

GRANDE PEACE ATHLETIC CLUB

BYLAWS

February 20, 2020

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1. INTERPRETATION

1.1 Unless the context otherwise requires, expressions defined in these Articles shall have the meaning so defined and:

“**Act**” shall mean the Societies Act of Alberta.

“**Board of Directors**” or “**Board**” means the Board of Directors of the Society.

“**Conflict of Interest**” shall mean and apply to all members including Directors of the Society. A conflict occurs when a member or Director has an interest in the matter.

“**Executive**” means the Officers and Directors of the Society.

“**Fees**” shall mean the membership fee determined by the Board of Directors from time to time.

“**Good Standing**” shall mean that the member owes no monies to the Society or a team within the Society. The member also is not in violation of any part of the Society’s Bylaws and or Policies and Procedures (PPM) as determined by the Board of the Society.

“**GPMHA**” means Grande Prairie Minor Hockey Association and Grande Peace Athletic Club. GPMHA is the head organization with a subsidiary organization responsible to GPMHA. **Known as GPAC** and unless stated otherwise, GPAC is subject to all the rules and regulations of GPMHA. GPAC is responsible for oversight of the male Bantam and Midget AA and AAA teams. They operate within the Male Athlete Development Model of Hockey Alberta.

“**Meetings of Members**” shall mean a scheduled or adjourned Annual General Meeting, an Extraordinary General Meeting, or any Other General Meeting of the Members.

“**Members**” shall mean any Person who has been accepted as a Member pursuant to these Articles.

“**Officer**” shall mean the President, Vice President, Secretary and Treasurer, and any other such officers as the Board may determine from time to time, and pursuant to the Articles of the Society.

“**Policies**” and or “**procedures**” mean the rules set out and approved by the GPAC Executive and approved by the GPMHA Executive. These rules are a guide the day to day operations of GPAC. It is normally referred to as The PPM.

“**President**” shall mean the President and Chair of the Board.

“**Society**” and “**Association**” mean Grande Peace Athletic Club (GPAC).

“**Special Resolution**” means a resolution passed at a general meeting or special meeting of which not less than twenty (21) days notice has been given specifying the intention to propose a resolution. A resolution must be passed by a 75% majority of those persons in attendance and eligible to vote.

1.2 A Memorandum of Understanding is in place between GPMHA and GPAC.

1.2.1 GPAC is a subsidiary of GPMHA and unless stated otherwise is subject to all the rules and regulations of GPMHA.

1.2.2 GPAC is responsible for the operation and oversight of the Male Bantam and Midget AA and AAA teams.

2.0 OFFICES

- 2.1. The head administration office of the Society will be in the City of Grande Prairie, in the Province of Alberta, or at such place as the Directors of the Society, from time to time decide.
- 2.2. The registered office of the Society shall be at such place, in the City of Grande Prairie, in the Province of Alberta, as the Directors may from time to time decide.

3.0 SEAL

- 3.1. The common seal of the Society shall be kept in the charge of the Secretary, and the same shall not be fixed to any document or any description unless affixed in the presence of any two Officers or the President and any one officer, or otherwise as may be authorized by the Board of Directors.

4.0 Borrowing, Banking and Securities

4.1. Borrowing Power

Without limiting the borrowing power of the Society as set forth in the Act, the Board from time to time on behalf of the Society, without authorization of the Members:

- a. borrow money upon the credit of the Society;
 - b. raise or secure the payment of monies as determined by the Board of Directors;
- The Society may not issue debentures unless approved by members of the Society through a Special Resolution.

4.2. Delegation

The Board may from time to time delegate to any two officers all or any powers conferred on the Board to such extent and in such manner as the Board may determine at the time of delegation.

4.3 Banking Arrangements

Banking arrangements can be made by resolution of The Board of Directors as may be determined to best operate the Society. The signing officers of the Society shall be the Executive Director of GPMHA and any two (2) of the President, Vice President, Secretary and Treasurer as directed by Board resolution.

