



ALBERTA GYMNASTICS FEDERATION BYLAWS

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ALBERTA GYMNASTICS FEDERATION BYLAWS

ARTICLE 1 INTERPRETATION

1.1 Act

1.1.1 All terms contained in the Bylaws that are defined in the Act shall have the meanings assigned by the Act.

1.2 Defined Terms

1.2.1 In this Bylaw and all other Bylaws of the Society, unless the context otherwise requires:

- (a) "**Act**" means the Societies Act, R.S.A. 2000 c. S-14 and the regulations made thereunder as amended from time to time and in the case of such amendment any reference in the Bylaws shall be read as referring to the amended provision;
- (b) "**Board**" means the board of directors of the Society from time to time in accordance with Article 7 hereof;
- (c) "**Bylaws**" means the bylaws of the Society from time to time in force and effect;
- (d) "**Days**" means total days, irrespective of weekends or holidays;
- (e) "**Electronic Means**" means any system or combination of systems, including but not limited to mail, telephone, electronic, computer or web-based technology or communication platform that:
 - (i) In relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding simultaneously, in a manner comparable but not necessarily identical to a meeting where all were present in the same location; and
 - (ii) In relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (f) "**Fiscal year**" shall end on the 30th day of June in each year, until changed by the Board;
- (g) "**General Meeting**" means a meeting of the Members, and includes any annual meeting or special meeting of the Society;
- (h) "**GymCan**" means Gymnastics Canada Gymnastique, the national governing body for Gymnastics in Canada.

"**Member**" means a Member Club as set out in Section 5.2;

- (i) "**Officer**" means an employee of the Society or a member of the Board of the Society who is from time to time appointed by the Board as an officer to carry out specific functions of the Society;
- (j) "**Ordinary Resolution**" means a resolution passed by not less than a majority of the votes cast at a meeting of Members, or at a meeting of the Board;
- (k) "**Registrant**" means any individual indicated on a Member Club's registration list who is registered and approved to participate in any activities that are sanctioned by the Society or its Member Clubs, and may include, but is not limited to athletes, coaches, officials, administrators, and volunteers.
- (l) "**Representative Director**" means a representative director pursuant to Section 7.3;
- (m) "**Requisition Date**" has the meaning set forth in Section 6.3.2;
- (n) "**Society**" means Alberta Gymnastics Federation; and
- (o) "**Special Resolution**":
- (p) A resolution passed by not less than 75% of the votes cast at a meeting of Members for which at least twenty-one (21) days' notice has been given specifying the intention to propose the resolution; or
- (q) A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
- (r) iii. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.
- (s)

1.3 Interpretation

1.3.1 Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.4 Headings

1.4.1 The headings used in the Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.5 No Gain for Members

1.5.1 The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objectives.

1.6 Ruling on Bylaws

1.6.1 Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.7 Conduct of Meetings

1.7.1 Unless otherwise specified in these Bylaws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

ARTICLE 2 OBJECTIVES OF THE SOCIETY

2.1 Objectives

2.1.1 The Society has set the following objectives:

- (a) to promote gymnastics activities for individuals of all ages and levels of ability throughout the Province of Alberta;
- (b) to facilitate the organization and participation of Member Clubs in gymnastics competitions in accordance with the prescribed rules of GymCan;
- (c) to provide opportunities for coaches, instructors, judges and officials of gymnastics activities to develop their leadership skills;
- (d) to provide certain administrative support for Member Clubs as may be necessary or appropriate from time to time to achieve the objectives set forth herein;
- (e) to perform any function ancillary to or necessary to achieve the objectives of the Society; and
- (f) to provide support to and assist Member Clubs in promoting and maintaining a safe and positive sport environment for its Members.

**ARTICLE 3
JURISDICTION**

3.1 Registered Office

3.1.1 The Society shall at all times have a registered office within Alberta. Subject to the Act, the Board may at any time:

- (a) change the address of the registered office within Alberta;
- (b) designate, or revoke or change a designation of, a records office within Alberta; or
- (c) designate, or revoke or change a designation of, a post office box within Alberta as the address for service by mail of the Society.

3.2 Jurisdiction of the Society

3.2.1 The activities of the Society are to primarily be carried out in the Province of Alberta, although nothing in these Bylaws shall prevent the Society from acting outside of Alberta.

3.3 Geographic Segments

3.3.1 The Society shall, for administrative purposes, be organized into geographical segments within the Province of Alberta. The number and boundaries of these segments shall correspond to those established by Alberta Sport Connection, or its successor agency as established by the provincial government from time to time.

