereof or the accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members shall not invalidate any resolution passed or proceedings taken at any meeting or shall not prevent the holding of such meeting.

**Article IX. PROCEEDINGS AT ANNUAL GENERAL MEETING**

**Section 9.01 Proceedings at Annual General Meeting**

The following items of business shall be dealt with at each Annual General Meeting:

- (a) Consideration and approval of the financial statements and the reports of the Board, auditors and other officers of the Society;
- (b) The election of directors; and
- (c) The election of an auditor and the fixing of the auditor's remuneration.

### Section 9.02 Special Business

All business shall be deemed special that is transacted at a Special General Meeting. All business that is transacted at an annual General Meeting, other than those matters set forth above in 9.01 (a) to (c), inclusive, shall also be deemed to be special business.

### Section 9.03 Members Business

Any Member may request that a matter be put on the agenda at an Annual General Meeting, provided that such request is made in sufficient time in advance of the said Annual General Meeting that notice of the matter can be included in the Notice of Annual General Meeting.

### Section 9.04 Quorum

Six (6) Members in good standing shall be a quorum for a General Meeting, including any Annual Meeting and any Special General Meeting, for all purposes.

### Section 9.05 Lack of Quorum

No business shall be transacted at a General Meeting unless a quorum is present at the time the meeting proceeds to business. If within one-half hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case shall stand adjourned to such time and place as those Members present may see fit and if at such adjourned meeting a quorum is not present, it may be further adjourned by those present and similarly further adjourned from time to time thereafter until a quorum shall be present, but if no provision for adjournment is made, any such meeting or adjourned meeting at which a quorum is not present, the meeting shall be dissolved.

### Section 9.06 Eligibility to Vote

Each Member in good standing and personally present shall have the right to one (1) vote on each matter voted on at a General Meeting, no proxies shall be permitted.

### Section 9.07 Meeting Chair

The President shall preside as Meeting Chair at every General Meeting of the Society. Failing the President, a Vice-President shall preside. If there be no President or Vice-President or if at any meeting any one of them is not present within fifteen (15) minutes after the time for holding the meeting, the Members present shall choose someone of their number to be the Meeting Chair.

### Section 9.08 Adjournment

The Meeting Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

### Section 9.09 Voting

Every question submitted to a meeting shall be decided in the first instance by a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the Meeting Chair, or by one or more Members personally present or represent by proxy and entitled to

vote, or as may in special instances be required by law. The meeting Chair shall not, on either a show of hands or on a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a Member, in the case of an equality of votes.

### Section 9.10 Declaration of Meeting Chair

At any General Meeting, unless a poll is demanded by the Meeting Chair or by a Member or Members, a declaration of the Meeting Chair that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

### Section 9.11 Poll of Members

- (a) If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Meeting Chair directs and either at once or after an interval or adjournment, and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
- (b) In case of a dispute as to the admission or rejection of a vote, the meeting Chair shall determine the same and such determination made in good faith shall be final and conclusive.
- (c) Any poll duly demanded on the election of a Meeting Chair of a meeting or on any question of adjournment, shall be taken at the meeting and without adjournment.
- (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## Article X. COMMITTEES

### Section 10.01 Establishment

- (a) The Board shall establish an Executive Committee and a Nominations Committee as standing committees.
- (b) The Board may from time to time by resolution establish such other ad hoc, standing, and special committees of Directors, Members, and others for such purposes as it sees fit.

### Section 10.02 Power and Authority

- (a) The Board may prescribe the powers, duties and authorities of committees and the procedure of meetings.
- (b) No Committee, except the Executive Committee, shall have the power to obligate the Society to any financial outlay or to commit it to any contract agreement or other arrangement unless specifically authorized by the Board.

### Section 10.03 Member of Committees

Subject to the provisions contained these presents, the Board may elect or appoint Members to committees and prescribe their term of office and any other person having relevant knowledge or experience may be elected or appointed to committees.

### Section 10.04 Committee Meetings

Committees shall meet at the call of their respective Chair.

**Section 10.05 Notice**

Committees shall meet after such notice, as the committee may deem advisable. No notice of meeting shall be necessary if all the members thereof are present or if those absent waive notice of or otherwise signing their consent to the meeting in writing.

**Section 10.06 Quorum**

A majority of the members of the committee shall constitute a quorum at that committee meeting.

**Section 10.07 Dissolution**

The Board is empowered, by resolution, to dissolve any and all standing and special committees, excluding the Executive Committee and the Nominations Committee.