4.4 The fiscal year of the Society shall in each year be June 1st through May 31 of each year.

5.0 MEMBERS

- 5.1. **Boundaries** The draw zone for the teams of the Association will be those as set out by Hockey Alberta Elite Athlete Hockey Development Model (Male ADM). Consideration may be given to those communities situated in the northeast area of British Columbia providing approval has been granted by Hockey Alberta.

- 5.2 **Fees** A membership fee, if any, will be determined from time to time by the Board of Directors of the Society and shall be paid each year as an Annual Registration Fee. The fees are due as prescribed by the Board of Directors.

5.3 Voting Memberships

Two types of membership exist as well as a third Honorary Membership as described in 5.4.

5.3.1 Active Member

A parent of a registered player in the association shall be an Active Member, provided that the parent is identified on the Annual Registration forms for the player. An Active Member who is not current with registration fees will be deemed not in good standing and not have the same rights as a member in good standing. Each Active Member in good standing shall have the right to attend and vote at all Annual General Meetings and other General Meetings of the Association. Every active membership is deemed to expire on June 30th of each year.

5.3.2 Associate Member

Any person holding the position of coach, manager or other position on the team staff shall be considered an Associate Member and have all the rights and privileges awarded a member in good standing. A Commissioner or any other such volunteer position as may be designated by the Executive during the current season shall be an Associate Member. An Associate Member is awarded for the period of the season that the team participates each year and the is deemed to expire on June 30th of each year.

Elected and appointed Directors of the organization shall have all the rights and privileges as an Active member. Their term only expires on resignation, suspension or at a Member's Annual Meeting held for the purposes of an election.

5.4 Honorary Members

Any person who has made an outstanding contribution to the welfare of the Association and / or may have a special skill set or experience that may be beneficial to the Association, may be granted an Honorary Membership in the Association by the Executive of the Association.

Any person may also become an Honorary Member by a favorable vote of the Members at an Annual General Meeting of the Members, or any meeting called for that purpose. Honorary members are not obliged to pay a membership fee to the Society. Honorary Members have all the rights and privileges of an Active Member.

5.5 Withdrawal of Membership

Any voting or honorary member wishing to withdraw from membership may do so by giving written notice to the Board of Directors through the Secretary of their intention to withdraw from membership and shall cease to be a member upon the date indicated on the written notice.

5.4 Termination of Membership

The Executive or the Society shall have the power to reprimand, suspend, or expel any member who infringes any rules of the Society, or whose conduct, in the opinion of the Executive, render him or her unfit for membership, but no member shall be expelled or suspended without first being summoned before the Executive to explain their conduct. The voting members may also by resolution proposed by a majority but not less than two thirds (2/3) of the votes of such members, at a meeting called for such purpose, at any time cancel the membership of a member, provided that at least fourteen (14) days notice of such meeting and of the resolution proposed to be passed shall be given to the member who it proposes to remove. Such notice may be delivered in person, by mail, email or fax or any other electronic means to the last known physical address or email address as shown on the registry of members.

The Executive must give the member fourteen (14) days notice to attend a meeting for the purpose of addressing the conduct of the member.

Any member named in such notice or their representative shall be entitled to make representation at such meeting. Any member whose membership is terminated has access to the right of appeal as may be defined in the Policies (PPM) of the Association. The right to appeal is available for fourteen days from the date of suspension or expulsion.

6.0 MEMBER'S MEETINGS

6.1 Annual General Meetings

The Annual General Meeting of the members shall be held at such time and day in each year as the Board may determine. The purpose of the meetings is to consider financial statements and reports to be presented at the Annual General Meeting, electing Directors, appointing an auditor or auditors if required by the Act or the Articles, and for the transaction of such other business as may be properly brought forward before the meeting.

The Association must hold its Annual General Meeting before October 31st each year.

