

**ALEXANDRA CENTRE SOCIETY
BY-LAWS**

ARTICLE 1 PREAMBLE

- 1.1.1 The name of the organization is Alexandra Centre Society and it is hereinafter referred to as "the Society". The Society is incorporated under the Societies Act.
- 1.1.2 This document sets forth the By-laws for the Society, and shall regulate the business and affairs of the Society.

ARTICLE 2 DEFINITIONS AND INTERPRETATION

2.1 DEFINITIONS

In these By-laws the following words shall have these meanings:

- 2.1.1 “**Adult**” means any person of legal voting age.
- 2.1.2 “**Ancillary Group**” means a group with which the Society is associated under conditions as set out in these By-laws that serves a special interest or need of the residents of the community.
- 2.1.3 “**Annual General Meeting**” means the annual meeting of the Members as described in these By-laws.
- 2.1.4 “**Associate Member**” means any Adult residing outside the established boundaries of the Society who has purchased a Membership that has the rights and limitations described in these By-laws.
- 2.1.5 “**Board**” means the Board of Directors of the Society.
- 2.1.6 “**By-laws**” means this document, as amended from time to time.
- 2.1.7 “**Chairperson or Chair**” means, with respect to a meeting of the Society, or the Board, the President of the Society or, in the absence of the President, the Vice-President of the Society or, in the absence of the President and the Vice-President, the Secretary of the Society, or such other member of the Board as may be designated by the Majority Vote of the Board for that meeting.
- 2.1.8 “**Director**” means a Member elected or appointed to the Board.
- 2.1.9 “**Executive**” means the executive committee of the Board, being the President, the Vice-President, the Secretary and the Treasurer.
- 2.1.10 “**Facility**” means the lands and building that comprises the service centre of the Society and the associated recreational facilities.
- 2.1.11 “**Fiscal Year**” means the twelve month period commencing on January 1st of a year and ending on December 31st of the same year.

- 2.1.12 “**General Meeting**” means an Annual General Meeting, or a Special General Meeting of the Members of the Society as applicable.
- 2.1.13 “**Majority Vote**” means more than 50% of the votes cast by Voting Members or Directors eligible to vote who are present at the applicable meeting of the Society or the Board, respectively, except as otherwise noted in these By-laws.
- 2.1.14 “**Member**” means a Voting Member, or an Associate Member, as applicable, whose annual Membership dues, if any, are paid and whose Membership is not under suspension.
- 2.1.15 “**Objects**” means the Objects of the Society as registered under The Societies Act of Alberta.
- 2.1.16 “**Officer**” means a Director who is a member of the Executive.
- 2.1.17 “**Policies and Procedures**” means the administrative rules and practices created and amended by the Board from time to time with respect to the management and governance of the Society and the Facility, which rules and practices may elaborate on, but not be inconsistent with, these By-laws.
- 2.1.18 “**Voting Member**” means a Membership purchased by an Adult residing within the established boundaries of the Society that provides the rights and privileges described in these By-laws.
- 2.1.19 “**Special Meeting**” means a special meeting of the Board called by the President or by request of any two members of the Board in accordance with requirements of proper notice as set out in these By-laws.
- 2.1.20 “**Special General Meeting**” means a special meeting of the Members described in these By-laws.
- 2.1.21 “**Special Resolution**” means a resolution passed:
 - a) at a Special General Meeting or Annual General Meeting of which at least twenty-one days’ notice has been duly given, specifying the intention to propose a resolution substantially in the form of the resolution presented in that notice as a Special Resolution; and
 - b) by a majority of not less than 75% of the votes cast by those Voting Members as are present at that meeting.

2.2 **INTERPRETATION**

2.2.1 In these By-laws:

- a) the singular shall include the plural, and the plural shall include the singular;
- b) the word “person” shall include corporations and associations;
- c) the masculine shall include the feminine and vice versa;
- d) a capitalized derivative of a defined term shall have a corresponding meaning;

- e) any reference to a specific number of days prior to a meeting shall not include the day of the applicable meeting; and
- f) any reference to any statute or any section thereof shall be deemed to extend and apply to any amendment to such statute or section, as the case may be.