**ARTICLE 4
SEAL**

4.1 Seal

4.1.1 The seal of the Society shall be such that the Board may from time to time adopt. The seal of the Society shall be under control of the Board and responsibility for its custody and use from time to time shall be with the Secretary.

**ARTICLE 5
MEMBERSHIP**

5.1 General

5.1.1 The membership of the Society shall be those Members as identified in Section 5.2.

5.1.2 Membership in the Society shall be on an annual basis conforming with the fiscal year of the Society or such portion thereof. Membership shall be open to any club that meets the definition of membership as defined herein, who supports the objectives of the Society and pays such fees in respect of such membership as the Board shall determine in accordance with the Bylaws, and who is otherwise in good standing as set forth in Section 5.7 hereof.

5.2 Membership

5.2.1 There shall be one class of membership in the Society, as follows:

5.3 "Member Club": A Member Club is an organization that is registered with the Society and that meets the requirements set forth in Section 5.3.1. A Member Club is a club or group operating in Alberta who has or uses an identifiable name, has at least two adults charged with the responsibility of supervising and directing the activities of the club, has objectives comparable to those of the Society and has facilities and equipment available to carry out these objectives that are generally used and associated with one or more of: gymnastics for all, artistic gymnastics (mens or womens); trampoline and tumbling; and/or acrobatics. Member Club Requirements:

5.3.1 The membership of a Member Club is not transferrable. In the event of a change in ownership of a Member Club (whether as a result of a sale of substantially all of the assets, a sale of shares or equivalent interests resulting in a change of control over the Member Club, a bankruptcy or other reorganization resulting in a change or substantial change in the ownership of a Member Club), the new club owners or entity shall apply for membership in the Society.

5.3.2 In addition to the registration as a Member of the Society each Member Club is also required to register all of its Registrants (i.e., Athletes and Coaches operating in its' facility and utilizing the same staff or equipment) with the Society. If a Member Club utilizes facilities in a public or semi-public or private center (i.e., at a post-secondary institution), the Member Club must still register as a Member Club and register all of its Registrants with the Society.

5.4 Application

5.4.1 All applications for membership in the Society shall be submitted to the Board and upon approval by the Board the applicant shall be entered upon the register of Members and thereupon the applicant shall become a Member. The register of Members shall be determinative of membership in the Society.

5.5 Membership Year & Dues

5.5.1 The membership year for the Society shall be July 1st to June 30th.

5.5.2 Member Clubs shall pay an annual due each fiscal year. The Board must set such a fee no later than 90 days prior to the fiscal year to which the fee applies.

5.5.3 The Society 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 of such notice thereof, the members in default shall thereupon, cease to be Members of the Society.

5.5.4 Upon the failure of any Member to pay any annual membership fee or indebtedness due to the Society, the Board may cause the name of such Member to be removed from the register of Members, but such Member may be readmitted to membership by the Board upon such evidence as they may consider satisfactory.

5.6 Member in Good Standing

5.6.1 A Member is in good standing when the Member:

5.6.1.1 has not ceased to be a Member and meets the applicable definition of Member;

5.6.1.2 has not been suspended or expelled from the register of Members as provided in Section 5.8;

5.6.1.3 has completed and remitted all documents and certifications, if necessary, as may be required by the Society from time to time;

5.6.1.4 has complied, in all material respects, with the Bylaws, policies, procedures, rules and regulations of the Society, including but not limited to any of the Society's policies in effect from time to time with respect to "Safe Sport", abuse, maltreatment, discrimination, discipline and code of conduct;

5.6.1.5 has fulfilled or is in the process of fulfilling all terms and conditions of any disciplinary sanctions to the satisfaction of the Society; and

5.6.1.6 has paid fees as required to the Society.

5.7 Suspension or Expulsion

5.7.1 A Member may be suspended or expelled from the Society in accordance with the Society's policies and procedures relating to discipline of Members, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

5.8 Resignation of Membership

5.8.1 A Member may withdraw from the Society by tendering their resignation in writing to the Board. A resignation of a Member becomes effective at the time a written resignation is received by the Society, or at the time specified in the resignation, whichever is later and such Member shall be removed from the register of Members. Resignation does not end any obligations that a Member owed to the Society before said resignation.

5.9 Register of Members

5.9.1 The Society shall maintain a register of Members in which shall be recorded particulars of membership and which shall be conclusive as to the matter of membership in the Society.

