

**BOW CLIFF SENIORS
OBJECTS
AND BYLAWS**

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BYLAWS OF BOW CLIFF SENIORS
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PROPOSED

OBJECTS OF THE BOW CLIFF SENIORS

The Objects of the Bow Cliff Seniors are:

Purposes:

1. To promote the physical, mental, educational and social well-being of seniors and enhance the quality of their lives by offering a warm, caring atmosphere, crucial support, education, friendship and social interaction, and by identifying and implementing effective, beneficial outreach services.
2. Offer support and informational resources through telephone and personal meeting for enhancement of self-sufficiency and well-being of isolated seniors.
3. Collaborate with the programs of others to engage in programs to assist frail and disabled seniors in achieving an active social life style and assist in referrals to other specialized services such as counseling, meals on wheels and home care.
4. Effectively and efficiently utilize volunteers in the promotion, delivery and administration of the Objects of the Bow Cliff Seniors.
5. To provide a focus for social action or advisory processes on behalf of senior people in Calgary.

Principles:

1. Participation in services and activities is dissociated from all gender, racial or religious issues.
2. The Bow Cliff Seniors shall operate exclusively as a non-profit organization without purpose of financial gain for its members. Any revenues or other accretions to the organization shall be used in promoting its Objects.
3. The Bow Cliff Seniors shall operate according to the Bylaws as set forth under title of "Bylaws of Bow Cliff Seniors".
4. The Objects of the Bow Cliff Seniors shall not be rescinded, altered or added to except by special resolution as defined in the Bylaws. No rescission or alteration of or addition to the Objects has effect until it has been registered by the Registrar (The Societies Act, Alberta, R.S.A 1980, Chapter S-18).

The foregoing Objects of the Bow Cliff Seniors Calgary, Alberta, dated: _____
was passed by a special resolution of the Bow Cliff Seniors.

President: _____

Witness: _____

Date: _____

PROPOSED

BYLAWS OF BOW CLIFF SENIORS

All previous Bylaws of the Association are hereby repealed and replaced with the following Bylaws under sanction of a Special Resolution.

ARTICLE 1-PREAMBLE

1.1 Name

The name of this society is Bow Cliff Seniors.

1.2 Bylaws

The following articles set forth the Bylaws of Bow Cliff Seniors.

1.3 Registered Office

The Registered Office of this Association shall be in the City of Calgary, in the Province of Alberta.

ARTICLE 2-DEFINING AND INTERPRETING BYLAWS

2.1 Defined Terms

In these Bylaws, including this clause, unless the context otherwise necessarily requires a different interpretation:

- (a) “**Act**” means the Societies Act (Alberta), R.S.A. 1980, Chapter S-18 and the regulations made thereunder as amended from time to time, or any statute substituted for it;
- (b) “**Active Member**” means an individual who has met the membership requirements set forth in Article 3.2;
- (c) “**Annual General Meeting**” means the annual general meeting described in Article 4.1;
- (d) “**Association**” means **BOW CLIFF SENIORS**;
- (e) “**Auditor**” means a duly qualified auditor appointed pursuant to Article 10;
- (f) “**Board**” means the Board of Directors of the Association as such is elected from time to time, pursuant to Article 5.5;
- (g) “**Bylaws**” means the Bylaws of the Association as amended from time to time;
- (h) “**Director**” means any person, other than an Officer or the immediate past President, elected or appointed to the Board;

- (i) **“Executive Committee”** means the committee described in Article 8.1;
- (j) **“Honorary Member”** means an individual invited to become a Member pursuant to Article 3.3;
- (k) **“Material Contract”** means a contract that is not in the ordinary course of the Association’s operations;
- (l) **“Meeting”** means any meeting of the Members of the Association including an Annual General Meeting or a Special Meeting;
- (m) **“Member”** means a Member of the Association as described in Article 3;
- (n) **“Nomination Committee”** means the committee described in Article 8.1;
- (o) **“Officer”** means any officer elected or appointed in accordance with Article 5;
- (p) **“President”** means the President of the Association;
- (q) **“Register of Members”** means the register or registers maintained by the Association containing the names of the Members of the Association;
- (r) **“Registered Office”** means the registered office for the Association;
- (s) **“Secretary”** means the Secretary of the Association;
- (t) **“Special Meeting”** means a special meeting described in Article 4.3;
- (u) **“Special Resolution”** means a resolution passed at a general meeting of the membership of the association. A Special Resolution is an extraordinary resolution regarding an important decision such as altering the articles or bylaws of the association;
- (v) **“Treasurer”** means the Treasurer of the Association; and
- (w) **“Vice-President”** means the Vice-President of the Association.