ARTICLE 3 MEMBERSHIP

3.1 The Members of the Society shall be those persons who subscribe to the Objects and abide by the By-laws and Policies and Procedures of the Society.

3.1.2 Applications for membership shall be submitted in writing on a form provided by the Society, and are subject to the approval of the Board. Each applicant must express a willingness to subscribe to the Objects and abide by the By-laws and Policies and Procedures of the Society.

3.2 CATEGORIES OF MEMBERS

3.2.1 There are two types of Membership in the Society, being:

- a) Voting Members; and
- b) Associate Members

3.3 VOTING MEMBERS

3.3.1 Voting Members are Members who are resident within the communities of Inglewood, Ramsay and the Beltline Community of Victoria (west boundary - 4 St. SW; east boundary Elbow River; south boundary – 17 Ave. SW; north boundary 10 Ave. SE) who have applied to the Society for membership and have been approved for membership by a majority of the Board of Directors. Voting Members have the right to:

- a) Participate in any and all programs of the Society if eligibility and space allow;
- b) Subject to (d) and (e) of this clause, the right to participate and vote at any duly constituted General Meeting; and
- c) Subject to (d) and (e) of this clause, stand for election or appointment to the Board of Directors, provided that any such Voting Member must have paid the applicable Membership fee and be registered with the Director responsible for Membership a minimum of thirty days prior to that election or appointment.
- d) A Member who is also a tenant in or is employed by an organization who is a tenant in the building may not vote on matters where the decision can directly or indirectly affect building operations or Society partnerships and operations.
- e) A Member who is also a tenant in or is employed by an organization who is a tenant in the building may not stand for election or appointment to the Board.

3.4 **ASSOCIATE MEMBER**

3.4.1 Members not resident in the above communities shall be Associate Members with all the rights and privileges of Voting Members except the right to vote and the right to stand for office.

3.5 **MEMBERSHIP FEES AND REGISTER**

3.5.1 There shall be no dues or fees payable by Members except such, if any, as shall from time to time be fixed by Majority Vote of the Board, which vote shall become effective only when confirmed by a vote of the Members at an Annual or General Meeting.

3.5.2 The Secretary shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within 60 days of the date on which the change comes into effect, the Members in default shall thereupon automatically cease to be Members of the Society. Any such Members may, on payment of applicable dues or fees, reapply as a new Member; he is therefore subject to the requirements as stated in clause 3.1.2.

3.6 **TERMINATION OF MEMBERSHIP**

3.6.1 Each membership shall automatically terminate on the 31st day of December of each year unless renewed upon purchase of a new membership within 60 days of that date.

3.6.2 Any Voting Member or Associate Member whose membership terminates pursuant to clause 3.6.1 may apply for membership at any time thereafter, subject to clause 3.7.

3.6.3 Any Member who desires to withdraw from membership of the Society may notify the Board in writing of that and on receipt by the Board of such notice the Member shall cease to be a Member, but there shall be no reimbursement of membership fees previously paid.

3.7 **SUSPENSION AND EXPULSION OF MEMBERS**

3.7.1 The Board may, suspend or expel any Member from the Society for one or more of the following reasons:

- a) the Member has contravened the Objects of the Society or failed to abide by these By-laws;
- b) the Member has caused a disruption that affects the operation, partnerships, contracts and status of the Society;
- c) the Member has disrupted meetings or functions of the Society; or
- d) the actions or omissions of the Member have harmed the Society.

3.7.2 Subject to the remainder of this clause 3.7, the Board may, by a majority of 75% of those votes cast by the Directors present at a Special Meeting of the Board called for such purpose, suspend or expel any Member from the Society.