A notice in writing stating the day, hour and place of each Annual General Meeting of Members shall be given in the manner provided in Section 11. Such notice shall be delivered not less than twenty-one (21) days or more than fifty (50) days before the date of the meeting to each member as indicated on the Membership Registry. Delivery can be by email or other electronic means including on the association web page.

6.2. Special General Meetings

6.2.1. The Board shall call a Meeting of the Members as soon as is practical upon being requested to do so in writing by twenty percent of the Members entitled to vote at the meeting sought to be held. Such Meeting of the Members shall be called and held for the purposes stated in the written request only.

6.2.2. Notice of any Special General Meeting of the Members called for any purpose shall in addition to stating the day, hour and place of such meeting, disclose the reasons of the meeting as per any documents provided by those who requested the meeting. Documents and rationale for the meeting must be sufficient in detail to permit the Members to form a reasoned judgement. The meeting request shall state the text of any special resolution to be submitted to the meeting. In the case of a Special General Meeting at which a resolution is to be proposed as a Special Resolution at least twenty-one (21) days notice of the meeting must be given. A copy of the Special Resolution shall be provided with the notice.

6.3. Other General Meetings

6.3.1. The Board may convene a Meeting of the Members other than an Annual General Meeting or a Special Meeting as in their absolute discretion.

6.3.2. A notice in writing stating the day, hour and place of a Meeting of the shall be given in the manner provided in Section 11 not less than fourteen (14) days nor more than thirty (30) days before the date of the meeting to each Member is eligible to vote at the meeting.

6.4. Place of Meetings

Meetings of the Members shall be held at any place within any community within their boundaries as the Board may by resolution determine.

6.5. Quorum

A quorum for the transaction of business at any Meeting of the Members shall be ten (10) voting members in good standing, present at a duly convened meeting. If a quorum is present at the opening of the Meeting of Members, the Members present may proceed with the business of the meeting providing that a quorum is maintained. If a quorum is not present at the opening of the Meeting of Members, the Members present may adjourn the meeting to a time and date and place that is agreeable to the members present. If a quorum is not present at the opening of any adjourned Meeting of Members, the members may adjourn the meeting to a time and date and location agreeable to the members in attendance.

6.6. Adjournment

The Chair at a Meeting of the Members may on a motion passed by a majority of those at the meeting entitled to vote, adjourn the meeting from time to time and place to place, but no business shall be transacted at any continuation of an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

6.7. Chair

The President or in their absence the Vice-President, shall preside as Chair of any Meeting of the Members. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose by a majority vote of their number to act as Chair.

6.8. Votes of Members, Ballots and Proxy

- 6.8.1. Every member shall have one vote and no more, and may vote personally, except as herein provided. A family has only one vote regardless of the number of children participating on teams.
- 6.8.2. Except where these Articles or the Act require a matter to be determined by a Special Resolution, all questions submitted to a Meeting of the Members shall be decided by a majority vote of the members voting on the resolution. No proxy votes are allowed.
- 6.8.3. Any question at a Meeting of the Members shall be decided by a show of hands, unless a ballot is required or demanded.
- 6.8.4. On any question proposed for consideration at a Meeting of the Members, Members may demand, and if so, demanded by at least five Members, the Chair shall require that a ballot be taken either before or upon the declaration or the result of any vote by show of hands.
- 6.8.5. A demand or request for a ballot may be withdrawn at any time prior to the taking of the ballot.
- 6.8.6. If a ballot is taken, each Member present is entitled to one vote at the meeting upon the question. A family may not have more than one vote.
- 6.8.7. The result of the ballot so taken shall be the decision of the Members upon the question.