2.2 Interpretation

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

- (a) words importing the singular number shall include the plural and vice versa;
- (b) words importing the masculine gender shall include the feminine and neutral genders; and

- (c) words importing an individual also include a corporation, association, society, trust or any number or aggregate of individuals, all as the context may require.

2.3 Headings

The headings used in the Bylaws are inserted for reference purposes only and do not affect the interpretation of these Bylaws.

2.4 Liberal Interpretation

These Bylaws must be interpreted broadly.

ARTICLE 3-MEMBERSHIP

3.1 Classification of Members

There are three categories of Members:

- (a) Active Member
- (b) Honorary Member
- (c) Associate Members

3.2 Active Members

Any individual who is 50 years of age or older may become an Active Member of the Association upon payment of the prescribed membership fee and upon fulfillment of any other membership requirement of the Association which may be established by the Board.

3.3 Honorary Members

An individual may be invited to become an Honorary Member of the Association without payment of the membership fees. This membership category carries no voting rights in the Association and may be for such term as the Board shall decide.

3.4 Associate Members

An individual desiring to participate in the association may be invited by the Board of Directors to become an associate member of the association upon payment of the prescribed membership fees. This membership category carries no voting rights in the association.

3.5 Admission of Members

Any person may become a Member by meeting the requirements of Article 3.2, 3.3 or 3.4. Each Members name will be entered as a Member under the appropriate category in the Register of Members.

3.6 Membership Fees and Term

The annual membership fee and term shall be decided by the Board.

3.7 Rights and Privileges of Members

Any Member in good standing is entitled to:

- (a) receive notice of Meetings of the Association;
- (b) attend any Meeting of the Association;
- (c) speak at any Meeting of the Association;
- (d) attend any Executive Committee Meeting - by invitation only;
- (e) exercise other rights and privileges given to Members in these Bylaws;
- (f) be elected to the Board after 3 months as an active member of the BCS Association.

3.8 Voting

The only Members who can vote at Annual General Meetings or Special Meetings of the Association are Active Members in good standing.

3.9 Number of Votes

An Active Member is entitled to one vote at any Annual General Meetings or Special Meetings of the Association.

3.10 Member in Good Standing

A Member is in good standing when:

- (a) the Active Member has paid all current membership fees and met any other requirements of the Association; and
- (b) the Member has not resigned, withdrawn or been expelled as a Member as provided for in Article 3.11.

3.11 Termination of Membership

(a) Resignation

- (i) Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association.
- (ii) Once the notice is received, the Member's name shall be removed from the Register of Members. The Member will be considered to have ceased being a Member on the date such Member's name is removed from the Register of Members.

(b) Death

The Membership of a Member is ended upon the individual's death.

(c) Expulsion

- (i) Any Member, upon the vote of two-thirds of the Members of the Board, may be expelled from membership in the Association for misconduct, acting in a way to cause, or likely to cause, excessive distress or embarrassment to other Members or users of the Association's facilities, or who commits a breach of the Bylaws, or for any cause which the board deems as reasonable justification for expulsion. The Board shall immediately notify such Member in writing of such expulsion at the members last known address. The notice will be sent by single registered mail and shall be deemed to be received 7 days after sending.
- (ii) A Member expelled pursuant to 3.11 (c) (i) may, within 30 days of the date that the notice was deemed to have been received, contest their expulsion by giving written notice to the Secretary requesting an opportunity to appear before the Board to appeal its decision. The Board shall determine and schedule the date and time of the appeal. The Board may modify or confirm its decision, which will then constitute the final decision on the matter.
- (iii) Any Member expelled from membership in the Association shall not again be approved by the Board for membership, unless the Board is satisfied that the reasons for which the expulsion was required no longer exist.
- (iv) Persons who are users of the facilities of the Association, but not Members of the Association will be subject to all the conditions of Article 3.11 Clause (d).

(d) Forfeit of Rights

Any Member who resigns, withdraws, or is expelled from the Association shall forfeit all rights, claim and interest arising from or associate with membership in the Association. The membership fee will not be refunded.

(e) Re-admission

Where a Member resigns or withdraws from membership, he shall not be precluded from again becoming a Member.