- 3.7.3 The Board shall use the following process to notify a Member if it is considering the potential suspension or expulsion of that Member under this clause 3.7:
- a) the Board shall serve written notice to that Member of the Board's intention to consider the possible suspension or expulsion of that Member at least fourteen days prior to the Special Meeting of the Board at which that matter is to be determined;
 - b) that notice shall include the reasons why the Board is considering the possible suspension or expulsion of that Member from the Society; and
 - c) that notice shall either be sent by single registered mail to the last known address of that Member shown in the records of the Society or delivered by registered mail or messenger to that address. A Member being considered for suspension or expulsion from the Society shall have an opportunity to submit a written statement to the Board and to appear before the Board at the applicable meeting to address the matter. That Member may be accompanied by another person if the Member attends that meeting of the Board.

3.7.4 Except to the extent otherwise provided in the preceding portion of this clause 3.7, the Board shall determine the manner in which the potential suspension or expulsion of the Member will be handled, and may limit the time given to the Member to address the Board about the matter. The Board will exclude the Member from its final discussion of the matter, including the vote on the matter.

3.7.5 There shall be no reimbursement of membership fees previously paid by any suspended or expelled Member.

3.7.6 Any Voting Member or Associate Member whose Membership has been suspended shall be eligible to renew the Membership at any time after not less than 12 months, following that suspension.

3.7.7 Any Member who has been suspended or expelled may, upon written application for reinstatement to the Board of Directors of the Society, be reinstated at any Board meeting, if that reinstatement:

- a) is included on the agenda for that Board Meeting; and
- b) has been approved by a majority of 75% of those votes cast by Board Members who are present at that meeting.

3.8 **CHANGE OF ADDRESS OF MEMBER**

3.8.1 Each Member shall give notice to the Society in a timely manner of any change of that Member's address. A Voting Member shall automatically become an Associate Member when the registered Member moves outside the boundaries of the Society. An Associate Member shall automatically become a Voting Member when the registered member moves inside the boundaries of the Society.

ARTICLE 4 MEETINGS

4.1 ATTENDANCE AT MEETINGS

4.1.1 Each General Meeting of the Society shall be open to the public, except that all or part of any meeting may be closed to attendees other than Members by a Majority Vote.

4.2 ANNUAL & GENERAL MEETING OF THE MEMBERSHIP

- a) Each Annual General Meeting of the Society shall be held before the end of the current Fiscal Year.
- b) At the Annual General Meeting, the Directors shall be elected, an official auditor for the next Fiscal Year shall be appointed, the annual report shall be presented; the Treasurer shall present a duly audited statement of the receipts and expenditures of the Society for the past Fiscal Year, and such other business shall be transacted as the Members may approve.
- c) General Meetings of the Society may be called at any time by the Secretary, upon the instruction of the President of the Board, by notice in writing to the last known address of each Member, mailed fourteen days prior to the date of such meeting or given by fax, telephone or e-mail at least seven days prior to the date of such meeting.

4.3 SPECIAL GENERAL MEETING

4.3.1 A Special General Meeting of the Society may be called by the President or by resolution of the Board of Directors.

4.3.2 A Special General Meeting of the Society may be called by written demand of at least ten members provided that they state the business to be brought before the meeting.

4.3.3 Notice of Special General Meetings of the Society shall be in writing to the last known address of each Member, mailed fourteen days prior to the date of such meeting or given by fax, telephone or e-mail at least seven days prior to the date of such meeting.

4.3.4 The Board will convene a meeting within a maximum of thirty days of receipt of a request described in Clause 4.3.2. However, the Board shall not be required to proceed with that meeting, in whole or in part, if fewer than 75% of those Voting Members who signed that request are present in the quorum for the meeting.

4.4 BOARD MEETING

4.4.1 Board meetings of the Society may be called at any time by the Secretary upon the instruction of the President of the Board by notice in writing to the last known address of each Board member, mailed ten days prior to the date of such meeting or given by fax, telephone or e-mail at least three days prior to the date of such meeting.

4.4.2 A Special Meeting of the Board of Directors may be called on the instructions of any two Board Members provided that they request the President in writing to call such a meeting and state the business to be brought before the meeting.