**Section 10.08 Executive Committee**

- (a) The Executive Committee shall consist of the Officers of the Society together with such other Directors as the Board may from time to time appoint.
- (b) The Board may delegate to such Executive Committee authority to exercise such of its powers while the Board is not in session as the Board may designate and in exercising such authority, except as provided for herein, the Executive Committee shall have the same powers as the Board.
- (c) The powers and duties of the Executive Committee may be limited as provided by a resolution of the Board from time to time, but in no instance shall the Executive Committee have the power or right to:
  - (i) *buy, sell or encumber real property or borrow money;*
  - (ii) *change the location of the Office of the Society; or*
  - (iii) *authorize any capital expenditures of the Society not included in or contemplated by any budget or forecast approved by the Board from time to time.*
- (d) The members of the Executive Committee shall:
  - (i) *advise and aid the Board in all matters concerning the Societies interests and in the management of its affairs and business; and*
  - (ii) *generally, perform such duties and exercise such powers as may be directed or delegated to the Executive Committee by the Board from time to time.*
- (e) The Executive Committee shall keep minutes of its proceedings and report them to the Board at the next meeting of the Board.
- (f) Any Officer who by virtue of such office is a member of the Executive Committee shall forthwith cease to be a member of the Executive Committee on ceasing to hold such office.

**Section 10.09 Nominations Committee**

- (a) The Nominations Committee shall consist of no fewer than three (3) and no more than five (5) Directors of the Society.
- (b) The Nominations Committee shall:
  - (i) *design, for approval of the Board, a nomination procedure for Directors;*
  - (ii) *inform Members of the Society of the nominating procedure at such time and in such manner as is approved by the Board;*

- (iii) *prepare a list or ballot of names for presentation to the membership for election to the Board at the Annual General Meeting;*
- (iv) *assist the Board and Executive Committee with nominations and appointments throughout the year; and*
- (v) *present its report in writing to the membership at the time and in the manner described for notification of the Annual General Meeting.*

## **Article XI. FINANCIAL MATTERS**

### **Section 11.01 Appointment of Auditors**

The Members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Society, to hold office until the next annual general meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor, if one is appointed, shall be fixed by the Board.

### **Section 11.02 Rights and Duties of Auditors**

The auditors so appointed shall make a report to the Members on the account examined by them and on every balance sheet and statement of income and expenditures before the Society at any Annual General Meeting during their tenure of office, and the report shall state:

- (a) whether or not they have obtained all the information and explanations they have required; and
- (b) whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true view of the state of the Societies affairs as at the date of the balance sheets and the result of its operations for the year ended on that date according to the best of their information and explanations given to them, and as shown by the books of the Society.

### **Section 11.03 Right of Access**

Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Officers of the Society such information and explanation as may be necessary for the performance of duties of auditor.

### **Section 11.04 Attendance at Meetings**

The auditors of the Society are entitled to attend any meeting of members of the Society at which any accounts that have been examined or reported on by them are to be laid before the Members for the purpose of making any statement or explanation they desire with respect to the accounts.

### **Section 11.05 Period of Audit**

The rights and duties of an auditor of the Society shall extend back to the date up to which the last audit of the Societies books, accounts and vouchers were made, or where no audit has been made, to date on which the Society was incorporated.

### **Section 11.06 Accounts**

The Society shall keep true accounts of the assets of the Society and of the sums of money received and expended by the Society and the matter in respect of which such receipts and expenditures take place; and of the credits and liabilities of the Society. The accounts shall be kept in



such books and in such manner as the Board thinks fit and to the satisfaction of the auditors or accountants and shall at all times be open to the inspection of the Directors.

#### Section 11.07 Inspection of Books

The books, accounts and records of the Society may be inspected by any Member at the Annual General Meeting or at any other time after giving reasonable notice and arranging a time suitable to the Officer having charge of same.

#### Section 11.08 Remuneration of Directors

No Officer or Director of the Society shall be entitled to any remuneration by virtue of holding such office or position.

#### Section 11.09 Reimbursement of Expenses

An Officer or Director may be reimbursed for any reasonable expenditure actually incurred in the performance of the duties as an Officer or a Director. An Officer or Director or Member may be reimbursed for any reasonable out-of-pocket expenditure incurred on behalf of the Society.

#### Section 11.10 Salaries

The Board shall have the right to fix the salaries or remuneration to be paid to all employees of the Society and to delegate to any Officer the fixing and payment of salaries, remuneration or wages to employees.

#### Section 11.11 Protection from Liability

Except to the extent required by the Statute, no Director or Officer of the Society shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director or Officer;
- (b) any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society;
- (c) the insufficiency or deficiency of any, security in or upon which any of the moneys of the Society shall be invested;
- (d) any loss or damage arising from bankruptcy, insolvency, or tortuous act of any person with whom any of the moneys, securities or effects of the Society shall be deposited; or
- (e) any loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

#### Section 11.12 Personal Indemnity

Subject to the limitations contained in the Statute, every Director and every officer of the Society and every other person who has undertaken or is about to undertake any liability on behalf of the Society may, from time to time, be indemnified and saved harmless by the Society from and against:

- (a) any liability and all costs, charges, and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or respect of the execution of his duties of his office; and
- (b) all other costs, charges, and expenses that he sustains or incurs in respect of the affairs of the Society.