3.12 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 Association.

3.13 Continued Liability for Debts Due

Although an Active Member ceases to be an Active Member by resignation or otherwise, he is liable for any debts owing to the Association at the date of ceasing to be a Member.

3.14 Limitation on the Liability of Members

No Member in his individual capacity is liable for any debt or liability of the Association, according to the Act.

ARTICLE 4-MEETINGS OF MEMBERS

4.1 Annual General Meeting

- (a) An Annual General Meeting of the Members of the Association shall be held at least once in each calendar year, normally in the first quarter of the year.
- (b) The date, time and place of the Annual General Meeting shall be determined by the Board.

4.2 Agenda for the Annual General Meeting

At the Annual General Meeting, the agenda shall include the following:

- (a) adopting the minutes of the last Annual General Meeting;
- (b) the annual report from the President;
- (c) the Auditor's report and financial statement for the previous fiscal year;

- (d) appointment of the Auditor;
- (e) reports from the chairman of each standing committee;
- (f) any other reports as may be required;
- (g) other items specified in the meeting notice.

4.3 Special Meetings

A Meeting of the Members other than an Annual General Meeting shall be deemed to be a Special Meeting. Only the matters set out in the notice may be considered at the Special Meeting. Special Meetings may be called by the Board upon:

- (a) a resolution of the board to that effect; or
- (b) the written request of at least 3 Members of the Board which states the reason for the Special Meeting and the motions intended to be submitted at the Special Meeting; or
- (c) the written request of at least 12 Active Members which states the reason for the Special Meeting.

4.4 Notice-Meetings

- (a) Subject to Article 4.5, notice of the Annual General Meeting, or a Special Meeting shall be provided to Members by the Board not less than 21 days before the time fixed for the holding of the Meeting.
- (b) The notice shall state the date, place and time of the Meeting and details of the intention to propose any Special Resolution.
- (c) A notice may be given by the Association to any Member entitled to attend a Meeting either by personal communication or by public notice.

4.5 Notice-Special Resolution

Notwithstanding Article 4.4, notice of any Meeting at which a Special Resolution is to be passed by the Members shall be given:

- (a) at a Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
- (b) by the vote of not less than 75% of those Active Members who vote in person on the matter;

- (c) a resolution proposed and passed as a Special Resolution at a Meeting of which less than 21 days' notice has been given, if all the Active Members entitled to attend and vote at the Meeting so agree, or
- (d) a resolution consented to in writing by all the Active Members who would have been entitled at a Meeting so agree.

4.6 Quorum

A quorum for the transaction of business at the Annual General Meeting or Special Meeting shall be 25 Active Members present in person.

4.7 Failure to Reach Quorum

If a quorum is not present within 20 minutes of the time fixed for the Meeting, the President shall poll all the Active Members present. The Meeting may proceed if not less than 75% of those polled agree a quorum shall be deemed to be present. All proceedings at such a Meeting shall have full legal standing and shall be binding on the Association. If said poll indicates there are insufficient support to deem that quorum is present, the Meeting shall be postponed and the provisions of Article 4.9 sub-clause (b) or (c) shall apply.

4.8 Presiding Officer

- (a) The President shall chair every Meeting of the Association. The Vice-President shall chair in absence of the President.
- (b) If neither the President nor the Vice-President is present within 15 minutes after the set time for the Meeting, the Members present shall choose one of the members of the Board present to chair. If the members of the Board have been notified by the President and the Vice-President of their inability to attend the Meeting, the Active Members present may choose one of the members of the Board present to chair without waiting the 15 minutes, required above.

4.9 Adjournment

- (a) The President may adjourn any Annual General Meeting or Special Meeting with the consent of the Active Members at the Meeting. At the adjourned Meeting, only the unfinished business from the initial meeting shall be conducted.
- (b) No notice shall be necessary if the Annual General Meeting or Special Meeting is adjourned for less than 30 days.
- (c) The Association must give notice when an Annual General Meeting or Special Meeting is adjourned for 30 days or more. Notice must be given in the same manner as for any Meeting.