4.5 **NOTICE OF MEETINGS**

4.5.1 Notice of Annual General / General Meetings must be in writing, mailed to the last known address of each Member, at least fourteen days prior to the date of such meeting or by given by fax, telephone or e-mail at least seven days prior to the date of such meeting .

4.5.2 Notice for any Board meeting shall be in any form decided by the President and in the case of a committee meeting, by the Chairperson, not less than three days prior to such meeting. Any Director may at any time waive notice of any such meeting.

4.5.3 For the purpose of sending notice to any Member or Director, for any meeting or otherwise, the address, phone number, fax number, or e-mail address of any Member or Director shall be the last address, phone number, fax number, or e-mail address recorded on the books of the Society.

4.5.4 No error or omission in giving notice of any General Meeting or any meeting of the Board, including any General Meeting rescheduled under clause 4.7.2, shall invalidate the meeting or make void any proceedings of the meeting, provided that this Clause shall not alter the notice requirements of these By-laws pertaining to a Special Resolution.

4.6 **AGENDA**

4.6.1 Only the matter(s) as set out in the notice of meeting shall be considered at any General Meeting.

4.7 **QUORUM FOR GENERAL MEETINGS AND BOARD MEETINGS**

4.7.1 A quorum for Annual General, General and Special General Meeting shall be seven persons in addition to the President or, in the absence of the President, the Vice-President, the Secretary and the Treasurer; every Member in good standing shall be entitled to one vote.

4.7.2 If there is no quorum at a General Meeting within thirty minutes from the time appointed for that meeting, and provided that a minimum of two Officers and five Voting Members, other than Board Members, are in attendance:

- a) The Chairperson shall, at his discretion and prior to terminating the original meeting, fix a date, time and place to hold another meeting, and any business may be dealt with at the rescheduled meeting if a quorum is present (or deemed to be present hereunder) at that rescheduled meeting, provided that the notice requirements specified in these By-laws for a Special Resolution must be complied with if a Special Resolution is proposed for sanction at that rescheduled General Meeting; or
- b) if there is no quorum at the re-scheduled General Meeting conducted under the preceding paragraph within thirty minutes from the time appointed for that meeting, those Voting Members present shall be deemed to be a legal quorum, and that

meeting shall be conducted and its conclusions and resolutions shall be legal and binding as though a full quorum had been present.

4.7.3 A quorum for any meeting of the Board of Directors shall be five Directors present in person. If there is no quorum at the meeting, the Chairperson may conduct the meeting, subject to the ratification of each decision made at such meeting at the next regularly called Board meeting.

4.8 VOTING

4.8.1 Other than the Chairperson, any Member that is a resident of the communities as described in clause 3.3 has the right to vote at a General Meeting if he is a Member in good standing for a minimum period of 30 days prior to the meeting. The Chairperson may cast the deciding vote on an issue if votes cast result in a tie; the Chairperson can vote if decision is by ballot. However, the Chairperson only has one vote.

4.8.2 Conflict of interest: Members with vested interests will not be allowed to vote on any item on the agenda by which they are or may be directly or indirectly affected.

4.8.3 No Member may vote by proxy with respect to any election or other determination being made at any General Meeting.

4.8.4 Any Director may vote on a matter being determined at a meeting of the Board by fax, e-mail or notice delivered to the President before that meeting if the matter shall be submitted to the Directors in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as to the nature of that matter, and provided the resolution has not been substantially changed in its meaning and intent.

4.8.5 Notwithstanding any other provision of these By-laws, the Board may determine any matter within its powers without a meeting on the following basis:

- a) the matter shall be submitted to the Directors, by notice from the President, in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as to the nature of that matter;
- b) each Director shall cast a vote with respect to that resolution within three days after delivery of that notice or by such later date as is specified in that notice;
- c) any such vote shall be binding on the Board as if it had been conducted at a meeting of the Board unless a Director objects, by notice to the President and Secretary not later than two days following receipt of that notice, to that matter being determined without a meeting of the Board.
- d) a resolution in writing signed by all of the Directors personally shall be valid and effective as if it had been passed at a duly constituted meeting of the Board.
- e) The President shall promptly notify the Directors of the result of any vote by notice under this clause following the expiry of the applicable response period, and the results of any such vote conducted by notice shall be included in the minutes for the next meeting of the Board.
- f) If there is an objection under Paragraph (c) of this clause to the determination of a matter without a meeting, the President shall promptly convene a meeting of the

Board to deal with that matter, and all votes cast by the other Directors by notice with respect to that matter shall be void.