ARTICLE 6 MEETINGS OF MEMBERS

6.1 Annual Meeting

6.1.1 Subject to section 25 of the Act, the annual meeting of Members of the Society shall be held at the registered office of the Society, or at a place elsewhere within Alberta determined by the Board, or by Electronic Means, on such day in each year and at such time as the Board may determine. The annual meeting shall be called for the purpose of:

- (a) electing directors, if the term of directors expires in the given year, in accordance with Article 7;
- (b) receiving the annual report of the directors and a financial statement setting out the income, disbursements, assets and liabilities for the last fiscal year of the Society, audited and signed by the Society's auditor;
- (c) approving, by a special resolution, any revisions to the Bylaws;
- (d) appointing an auditor or auditors for the forthcoming year; and
- (e) transacting such other business as may properly come before the meeting.

Any Member who wishes to have new business placed on the agenda of an annual meeting shall give written notice to the Society at least 30 calendar days prior to the date of the annual meeting.

6.2 Special Meetings

6.2.1 The Board may at any time call a special meeting of Members of the Society to be held on such day and at such time and, at such place within Alberta or by Electronic Means as the Board may determine.

6.3 Special Meeting on Requisition of Members

6.3.1 Members of the Society representing not less than twenty-five percent (25%) of the Members (not including of Associate Members and Honorary Member) of the Society may requisition the Board to call a special general meeting of Members of the Society for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each director and to the registered office of the Society. Upon receipt of the requisition, the Board must call a special general meeting of Members of the Society to transact the business stated in the requisition.

6.3.2 The Society shall record the date on which the first of the following events occurs (the "**Requisition Date**"):

6.3.2.1 the first day on which the Society receives a written requisition at its registered address (by mail, registered mail, courier or hand delivery, in each case to the President of the Society); or

6.3.2.2 the first day on which the President of the Society and the Chair of the Board receive a requisition through electronic mail.

The Society is not obligated to accept any requisition received 14 days following the Requisition Date, if that requisition addresses the same business as the one received on the Requisition Date.

6.4 Notice

6.4.1 A printed, written or typewritten notice stating the day, hour and place of the annual or special meeting and, if special business is to be transacted thereat, stating: (i) the nature of that business in sufficient detail to permit a Member of the Society to form a reasoned judgment on that business; and (ii) the text of any ordinary resolution or special resolution to be submitted to the meeting, shall be sent to each Member entitled to vote at the meeting, who on the record date for notice is registered on the records of the Society as a Member in good standing; to each director of the Society; and to the auditor of the Society; in each case not less than 21 days and not more than 50 days (exclusive of the day of mailing and of the day for which notice is given) before the date of every meeting of the Members of the Society; provided that a meeting of Members of the Society may be held for any purpose on any day and at any time and, at any place without notice if all the Members and all other persons entitled to attend such meeting are present in person or by Electronic Means (except where a Member or other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the Members and all other persons entitled to attend such meeting and not present in person or by Electronic Means there at waive notice of the meeting.

6.4.2 A director of the Society is entitled to receive notice of and to attend and be heard at every meeting of Members of the Society.

6.4.3 The auditor of the Society is entitled to receive notice of every meeting of Members of the Society and, at the expense of the Society, to attend and be heard at every meeting on matters relating to their duties as auditor.

6.5 Waiver of Notice

6.5.1 Notice of any meeting of Members of the Society or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any Member, any director or the auditor of the Society in writing addressed to the Society or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a Member or any other person entitled to attend at a meeting of Members of the Society is a waiver of notice of the meeting, except when he attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.6 Omission of Notice

6.6.1 The accidental omission to give notice of any meeting of Members of the Society to or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at any such meeting.

6.7 Record Dates

6.7.1 The Board may fix in advance a date as the record date for the determination of Members entitled to receive notice of a meeting of Members, but such record date shall not precede by more than 50 days or by less than 21 days the date on which the meeting is to be held.

6.7.2 If no record date is fixed, the record date for the determination of Members entitled to receive notice of a meeting of Members shall be:

- (a) at the close of business on the last business day preceding the day on which the notice is sent; or
- (b) if no notice is sent, the day on which the meeting is held.

6.8 Chair of the Meeting

6.8.1 The Chair of the Board shall serve as chair of the meeting at members meetings, or another individual may be appointed by the Board. In the absence of the Chair of the Board or an appointee, the Vice Chair of the Board may serve as chair of the meeting, and in the absence of the Chair, Vice Chair, or appointee, the Members present and entitled to vote shall elect another Director or one of their number to be chair of the meeting. The chair of the meeting may not also be a voting delegate at that meeting.