7.0 DIRECTORS**7.1. Nominations of Directors**

- 7.1.0. A Director must be an active or associate member of the Association and reside within the Grande Prairie Elite Draw Zone as mandated by Hockey Alberta.
- 7.1.1. A Director must be an individual and have reached the full age of eighteen (18) years or age.
- 7.1.2. A Director must not have the status of Bankrupt.
- 7.1.3. A nomination committee consisting of three executive members shall be formed to consider possible candidates for Directors and to prepare a list for consideration at an Annual General Meeting.
- 7.1.4. Nominations from the floor will be accepted.
- 7.1.5. A member must be in good standing to nominate another person to a position as Director.
- 7.1.6. All nominees must be present at the Annual General Meeting or in their absence must provide written consent to the nomination.

7.2 Number of Directors

- 7.2.1 The voting members of the Board shall consist of not less than six (6) and not more than fifteen (15) Directors. A Director must be a voting member of the Society.
- 7.2.2 The minimum number of Directors that must be elected include the President, Vice President, Secretary and Treasurer and at least two Directors at Large.

7.3 Election and Terms

- 7.3.1 The election of Directors shall take place at the Annual General Meeting of the Members. All Directors whose terms have expired will retire but may be eligible for re-election.
- 7.3.2 The number of Directors to be elected at any such meeting shall be the number of Directors then in office unless the voting members otherwise determine.
- 7.3.3 The Board may appoint a qualified person to fill a vacancy caused by the resignation, removal or death of a Director. Such Director so appointed will serve until the next Annual General Meeting when an election will be held.

- 7.3.4 All Director terms are for two years, and all terms will expire at the AGM, and all terms are staggered as per Board Policy and in such a manner that no more than 50% of Directors are replaced each year.

7.4 Removal of a Director

The Board, by Special Resolution, may remove a Director from the Board if that Director:

- a. Provides written notice of resignation to the Board; or
- b. Violates the trust of their office as defined by Board policy, or acts in such other manner, as determined by Board policy, to constitute removal of such Director.
- c. The office of a director will be considered vacated if:
 - a. The Director is convicted of an indictable offense;
 - b. The Director files for personal bankruptcy
- d. Misses three (3) consecutive meetings without a reasonable excuse provided to the President or Secretary.
- e. Subject to the Act, the Members may by ordinary resolution passed at a Meeting of the Members called for such purpose, may remove any Director from office. The vacancy may be filled at the same meeting by an election by the Members, failing which it may be filled by an appointment by the Board.

7.5 Remuneration and Expenses

Directors of the Society shall not be paid remuneration for their services; however, the Directors shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending business meetings on the request of the Board and in the performance of their duties as Directors.

7.6 Committee of Directors

The Board of Directors may appoint from among their numbers, one or more committees of Directors, however designated and required to operate the business of the Society. Each committee must have stated Terms of Reference to guide their business.

7.7 Powers of Directors

Subject to the Act, the Regulations, and these Bylaws, the Board of Directors shall have the following powers:

- a. From time to time direct and ensure the management of the business and affairs of the Society and to make and change rules and regulations not inconsistent with these Bylaws or the Act, for the management of the Society and its business and affairs;
- b. To purchase or otherwise acquire for the Society, any property, properties, rights, privileges, or other securities which the Society is authorized to acquire, at such price or consideration, and generally on such terms and conditions as they think fit;
- c. To confer by resolution upon any appointed officer of the Society, powers and duties necessary for the management of the Society;
- d. To appoint any Standing, Special, Advisory or other committees as required to operate the teams under their oversight as the Directors determine and authorize;
- e. To make loans, including but not limited to, financing in the form of leasing, letters of credit, or guarantees, in any amount and on such terms as the Directors shall from time to time determine and authorize.

- f. To negotiate and enter into leases and licences of all or any currently owned or subsequently acquired real or personal, moveable or immovable, property of the Society, on such terms the Directors shall from time to time determine and authorize.
- g. Engage such employees or contractors as the Board of Directors may determine.

8.0 MEETINGS OF DIRECTORS

8.1 Place of Meetings

Meetings of the Board of Directors and of Committees (if any) may only be held within the Province of Alberta.