4.9 MINUTES

4.9.1 Minutes shall be taken and recorded at each General Meeting and each Board meeting. The original copy of the minutes shall be filed at the office of the Society.

ARTICLE 5 ELECTION OF DIRECTORS

5.1 NUMBER OF DIRECTORS

5.1.1 The Board of Directors shall consist of not fewer than 7 and not more than 12 Voting Members, and shall be elected on the basis prescribed under this Article 5 by those Voting Members as are present at the Annual General Meeting.

5.1.2 Directors elected at an Annual General Meeting shall serve for a term which shall expire at the end of the next Annual General Meeting or until such time as such Director gives notice of his intention of ceasing to act as a Director.

5.1.3 Subject to 3.3.1c, any person who is a Voting Member of the Society may stand as a Director with the following exceptions:

- a) Employees of the Society;
- b) Staff member or affiliate of building tenants; or
- c) Person who is a tenant in the building or an employee of a tenant or has a vested interest in the building.

ARTICLE 6 GOVERNANCE

6.1 BOARD OF DIRECTORS

6.1.1 The affairs of the Society shall be administered by the Board of Directors.

6.1.2 The Board of Directors may from time to time by appointment fill any vacancy in its ranks; such appointment to expire at the next Annual General Meeting.

6.1.3 In the event the membership of the Board is less than seven members, a General Meeting shall be called as soon as practicable to bring the membership of the Board to a minimum of seven persons. Any vacancy on the Board that is filled under this clause shall be effective until the next Annual General Meeting, at which time the election process under clause 4.2 shall again apply to that position on the Board.

6.1.4 Directors and Officers of the Society shall receive no remuneration for acting in their capacity as a Director or Officer of the Society. Out of pocket expenses incurred while doing their duties will be reimbursed.

6.2 **POWERS AND DUTIES OF THE BOARD**

- 6.2.1 The Board shall, subject to the By-laws and to directions given to it by a majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Society, and the meetings of the Board shall be held as often as the business of the Society shall require, and at least every two months, and shall be called by the President.
- 6.2.2 The Directors shall meet within one month of the Annual General Meeting at which they were elected and choose the Officers of the Society for the coming year; such Officers to include a President, Vice-President, Secretary and Treasurer.
- 6.2.3 Deeds, transfers, licenses, contracts, leases and any other engagements on behalf of the Society shall be signed by any two of the signing authorities, following resolution of the Board of Directors or an ordinary resolution of the Society. The Board shall authorize the Secretary or Executive Director to affix the seal of the Society to such instruments as required.
- 6.2.4 The Board may authorize any Director or employee to enter into contracts on behalf of the Society.
- 6.2.5 The signing authorities, designated by a Majority Vote of Board members present, shall be the President, Vice-President, Secretary, Treasurer and any other Director that is designated by the Board, and the Executive Director, subject to the following:
- a) The Executive Director may exercise signing authority for expenditures in those cases where the expenditure is:
 - a.i Pre-approved by the Board in the Society's annual budget;
 - a.ii Pre-approved by a resolution of the Board; or
 - a.iii Under \$200.00.
- 6.2.6 Subject to 6.2.5a, signing authorities designated under these bylaws shall be the signing authorities of the Society's bank accounts and investment activities. Two signatures are required on all cheques and financial investment contracts. No cheque can be payable to a signatory.