4.10 Voting

- (a) Each Active Member present at the Meeting has one vote. A show of hands shall decide every vote at every Meeting unless a ballot has been properly requested.
- (b) An Active Member cannot vote by proxy.
- (c) A majority of the votes of the Active Members present at the Meeting who vote in respect of the resolution shall decide each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- (d) The President shall declare a resolution carried or lost. This statement shall be final and does not have to include the number of votes for and against the resolution.
- (e) A ballot shall be used if at least 5 Active Members request it.
- (f) Members may withdraw their request for a ballot.
- (g) The President shall decide any dispute on any vote. The President shall decide in good faith, and this decision shall be final.

4.11 Failure to Give Notice of Meeting

No action taken at a Meeting shall be invalid due to:

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

4.12 Open Meetings

Notwithstanding that Annual General Meetings and Special Meetings of the Association are open to the public, a majority of the Active Members present may ask any persons who are not Members to leave by resolution.

ARTICLE 5-BOARD OF DIRECTORS

5.1 General

The business and affairs of the Association shall be managed by the Board who may exercise all such powers and do such acts and things as may be exercised or may be done by the Association, except as required or directed by the Act, the Bylaws or by statute expressly to be done in some other manner.

5.2 Composition of the Board

The Members of the Board of Directors are:

- (a) the Officers of the Association, namely the President, Vice-President, Secretary, Treasurer and Past President;
- (b) not less than 3 nor more than 11 Directors, which number within these limits shall be determined from time to time by resolution of the Board; and
- (c) the immediate past President.

5.3 Powers and Duties of the Board and Executive Director

- (a) The Board shall plan and direct the activities of the Association.
- (b) The Executive Director shall administer the property, activities, concerns and the general business and affairs of the Association.
- (c) The Board may appoint representatives and hire employees and these representatives or employees will derive their authority and will assume duties and responsibilities in accordance with the direction of the Board. The Board shall set the remuneration of said representatives or employees.
- (d) The Board, or any Officer designated by the Board, may make or cause to be made for the Association in its name, any contract in the ordinary course of the Association's operations which the Association may lawfully enter into and may, from time to time, purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of securities, real property, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they deem advisable.
- (e) The Board may, from time to time, procure by lease or other means, buildings where individuals may carry on activities for the purpose of furthering the Objects of the Association, and incur such reasonable expenses as may be required to equip and maintain offices and other facilities.
- (f) The President and or designate shall assume the function of representation of the Association to the public.
- (g) The Board may make policies for their own government.
- (h) The Board shall, subject to the Bylaws, have the power to create and dissolve committees and appoint chairmen thereto. The Board shall approve the terms of reference for all committees.

- (i) The Board shall have the power to make such policies and authorize and perform such acts as may, from time to time, be required to provide for managing and operating the Association and using its facilities and assets or for contingencies and circumstances not expressly covered by these Bylaws, so long as any such action does not impair the Associations status as a non-profit organization.
- (j) Without limiting the general responsibilities of the Board, the Board may delegate powers and duties to the Executive Committee.
- (k) The Board shall have such other and further powers and duties as may be set forth in these Bylaws.
- (l) The Board may determine the need to seek a consultant, outside the Membership, whose expertise is not available on the Board.

5.4 Qualification

An Officer or a Director shall at the time of his election or appointment and throughout his term of office, be an Active Member of the Association. Such member of the Board shall cease to be an Officer or a Director at the time he ceases to be an Active Member of the Association.

5.5 Election of Officers and Directors

- (a) The Board of Directors shall be elected at the Annual General Meeting from among the Active Members except as described in Article 5.5 (b).
- (b) A member of the Board who has served as a director for two consecutive terms (6 years) shall not be eligible for re election until one year has lapsed.
- (c) The Officers shall be elected each year by the new Board of Directors.
- (d) Nominations may be received from the floor at the Annual General Meeting.
- (e) Four ballot counters who are not in anyway connected with the Society must be selected for each Annual General Meeting.

5.6 Filling a Vacancy

If any vacancy shall occur among elected members of the Board for any reason, the Board may, by majority vote, fill the vacancy by appointment of an Active Member of the Association until the Annual General Meeting.

5.7 Term of Office

Each elected member of the Board of Directors shall hold office for a term of 3 years, one third of such members shall be elected each year at the Annual General Meeting of the Society. In order to establish the rotating process, in the first year, one third of the members will be elected for one year, one third for 2 years and one third for 3 years.