8.2 Adjourned Meetings

Notice of an adjourned meeting of the board is not required if a quorum was present at the original meeting and if the time and place of the adjourned meeting is announced at the original meeting. Where a meeting is adjourned because a quorum is not present, notice of the time and place of the adjourned meeting shall be given, and the adjourned meeting may proceed with business even though a quorum is not present.

8.3 Regular Meetings

The Board may appoint a day or days in a month or months for regular meetings of the Board at a place and hour to be named. The Executive must meet monthly and may not miss more than two months in a row to conduct a meeting.

8.4 Chair

The President, or in their absence, the Vice-President shall preside as Chair of any meeting of the Board.

8.5 Quorum

The quorum for the transaction of business at any meeting of the Board shall be a majority of voting directors. A Director who is unable to be physically present at a meeting may attend via telephone or other audio or video conference method.

8.6 Voting

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. All members of the board eligible to vote, shall have a vote on any resolution presented for approval at any meeting of the Board. In the event of an equality of votes, the President will cast a deciding vote. In the President's absence the Vice-President shall have a casting vote, and in the absence of both, the Chairperson shall have a casting vote.

8.7 Committees of the Board of Directors

The Board may appoint one or more Committees as required to conduct the business of the Society as they may determine.

8.8 Conflict of Interest

No member of the Board of Directors can have a conflict of interest. If there is a conflict of interest the member may not participate, listen or speak to the matter.

9. PROTECTION OF DIRECTORS

9.1. Limitation of Liability

Every Director and Officer of the Society in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances. Subject to the foregoing and the Act, no Director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee.

9.2. Indemnity

Subject to the Act, the Society shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Association's request and their heirs, executors, administrators and other legal representatives for and against:

- a. Any liability and all costs, charges and expenses that they sustain or incurs in respect to any action, suit or proceeding that is proposed or commenced against them for or in respect for anything done or permitted by them in respect for the execution of the duties of their office; and
- b. All other costs, charges and expenses that they sustain or incur in respect to the affairs of the Society, except where such liability relates to the failure to act honestly and in good faith with a view to the best interests of the Society.

9.3. Insurance

Subject to the Act, the Society may purchase and maintain insurance for the benefit of any person referred to in the preceding section against any liability incurred by them in their capacity as a Director or Officer of the Society or of any body corporate where they act in that capacity at the Society's request.

10. OFFICERS

The Officers of the Society shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Directors may determine from time to time. Any person may hold more than one office.

10.1. President

- 10.1.1. The President shall be the Chair of the Board of the Society. The President shall, when present, preside at all meetings of the Board of Directors, committees of Directors and at all meetings of the Members. In addition to the powers and duties that may, by the provisions of these Articles are assigned to the President, the President shall also have any and all such powers and duties as the Board may specify.
- 10.1.2. The President shall be ex-officio a member of all Board Committees.
- 10.1.3. The President shall submit, or cause to be submitted, to the Board and to the Members at the Annual General Meeting of the Members an annual report and financial statements of the business and affairs and financial position of the Society.
- 10.1.4. The President shall ensure, along with the identified officer, that a record is kept of all meetings of the Board, Meetings of Members and committees of the Board, and that the minutes of all proceedings of those meetings be entered in records kept for that purpose. The President shall ensure, along with a specified Director, that all notices to Members, Directors, officers, auditors and members of committees of the board are given. The President shall also be the custodian of all books, papers, records, documents and instruments belonging to the Society, except when some other officer or agent has been appointed for that purpose. The President may delegate these duties and responsibilities to employees or volunteers of the Society.