6.3 **REMOVAL OF A DIRECTOR OR OFFICER**

- 6.3.1 Notwithstanding clause 5.1.2, a Director shall be automatically removed from office who resigns by giving notice in writing.
- 6.3.2 Subject to the other provisions of this clause 6.3, the Board shall have the power by 75% majority of the votes cast by the Directors present at the applicable Board meeting to remove any Director from office:

- a) who fails to act in concert with the Objects of the Society, or the goals and resolutions of the Board;
- b) whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the Society; or
- c) who willfully breaches these By-laws, and Policies of the Society.
- d) misses more than three consecutive meetings, for no reasonable excuse

6.3.3 Subject to the other provisions of this clause 6.3, an Officer of the Board of Directors who fails to perform the duties of his office may resign his position or be required to do so by 75% majority of votes cast by Directors present at the applicable Board meeting; however in such cases the Board member may continue to sit as a Director of the Society.

6.3.4 No Director shall be removed from office without having been notified in writing of the applicable charge or complaint and without having been given the opportunity to be heard or to submit a statement in writing at the Special Board meeting called for that purpose. That Director may be accompanied by another person if the Director attends that meeting of the Board.

6.3.5 A Director whose removal from office has been recommended shall be notified of the proposed removal and the basis thereof at least ten days prior to the called meeting of the Board, and shall be automatically suspended from office until the resolution is dealt with at that meeting. That notice shall either be sent by single registered mail to the last known address of that Director shown in the records of the Society or delivered by messenger to that address.

6.3.6 The resolution as decided by the Board is final, subject to clause 4.3.2

6.3.7 Any Director removed from office shall not be eligible to stand for election or appointment to the Board for a period of two years from the date of removal.

6.3.8 Subject to the terms of this clause 6.3, Members of a duly called and advertised General Meeting may remove any Director from office provided always that notice of such proposed removal was in the notice calling the meeting.

6.3.9 The Director will be awarded the same opportunity to respond to the grievance or cause for removal, as set out in clause 6.3.4.

6.4 DIRECTORS AND OFFICERS

6.4.1 Each Director shall:

- a) Promote the Objects of the Society
- b) Assist in the management of the affairs of the Society;
- c) Act honestly and in good faith for the best interests of the Society;
- d) Attend meetings as set forth in these bylaws

- e) Exercise the care, diligence and skill that a reasonable prudent person would exercise in carrying out his or her duties; and
- f) Fulfill any other duties which may be deemed necessary for the efficient operation of the Society.
- g) Avoid and declare perceived or actual “conflict of interest”. If a perceived “conflict of interest” is raised the individual will voluntarily withdraw or the matter will be determined by resolution of the Board.

6.4.2 Each year a standing Directorship for Casino shall be created, and from time to time other standing and/or ad hoc directorships may be created. The duties and responsibilities of each directorship shall be set by the Board.

6.5 **OFFICERS OF THE BOARD**

6.5.1 Following the Annual General Meeting, the Directors shall elect, by Majority Vote, the Officers, of the Society from the members of the Board. If there is a vacant position on the Executive, the Board may appoint an interim Officer as required to complete the term from amongst the members of the Board.

6.5.2 The Officers of the Society shall consist of the President, Vice-President, Secretary and Treasurer.

6.5.3 No Officer shall serve more than three (3) consecutive years in the same Executive position. The Board of Directors may, under special circumstances, and on approval of a majority of Board members, grant an extension of an Executive position beyond the 3 year time frame.

6.6 **DUTIES OF THE OFFICERS**

6.6.1 The duties of Officers shall be as follows:

- a) The President shall:
 - a.i Preside at all meetings of the Society and the Board of Directors;
 - a.ii Decide all questions of order at all meetings subject to the right of Members to appeal the decision of the Chairperson;
 - a.iii With the assistance of the other Directors, supervise and control the operation and affairs of the Society between Annual General Meetings;
 - a.iv With the assistance of the other Directors, supervise and
 - a.v Control the public representation of the affairs of the Society;
 - a.vi Conduct the regular business of the Society with the advice and assistance of Directors and committees.
 - a.vii Ensure that business referred to the Board by a General or Special Meeting is carried out;