5.8 Resignation or Removal

The office of an Officer or a Director shall be automatically vacated if:

- (a) the Officer or the Director resigns his office by delivering a written resignation to the Secretary;
- (b) the Officer or the Director fails to attend five meetings, regardless of cause, of the Board and the Secretary of the Association has served that person with written notice of the fact, unless such failure is excused by the Board at the next meeting thereafter;
- (c) the Officer or the Director is not an Active Member in good standing; or
- (d) at a meeting of the Board, a resolution is passed by two-thirds of the members of the Board present at the meeting that the Officer or Director be removed from office. The Board shall immediately notify the Officer or Director in writing at the Member's last known address, of such removal from office. Such notice shall be sent by single registered mail or electronic mail and shall be deemed to be received 7 days after sending. An expelled Officer or Director may, within 30 days of the date that the notice was deemed to have been received, contest their expulsion by giving written notice to the Secretary. The Officer or Director shall then be reinstated until a Special Meeting of the Board is held, at which the Active Members will vote on the expulsion. The Officer or Director shall be removed from office by a majority vote of the Board in favor of expulsion. This vote will be final.

5.9 Validity of Acts

An act of an Officer or a Director is valid notwithstanding any irregularity in his election or appointment or a defect in his qualifications.

5.10 Delegation of Duties

In case of the absence or inability or refusal to act of any Officer or Director of the Association or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Officer or Director to any other Officer or Director for the time being.

ARTICLE 6-MEETINGS OF THE BOARD OF DIRECTORS

6.1 Number

Board meetings shall be held as often as the business of the Association shall require and at least quarterly. Meetings shall be called at the direction of the President. A meeting of the Board may be called by any 2 members of the Board by written request to the President stating the business to be brought before the meeting.

6.2 Notice

- (a) Three days prior written, telephone or electronic mail notice shall be delivered to each member of the Board for the holding of any meeting of the Board. Alternatively, the Board may, at its first meeting after the Annual General Meeting, set a particular day when Board meetings will be held (eg. the first Monday of each month) and that shall constitute sufficient notice of meetings of the Board until the next Annual General Meeting. The notice of a meeting of the Board need not specify the purpose or the business to be transacted at the meeting.
- (b) No error or omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings. A meeting of the Board may be held for any purpose on any day and at any time and at any place without notice if all the Board members are present in person or if the Officers or Directors not present in person thereat waive notice of the meeting.

6.3 Presiding Officer

The President shall chair every meeting of the Board and the Vice-President shall chair in the absence of the President. If both the President and Vice-President are absent, the members of the Board present shall choose one of the members of the Board to chair. In this Article 6, all references to the President shall apply to any presiding officer acting pursuant to this Article 6.4.

6.4 Adjournment

- (a) Any meeting of the Board may be adjourned from time to time by the President, with the consent of the meeting, to a fixed time and place. Notice of an adjourned meeting is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- (b) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. The same Officers and Directors who formed a quorum at the original meeting are not required to form a quorum at the adjourned meeting.

- (c) If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

6.5 Quorum

A majority of the number of Officers and Directors constitutes a quorum at any meeting of the Board and, notwithstanding any vacancy, a quorum of Board Members may exercise all the powers of the Board. Business at a meeting of the Board shall not be transacted unless a quorum is present.

6.6 Voting

Each officer excluding the President, Director and the immediate past President shall have one vote. Questions arising at any meeting of the Board shall be decided by majority of votes cast by the members of the Board present at such meeting.

6.7 Resolution in lieu of Meeting

A resolution in writing, signed by all members of the Board entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board. The resolution may also be distributed by electronic mail. The date on the resolution is the date it is passed.

6.8 Acts in Good Faith

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.9 Open Meetings

Notwithstanding that meetings of the Board are open to Members of the Association and to other persons, a majority of the members of the Board present may ask any other Members, or other persons present, to leave the meeting.

ARTICLE 7-DUTIES OF THE OFFICERS

7.1 President

The President shall:

- (a) have the general and active management of the affairs of the Association and see that all orders and resolutions of the Board are carried into effect;
- (b) be an ex-officio member of all committees, except the Nominating Committee;

- (c) when present, chair all Meetings of the Members, the meetings of the Board and the Executive Committee; and
- (d) or their designate shall assume the function of representation of the Association to the public;
- (e) have such other powers and shall perform such other duties as may from time to time be assigned to the President by resolution of the Board or as incident to his office.

7.2 Vice-President

The Vice-President shall assist the President in performance of the President's duties and during the absence or inability of the President to act, the Vice-President shall perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be assigned upon such office by resolution of the Board or as are incident to such office.