- 10.1.5. The President shall ensure that proper accounting records are kept in compliance with the Act, any other provincial or federal requirements and shall ensure procedures are in place for the deposit of money, the safekeeping of securities and the disbursement of funds of the Society.
- 10.1.6. The President may act as a signing officer of the Society.
- 10.1.7. The President is the official spokesperson of the Society and represents the Society at all meetings that the Society is required to attend. This role may be transferred to another member of the Executive of the Society.
- 10.1.8. The President has a responsibility to ensure the Society operates within the guidelines, Bylaws, PPM and Memorandum of Agreement of GPMHA. The President ensures that all Executive members are performing their duties in adherence to the Bylaws, PPM and Terms of Reference.
- 10.1.9. The President may execute the powers of the Executive in the case of an emergency or in situations that the President determines such as suspending members, players and team officials within reason and always subject to a resolution by the Board of Directors within twenty four (24) hours of the President's decision.
- 10.1.10. In the event that the President is unable to delegate these authorities, The Executive shall appoint authority.
- 10.1.11. The President may not be a staff member of a team, nor may the President be a coach at anytime during the term of their office.
- 10.1.12. The President generally serves as the Past President when their term expires. This is an option and is not mandatory.

10.2. Vice President

The Vice-President shall perform the duties of and exercise the powers of the President during the absence or disability of the President. A Vice-President shall have other such powers and duties as the Board, or the President may prescribe. The Vice President provides oversight over discipline issues along with a minimum of one other assigned Director.

10.3. Secretary

The Secretary shall attend all meetings of the Members of the Society and of the Board and keep accurate minutes of the same. The Secretary shall have charge of the seal of the Society and which seal whenever used shall be authenticated by the signature of the President and the Secretary, or, in the case of death or disability of either to act, by the Vice-President. In case of the absence of the Secretary the duties of the Secretary shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all correspondence of the Society and be under the direction of the President and the Board.

10.4. Treasurer

The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever bank the Board may order. The Treasurer shall properly account for the funds of the Society and keep such books as directed by the Board. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth of the financial position of the Society and submit a copy of the same to the Secretary for the records of the Society. The office of Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

10.5. Variation of Powers and Duties

The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

10.6. Delegation of Duties

In the absence of any officer of the Society, or for any other reason the Board may deem sufficient, the Board may delegate the powers of such officer to any other officer or officers or to any Director or Directors for the time being, provided a majority of the Board concur in such delegation of powers.

10.7. Vacancies

If the office of any officer of the Society shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors by resolution shall, in the case of the President and Chair of the Board, and may, in the case of any other officer, appoint a person to fill such vacancy.

10.8. Remuneration

No officer shall be paid any remuneration for their services; however, the officers shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the Board or any committee or in the performance of their duties as officers.

11. NOTICES

11.1. Method of Giving

Any notice or other documents required by the Act, the Regulations, or these Bylaws to be sent to any Member or Director or auditors shall be delivered by personal delivery or sent by prepaid mail or by any electronic means to any such Member and to any Director at their latest address, electronic or otherwise, as shown in the records of the Society.

11.2. Omission and Errors

The accidental omission to give any notice to a Member, Director, officer or a member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

12. MISCELLANEOUS

12.1. Member Approval to Amend Articles

These Articles may only be amended or rescinded by special resolution of the Members at a Meeting of Members and in compliance with the Act.

12.2. Dissolution of The Society

Upon the dissolution of the Society, and after all payments of all debts and liabilities, any remaining property of the Society shall become the property of Grande Prairie Minor Hockey Association the parent organization.

12.3. Effective Date

These amended Articles shall be effective as of the ___th day of _____, 20__ which is the date on which the special resolution attached hereto and forming part of these Articles was passed as required by the Act.

ENACTED ON _____, 20__

PRESIDENT

VICE-PRESIDENT

**“GRANDE PEACE ATHLETIC CLUB”
GPAC**

Special Resolution

I hereby certify that the following resolution was passed at a meeting of the members of “Grande Peace Athletic Club”

on _____, 20_____.

The Bylaws were changed as follows:

The existing bylaws are repealed and replaced by the attached bylaws.

Name: _____ Print
President

Signature: _____

Date: _____

Name: _____ Print
Vice President

Signature: _____

Date: _____