- a.viii With the Secretary, authenticate the use of the Seal of the Society by signing all sealed documents;
- a.ix With the Secretary, sign minutes of all General and Special Meetings of the Members and of the Board of Directors;
- a.x Have the power to call Special Meetings according to the By-laws;
- a.xi Be an ex-officio Member of all committees, except the nominating committee;
- a.xii Control the letterhead of the Society, ensure a copy of all correspondence is retained and filed at the Society's offices; and
 - a.xiii Fulfill any other duties which may be deemed necessary for the efficient operation and representation of the Society
- b) The Vice President shall:
 - b.i In the absence of the President, act in the President's place;
 - b.ii Assist the President in the discharge of the President's duties;
 - b.iii Be an ex-officio Member of all committees, except the nominating committee; and
 - b.iv Fulfill any other duties which may be deemed necessary for the efficient operation of the Society.
- c) The Secretary shall:
 - c.i Correctly record and maintain a copy of the minutes of each meeting of the Members and Directors, and present the minutes to the next meeting;
 - c.ii Have charge of the seal of the Society;
 - c.iii With the President, authenticate the use of the seal;
 - c.iv Ensure that a correct record of the names and addresses, and contact information of all Members is kept;
 - c.v Ensure Members are duly notified of all General and Special Meetings of the Society;
 - c.vi Maintain a permanent copy of the minutes which shall remain on the premises of the Society;
 - c.vii Ensure a file of all the correspondence of the Society is maintained and
 - c.viii Fulfill any other duties which may be deemed necessary for the efficient operation of the Society.
- d) The Treasurer shall supervise:

- d.i The receipt of all monies paid to the Society and ensure the deposit of the monies in whatever financial institution, (provided the institution carries CDIC deposit insurance) that the Board may order;
- d.ii The records of the funds and investments of the Society and maintain such records as may be ordered by the Board;
- d.iii The presentation of a detailed account of receipts and disbursements at each meeting of the Board and a financial statement at each General, Special or Annual Meeting of the Members;
- d.iv The preparation for submission to the Annual General Meeting the financial position of the Society duly audited, and submit a copy of these statements to the Secretary for the records of the Society; and
- d.v Fulfill any other duties which may be deemed necessary for the efficient operation of the Society.

6.7 **OTHER COMMITTEES**

6.7.1 The Board may appoint standing or ad hoc committees to assist the Board in its decisions, including such committees as a finance committee, a fundraising committee, a social committee, and a nominating committee.

6.7.2 The Chairperson of any committee shall be a Director of the Board.

6.8 **ANCILLARY GROUP**

6.8.1 From time to time, or as needed to further the Objects of the Society, the Board may authorize the sponsorship or support of an Ancillary Group.

6.8.2 An Ancillary Group so sponsored shall have the powers necessary to carry out its purpose, not exceeding the powers of the Society.

6.8.3 The Board shall appoint a director for each Ancillary Group to function as its liaison.

6.8.4 If an Ancillary Group is determined by the Board, at any time, to be functioning outside its mandate, the Objects of the Society or these By-laws, the Board, by a majority of votes cast, may terminate the sponsorship or support of that Ancillary Group.

ARTICLE 7 FINANCE AND OTHER MANAGEMENT MATTERS

7.1 **FINANCE AND AUDIT**

7.1.1 Subject to clause 6.2.5a any two signatures of the designated signing authorities of the Society are required on all cheques, and all cheques must be signed by either the President or the Treasurer unless otherwise authorized by them. However, any cheque payable to a

Director or to a person with whom a Director is legally related shall not be signed by that Director.

7.1.2 Acceptance and approval of the budget is approval of any expenditure therein.

7.1.3 Approval by a Majority Vote of the Board is required for:

- a) Any single expenditure not included in the approved budget that exceeds \$500.00; and
- b) Any single expenditure included in the approved budget that is anticipated to be over-expended by the greater of \$200.00 or 20% of the amount included in the approved budget for that expenditure.

7.1.4 The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant.

7.2 **EXERCISE OF BORROWING POWERS**

7.2.1 For the purpose of carrying out its Objects, the Society may borrow, raise or secure the payment of money in such manner as it thinks fit, and in particular by the issuance of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

7.2.2 The funds and property of the Society shall be used and dealt with for its legitimate Objects only and in accordance with these By-laws.