6.9 Attendance

6.9.1 The only persons entitled to attend a meeting of the Members are the delegates from Member Clubs, the Directors, the auditors of the Corporation, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

6.10 Votes

6.10.1 Votes at meetings of Members shall be given personally. Every question submitted to any meeting of Members shall be decided on a show of hands except in the case of elections or when a ballot is required by the chair of the meeting or is demanded by a voting delegate, as determined in accordance with this Section. A delegate may demand a ballot either before or on the declaration of the result of any vote by show of hands. At every meeting at which they are entitled to vote, every voting delegate present in person or by Electronic Means shall carry the number of votes according to Section 6.11.1. In the event of a tie vote, the chair shall not have a casting vote and the motion is defeated.

6.10.2 At any meeting, a declaration by the chair of the meeting that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the resolution.

6.10.3 The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.

6.11 Right to Vote

6.11.1 Member Clubs shall be entitled to vote provided that they are in Good Standing and meet the Membership requirements outlined in Article 5. Member Clubs shall vote according to the following:

- (a) Member Clubs with less than 50 Registrants, who are specifically identified as an athlete or a coach with that Club, shall be entitled to 1 vote;
- (b) Member Clubs with between 50 and 99 Registrants, who are specifically identified as an athlete or a coach with that Club, shall be entitled to 2 votes;
- (c) Member Clubs with between 100 and 249 Registrants, who are specifically identified as an athlete or a coach with that Club, shall be entitled to 3 votes;
- (d) Member Clubs with between 250 and 499 Registrants, who are specifically identified as an athlete or a coach with that Club, shall be entitled to 4 votes; and
- (e) Member Clubs with 500 or more Registrants, who are specifically identified as an athlete or a coach with that Club, shall be entitled to 5 votes.

6.11.2 Each Member Club of the Society shall submit the names of the voting delegate(s) to the registered office of the Society at least 21 days prior to the date of any meeting of the Members. One assigned voting delegate may hold all the votes their Member Club is entitled to cast, and such votes must be cast as a block and not split. Delegates may be replaced by another club member providing that the latter submits a certificate of authorization to vote, in a form provided by the Society, duly signed by the president or the senior club official of the Member Club in question. If no representative from the Member Club can attend the meeting, then that Member Club will forfeit all votes.

6.11.3 Delegates assigned by Member Clubs must be affiliated with the Member Clubs in one of the following capacities:

- (i) as a director, administrator or program director of the Member Club;
- (ii) as a registered coach of that Member Club;
- (iii) as a parent or legal guardian of a registered athlete of that Member Club;

6.12 Proxy

6.12.1 Proxy votes are not permitted at meetings of Members.

6.13 Participation by Electronic Means

6.13.1 A Member or any other person entitled to attend a meeting of Members of the Society may participate in the meeting in-person or by Electronic Means as may be provided by the Society. A

person participating in such a meeting by such Electronic Means is deemed for the purposes of the Act to be present at the special meeting.

6.14 Adjournment

6.14.1 The chair of the meeting may with the consent of the meeting adjourn any meeting of Members of the Society from time to time to a fixed time and place and if the meeting is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary to give notice of the adjourned meeting other than by announcement at the time of an adjournment. If a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

6.14.2 Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.15 Quorum

6.15.1 A quorum for the transaction of business at any meeting of Members shall consist of at least one third of the Members in good standing or ten voting Members, whichever is the lesser. If a quorum for a meeting of Members of the Society is not present within thirty minutes of the time fixed for the meeting it shall stand adjourned to the same day in the next week at the same time and place and if after such an adjournment, a quorum is not present, those Members then present and entitled to vote shall constitute a quorum.

6.16 Resolution in lieu of Meeting

6.16.1 A resolution in writing signed by all the Members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the members of the Society.

6.17 Modification of Bylaws

6.17.1 Notice with respect to any proposed amendment or alteration to the Bylaws, and the form of special resolution being proposed, shall be circulated to all Member Clubs a minimum of 21 days prior to the meeting. Member Clubs proposing such resolutions shall deliver those resolutions in writing, to the office of the Society at least 30 days prior to the meeting.

ARTICLE 7 BOARD OF DIRECTORS

7.1 General

7.1.1 The business and affairs of the Society shall be managed by the Directors of the Society who may exercise all such powers and do all such acts and things as may be exercised or done by

the Society and are not by the Act, the Bylaws, any special resolution of the Society, or by statute expressly directed or required to be done in some other manner.