7.3 Treasurer

The Treasurer shall:

- (a) have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in any chartered bank or banks or with such other depository or depositories as are acceptable to the Board;
- (b) keep, or cause to be kept, in authorized books of account; full and accurate accounts of the receipts and disbursements;
- (c) distribute, or cause to be distributed, the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements;
- (d) submit to the Board whenever it may require, an account of all transactions and of the financial position of the Association;
- (e) prepare for submission to the Annual General Meeting a statement duly audited as set forth under Article 10, of the financial position of the Association and submit a copy of the same to the Secretary for the records of the Association;
- (f) deliver to any successor to the Treasurer's office all funds, books, documents, vouchers and other property of the Association which the Treasurer may have in the Treasurer's possession for which the Treasurer is accountable; and
- (g) have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by resolution of the Board or as are incident the Treasurer's office.

7.4 Secretary

The Secretary shall:

- (a) keep accurate minutes of Meetings of Members, and meetings of the Board and the Executive Committee, and have charge of the minute books;
- (b) have charge of all the correspondence of the Association and ensure that all notices of the various meetings are properly sent;
- (c) be responsible for the safe-keeping of:
 - (i) a copy of the Certificate of Incorporation of the Association and of the Objects and Bylaws and any amendments thereto;
 - (ii) a record of the names and addresses of the Officers and Directors of the Association, the date on which each was elected (or appointed) and the date on which each ceased to hold office; and
 - (iii) a record of the names, alphabetically arranged, and the addresses of the Active Members of the Association that complies with all legislation; and
 - (iv) the seal of the Association.
- (d) file with the Corporate Registrar its annual return in compliance with the requirements of the Act; and
- (e) have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by resolution of the Board or as are incident to the Secretary's office.

ARTICLE 8-BOARD COMMITTEES

8.1 Standing Committees

- (a) Executive Committee

The Executive Committee shall consist of the President, who chairs the committee, the immediate past President, Vice-President, Secretary and Treasurer. This committee is responsible for:

- (i) carrying out emergency and unusual business between meetings of the Board;
- (ii) hiring, supervising, evaluating and releasing the Executive Director;

- (iii) reviewing and presenting all policies to the Board;
 - (iv) acting as a mediator for personnel problems;
 - (v) carrying out other duties assigned by the Board; and
 - (vi) reporting to the Board on actions taken between meetings of the Board.
- (b) Nomination Committee

Nomination Committee shall consist of a minimum of three Active Members appointed by the Board, one of whom shall be appointed to chair the committee. This committee is responsible for:

- (i) preparing a slate of nominees for the election of directors at the Annual Meetings. The objective is to have the number of nominees exceed the number required for election.
- (ii) presenting the nominees to the membership at the Annual General Meeting.

8.2 Other Committees

The Board may, from time to time, appoint other standing or special committees which shall report to the Board. These committees shall have an Officer or one or more Directors assigned by the Board, one of whom will chair the committee. Other members as required, will be selected from among the Active Members, and an outside person(s) may be added with the permission of the Board. In the event that there is not an Officer or Director available to chair a committee, the Board may appoint an Active Member to this position.

ARTICLE 9-FINANCE AND OTHER MANAGEMENT MATTERS

9.1 Fiscal Year

The fiscal year of the Association in each year shall end on the 31st day of December.

9.2 Borrowing Powers

The Board may, from time to time, for the ordinary course of operations on behalf of the Association, raise or secure the payment of money in such legal manner as it thinks fit, provided that any borrowing for material projects or material business affairs or any issue of debentures must be approved by a Special Resolution.

9.3 Material Contracts

A Material Contract on behalf of the Association shall be authorized by resolution of the Board from time to time.

9.4 Banking, Cheques and Bills of Exchanges

All cheques, bills of exchange and other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the President and the Treasurer or in any other manner as shall, from time to time, be determined by the Board.

9.5 Seal

The Association shall have a corporate seal of such design as may be approved by the Board. The Secretary shall have custody of the seal unless the Board decides otherwise. The seal of the Association, whenever used, shall be authenticated by the signature of two Officers as set forth in Article 9.3.

ARTICLE 10-BOOKS OF RECORDS, BOOKS OF ACCOUNTS AND AUDIT

10.1 Books of Records

The Board shall see that minutes of all Meetings, meetings of the Board and the Executive Committee are recorded and maintained and shall include;

- (a) the election of Officers and Directors;
- (b) the names of the members of the Board present at each meeting of the Board and Executive Committee; and
- (c) all resolutions and proceedings of all meetings.