7.3 **SEAL**

7.3.1 The seal of the Society shall be retained at the Society office and, whenever officially used, shall be authenticated by the President or, in the President's absence, the Vice-President and the Secretary or the Treasurer.

7.4 **MINUTE BOOK**

7.4.1 It shall be the duty of the Secretary to prepare all minutes of the proceedings at the meetings of the Society and the Board of Directors, and keep the same and all other books and records of the Society, except for financial records which shall be kept by the Treasurer.

ARTICLE 8 BOOKS AND RECORDS OF THE SOCIETY

8.1 INSPECTION OF BOOKS AND RECORDS OF THE SOCIETY

8.1.1 The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting provided for herein or during office hours, at the Society's office, upon giving reasonable notice and arranging time satisfactory to the Officers having charge

of same. All minutes, books, records and document of the Society be filed at the Society's office.

8.2 LIABILITY AND INDEMNIFICATION

8.2.1 Each Director of the Society shall be deemed to have assumed office on the express understanding, agreement and condition that each Director, former Director and any person acting as a designated representative of the Society (and the respective heirs, executors, administrators and estate of each such person) shall from time to time and at all times be indemnified and saved harmless by the Society from and against:

- a) all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against that person for or in respect of any act, omission, decision or matter whatsoever in or about the performance of that person's duties; and
- b) all other related costs, charges and expenses in respect to any such act, omission, decision or matter, including, without limitation, reasonable legal costs on a solicitor and its own client basis.

8.2.2 However, the indemnification granted in this Clause shall not apply insofar as the act, omission, decision, matter or those costs, charges or expenses pertains or results from the fraud, dishonesty, or bad faith of that person. The Board shall acquire and maintain such insurance coverage as the Board reasonably regards as appropriate to enable the Society to fulfill the responsibilities set forth in this Clause.

8.2.3 No Director shall be liable for the acts or omissions of any other Director or employee of the Society, or shall be responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm, or corporation dealing with the Society, and no Director shall be liable for any loss due to an oversight, error in judgment or an act or omission in that Director's role for the Society, unless and to the extent that the act or omission is due to fraud, dishonesty or bad faith.

8.2.4 Each Director may rely on the accuracy of any statement or report prepared by the auditor(s) of the Society. No Director may be held personally liable for any loss or damage as a result of relying in good faith on that statement or report.

8.2.5 No Member shall be liable in the Member's individual capacity for any debt or liability of the Society.

ARTICLE 9 AMENDMENTS

9.1 These By-laws may be rescinded, altered or added to by a Special Resolution passed by a majority of not less than 75% of the Members, entitled to vote, casting a vote as are present in person at a General Meeting of which 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

ARTICLE 10 RULES OF ORDER

10.1 Insofar as they are not inconsistent with these By-laws or any special rules of order of the Society, parliamentary procedures respecting the management of meetings conducted under these By-laws shall be governed by the then current edition of Roberts Rules of Order-Newly Revised.

ARTICLE 11 DISSOLUTION

- 11.1 The Society may not pay any dividends or distribute its property among its Members.
- 11.2 The Society shall be dissolved voluntarily if a Special Resolution to that effect is passed by the Membership
- 11.3 At the time of dissolution funds held in the Gaming Account or Consolidated Gaming Account or assets purchased with gaming proceeds will be distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.
- 11.4 Upon the dissolution of the Society, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Society shall be distributed to one or more non-profit and/or community-benefit organizations. Such distribution shall be made in accordance with all applicable provisions of the laws of the Province of Alberta.
- 11.5 Such distribution of monies and all other assets will be assigned to an appointed guardian who shall be either a volunteer or volunteer organization specializing in distribution of funds receiving no remuneration or managed by 'a fund manager', bank or lawyer appointed by the Society. Such distribution shall be made in accordance with all applicable provisions of the laws of the Province of Alberta.