7.2 Number

7.2.1 The Board shall consist at any time of between 5 and 11 directors. The composition of the Board shall be as follows:

7.2.1.1 Up to 6 Directors elected by the Members, one of whom is to be elected by all of the Directors then on the Board as Chair of the Board and, at the discretion of the Board, one of whom may be elected by the Board as Vice Chair, in each case as set forth in Section 7.5 hereof. At least sixty (60) days prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of elected Director positions on the Board provided that:

7.2.1.2 The number of elected Directors is at least one (1) and no more than six (6); and

7.2.1.3 The determination of the number of elected Directors on the Board does not have the effect of shortening the term of a sitting Director;

and

7.2.1.4 Five (5) Representative Directors, appointed as set forth in Section 7.3.

7.3 Representative Directors

7.3.1 The Representative Directors shall be selected from (and by) the following programs and shall participate on the Board as full voting directors once they are ratified by the Members at the Annual General Meeting:

7.3.1.1 One representative from the Women's Technical Program;

7.3.1.2 One representative from the Men's Technical Program;

7.3.1.3 One representative from the Trampoline / Tumbling Technical Program;

7.3.1.4 One representative from the Acrobatic Gymnastics Technical Program; and

7.3.1.5 One representative from the Gymnastics for All Program.

7.4 Term of Office

7.4.1.1 All Directors shall be elected for a term of 2 years, which shall be from the date of the meeting at which such Director is elected until the close of the second annual meeting following such Director's election or until their successor is elected or appointed.

7.5 Vacancies

Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint, by Ordinary Resolution, a qualified individual to fill the

vacancy for the remainder of the unexpired term. This includes Representative Directors; however, such appointee(s) must be a part of the respective program to which they are appointed as Representative Director.

7.5.1 If the Members have adopted an amendment to the Bylaws to increase the minimum number of directors, and have not, at the meeting at which they adopted the amendment, elected an additional number of directors authorized by the amendment, the directors then in office shall forthwith call a special meeting of Members to fill the vacancy.

7.6 Chair and Vice Chair of the Board

7.6.1 The Chair of the Board shall be elected by all Directors then holding office from among its elected directors who are not Representative Directors, and shall preside as chair at all meetings of the Board and of the Members. The Chair shall sign such contracts, documents or instruments in writing as require their signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to him or her by resolution of the Board.

7.6.2 The Board may, in its discretion, elect a Vice Chair from time to time, who shall act in the place and stead of the Chair of the Board in the event of the absence, recusal or resignation of the Chair. The Vice Chair may assume such other duties and responsibilities as are assigned to the Vice Chair from time to time by the Board.

7.7 Duties

7.7.1 Every Director of the Society in exercising their powers and discharging their duties shall:

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

7.8 Qualification

7.8.1 A Director shall at the time of their election and throughout their term be a Member of the Society.

7.9 Nomination

7.9.1 Any eligible individual may submit their name for election as a Director to the Society or its appointed Nominations Committee (if appointed) in accordance with the procedures and timelines set by the Society. Valid nominations received will be circulated to Members at the Annual General Meeting prior to the elections.

7.9.2 Individuals that have been selected by their respective programs to serve as Representative Directors must be formally nominated by their respective program in accordance with the procedures and timelines set by the Society, otherwise such position shall be deemed vacant.

7.10 Election

7.10.1 Directors will be Elected at Each Annual General Meeting as follows:

- a) Up to three (3) Directors will be elected at alternate Annual Meetings to those listed in sub-section b.
- b) Up to three (3) Directors will be elected at alternate Annual Meetings to those listed in sub-section a.
- c) Three (3) Representative Directors will be ratified at alternate Annual Meetings to those listed in sub-section d.
- d) Two (2) Representative Directors will be ratified at alternate Annual Meetings to those listed in sub-section c.

7.10.2 Representative Directors will be elected by the Members via a motion to ratify the selections presented by the respective programs. Elections for all other Directors will be decided by the Members in accordance with the following:

- a) Equal Number of Valid Nominations to Positions Available – The nominee(s) is/are acclaimed to the position(s).
- b) More Valid Nominations Than Positions Available – A secret ballot will be conducted. The nominee(s) receiving the greatest number of votes will be elected to the available position(s). In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

7.11 Consent to Election

7.11.1 A person who is elected or appointed a Director is not a director unless they were present at the meeting when they were elected or appointed and did not refuse to act as a Director or, if they were not present at the meeting when they were elected or appointed, they consented to act as a Director in writing before their election or appointment or within 10 days after it or they have acted as a Director pursuant to the election or appointment.