### Section 11.13 Insurance

Subject to any limitations, which may be contained in the Statute, the Society may purchase and maintain for the protection of its Directors and Officers and their personal representatives and estates such insurance as the Boards may from time to time determine.

### Section 11.14 Fiscal Year

The fiscal year of the Society shall be August 31 in each calendar year, until such time as same may be changed in accordance herewith and the Act.

## Article XII. MISCELLANEOUS

### Section 12.01 Notices

- (a) Any notice, including any notice of any General Meeting, Annual Meeting or Special General Meeting of the Society or any meeting of the Board or any committee of the Board or of the Society or any document may be served by the Society on any Member, Director, Officer or committee member, either personally or by e-mail or similar means of recordable and reproducible written communications, or by sending it by prepaid single registered mail, addressed to such person at his place of address as it appears in the records of the Society or on the Register of Members or the Register of Directors, as the case may be.
- (b) Any summons, notice, order or other document required to be sent to or served upon the Society or upon the Officers of the Society may be sent or served by leaving the same at the Society or sending it by prepaid single registered mail addressed to the Society at the Office.
- (c) Any notice, communication or other document, if served by post, shall be deemed to have given and received on the fifth (5th) mail delivery day after the letter, envelope, card or wrapper containing the notice or document was posted, those sent by courier on the third business day following sending same, those by e-mail or similar means of recordable and reproducible written communications and received prior to 4:00 p.m. (recipients local time) on a business day (at the recipients location) following the day of transmission and those personally delivered on the day such delivery is made.
- (d) No error or omission in giving notice for a meeting of the Board or the Members shall invalidate such meeting or make void any proceedings taken thereat.
- (e) Any Director or Member may at any time waive notice of or consent to the holding of any meeting and may ratify and approve any or all proceedings taken or held at any time.

### Section 12.02 Execution of Documents

All deeds, transfers, licenses, contracts, or other documents of importance signed on behalf of the Society shall be authorized by a formal resolution of the Board and signed in the registered name of the Society by such Directors and Officers of the Society who may be directed to be signing authorities for the Society by resolution of the Board ("signing authorities").

### Section 12.03 Cheque Execution

The Board may designate by formal resolution from time to time those persons who shall have signing authority for cheques issued by the Society.

Section 12.04 Seal

The Society may have a corporate seal if the Board shall decide it is in the Societies interest. The Secretary shall have charge of the seal of the Society. The seal, whenever used, shall be authenticated by the signing authorities appointed by the resolution of the Board.

Section 12.05 By-Laws Amendment

- (a) The By-Laws may be rescinded, altered, or added to, in whole or in part, by Special Resolution of the Members approved by a seventy-five percent (75%) majority vote of Members present at any Annual or Special General Meeting
- (b) Any requested amendment, alteration or repeal of the By-Laws shall be filed with the Chairman at least thirty (30) days prior to the date of any General Meeting, including any Annual Meeting or Special General Meeting
- (c) Notice of such meeting shall state any proposed amendment, alteration or repeal of the By-Laws and shall be made in accordance with the Act and Section 8.03 hereof with notice of such meeting being given in accordance with Section 12.01 hereof.

DATED at the City of Calgary, in the Province of Alberta, this 10<sup>th</sup> day of December 2020.

Kelly Foord \_\_\_\_\_

Steve Elliott \_\_\_\_\_

Mike Toole \_\_\_\_\_

Terrilynn Palmer \_\_\_\_\_

Malcolm Strachan \_\_\_\_\_

CR2100143 0101

Section 12.04 Seal

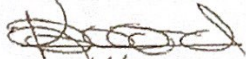
The Society may have a corporate seal if the Board shall decide it is in the Societies interest. The Secretary shall have charge of the seal of the Society. The seal, whenever used, shall be authenticated by the signing authorities appointed by the resolution of the Board.

Section 12.05 By-Laws Amendment

- (a) The By-Laws may be rescinded, altered, or added to, in whole or in part, by Special Resolution of the Members approved by a seventy-five percent (75%) majority vote of Members present at any Annual or Special General Meeting
- (b) Any requested amendment, alteration or repeal of the By-Laws shall be filed with the Chairman at least thirty (30) days prior to the date of any General Meeting, including any Annual Meeting or Special General Meeting
- (c) Notice of such meeting shall state any proposed amendment, alteration or repeal of the By-Laws and shall be made in accordance with the Act and Section 8.03 hereof with notice of such meeting being given in accordance with Section 12.01 hereof.

DATED at the City of Calgary, in the Province of Alberta, this 10<sup>th</sup> day of December 2020.

Kelly Foord



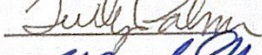
Steve Elliott



Mike Toole



Terrilynn Palmer



Malcolm Strachan