The books of records shall be kept at the Registered Office or at any such place as the Board may determine.

10.2 Books of Accounts

The Board shall cause true accounts to be kept in books of accounts:

- (a) of all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place;
- (b) of all sales and purchases of goods and services by the Association; and
- (c) of the assets and liabilities of the Association.

The books of accounts shall be kept at the Registered Office or at any such place as the Board may determine.

10.3 Audit

The books of accounts and books of records of the Association shall be audited at least once a year by the Auditor appointed in accordance with these Bylaws. A complete and proper statement of the standing of the books for the previous year shall be submitted by such Auditor at the Annual General Meeting.

10.4 Appointment of Auditors

The Board shall, from time to time, appoint a duly qualified Auditor for such period as the Board may determine.

10.5 Remuneration of Auditor

The remuneration of the Auditor shall be approved by the Board.

10.6 Inspection of Books of Records and Books of Accounts

- (a) The books of record and the books of accounts as set forth in Articles 10.1 and 10.2 above shall be open to inspection by any member of the Board during business hours. Except as otherwise provided by the Act, Active members may not inspect the books of record nor the books of accounts of the Association except at such times and places as the Board may determine upon a request by an Active Member.
- (b) Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.
- (c) Records that the Board may designate as confidential shall only be open for inspection to a person or persons designated by the Board from time to time.

ARTICLE 11-INDEMNITIES TO OFFICERS, DIRECTORS AND OTHERS

11.1 Indemnity

Every Director, Officer, volunteer and employee of the Association shall be deemed to have assumed office or taken on the assigned duties on the express understanding and agreement and condition that he and his heirs, executors and administrators and estate and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Director, Officer, volunteer or employee sustains or incurs in or about any action, suit or proceedings which may be brought, commenced or prosecuted against/for him for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director, Officer, volunteer or employee in or about the execution of the duties of his office and also from and against all other costs, charges and expenses

which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own fraud, dishonesty, bad faith or willful neglect.

11.2 No Limit

The Association may also indemnify such person in such other circumstances as any applicable statutory enactment or law permits. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

ARTICLE 12-CONFLICT OF INTEREST

12.1 Conflict of Interest

- (a) A Director or Officer of the Association who is a party to a contract with the Association, or has a contract with the Association, or has an interest in any party to a contract or proposed contract with the Association shall disclose fully the nature and extent of his interest.
- (b) No such Director or Officer of the Association shall participate in discussion or shall vote on any resolution at a Meeting of the Members or at the meeting of the Board to approve such contract.
- (c) If a contract is made between the Association and one or more of its Directors or Officers, or between the Association and another person of which a Director or Officer of the Association is a director or officer or in which such party has an interest, so long as the Director or Officer disclosed his interest in accordance herewith and the contract was approved by the Board or the Active Members and it was reasonable and fair to the Association at the time it was approved.
 - (i) a Director or Officer or former Director or Officer of the Association to whom a profit accrues as a result of the making of the contract is not liable to account to the Association for that profit by reason only of holding office as a Director or Officer.

ARTICLE 13-REMUNERATION

13.1 Remuneration

- (a) No person shall be entitled to any remuneration by reason of being an Officer or a Director of the Association.
- (b) Directors, Officers, volunteers and employees shall be entitled to be paid their expenses properly incurred by them in connection with the affairs of the Association.

ARTICLE 14-LIQUIDATION OR DISSOLUTION

14.1 Decision to Dissolve

The decision to dissolve the Association and to surrender the Certificate of Incorporation shall be obtained by a Special Resolution.

14.2 Disposal of Assets

In the event of the liquidation or dissolution of the Association, the assets of the Association shall, after all debts have been paid, be distributed to one or more charitable or non-profit organizations as may be determined by a Special Resolution.

ARTICLE 15-AMENDMENT OF BYLAWS

15.1 Amendment of Bylaws

The Bylaws of the Association shall not be rescinded, altered or added to except by a Special Resolution of the Members. No rescission or alteration of or addition to the Bylaws has effect until it has been accepted by the Corporate Registry of Alberta.

These amended Bylaws executed this _____ day of _____, _____ under the sanction of a Special Resolution of the Members passed at a Meeting held on _____, _____

President

Secretary