7.12 Removal

7.12.1 The Board may, by a Special Resolution passed at a meeting of the Board, remove any Director from the Board before the expiration of their term, provided that the Board shall have given the Director written notice and the opportunity to appear before the Board to be heard with respect to all matters offered or tendered in justification for such action by the Board. Written notice of such a meeting must be given to the director involved not less than 14 calendar days before the date of such meeting of the Board, and this notice shall include a summary of the reasons

for such proposed action. A director who is facing removal shall not vote on any resolution on their removal. The Director in question may, upon written notice to the Chair of the Board or the President, appoint a designate representative to attend on the Director's behalf. Any such designated representative will be afforded the same rights and privileges for that meeting as the Board member they are replacing.

7.12.2 Notwithstanding the above provisions, in the event any Director fails to attend 3 quarterly meetings of the Board without good reason (good reason being determined in the discretion of the Board having reasonable regard to the underlying facts and circumstances), the Board may, by a Special Resolution passed at a meeting of the Board, remove such Director as a Director of the Society with immediate effect.

7.12.3 Additionally, the Members of the Society may, by a Special Resolution passed at a special meeting of the Members called for that purpose, remove any Director from office before the expiration of their term of office and may, by a majority of votes cast at the meeting, elect any person in their stead for the remainder of their term.

7.13 Resignation

7.13.1 A Director of the Society ceases to hold office when they die, resign or are removed from office. A resignation of a Director becomes effective at the time a written resignation is received by the Society, or at the time specified in the resignation, whichever is the later.

7.14 Validity of Acts

7.14.1 An act of a Director is valid notwithstanding an irregularity in their election or appointment or a defect in their qualification.

7.15 Minutes and Custody of Records

7.15.1 The Board shall cause minutes to be made in books provided for that purpose:

- (a) of all elections and appointments of Directors made by the Board;
- (b) of the names of the Directors present at each meeting of the Board and of any committee of directors;
- (c) of all resolutions and proceedings of all meetings of the Board, any committee of the Board, and all meetings of Members;

and any such minutes, as aforesaid, if purporting to be signed by the chair of the meeting at which such resolutions were passed or proceedings had (as the case may be) or by the chair of the next succeeding annual meeting or meeting of the Board or committee of the Board (as the case may be) shall be sufficient evidence without any further proof of the facts therein stated. All such minutes, as well as the records and books of the Society shall be kept at the registered office of the Society in the custody of the Secretary or other officer of the Society appointed by the Board.

ARTICLE 8 MEETINGS OF THE BOARD OF DIRECTORS

8.1 Place of Meeting

8.1.1 Meetings of Directors and of any committee may be held at any place within Alberta and/or by Electronic Means. A meeting of Directors may be convened by the Chair of the Board, the President or any Director at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of Directors.

8.2 Notice

8.2.1 Notice of the time and place for the holding of any meeting of Directors or any committee shall be sent to each participant not less than 2 days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the date of the meeting; provided that the meetings of Directors or of any committee may be held at any time without notice if all the participants are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent participants have waived notice. The notice of a meeting of Directors need not specify the purpose or the business to be transacted at the meeting.

8.2.2 For the first meeting of Directors to be held following the election of Directors at an annual or special meeting of the Members or for a meeting of Directors at which a Director is appointed to fill a vacancy in the board, no notice of such meeting need be given to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided a quorum of the Directors is present.

8.3 Waiver of Notice

8.3.1 Notice of any meeting of Directors or of any committee of Directors or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any director verbally or in writing by electronic mail to the Chair of the Board or to the other Directors on the Board, or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a Director at any meeting of Directors or of any committee is a waiver of notice of the meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

8.4 Omission of Notice

8.4.1 The accidental omission to give notice of any meeting of Directors or of any committee to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

8.5 Participation

8.5.1 A Director may participate in, and cast votes at, a meeting of Directors or of any committee in-person, or by Electronic Means that permits all persons participating in the meeting to hear each

other, subject to the Society making such technologies available, and a Director participating in a meeting by those means is deemed for the purposes of the Act to be present at that meeting.

8.6 Adjournment

8.6.1 Any meeting of Directors or of any committee may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of an adjourned meeting of directors or committee is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling the same.

8.7 Quorum and Voting

8.7.1 A majority of the number of Directors then holding office, which at each meeting shall include at least 2 Representative Directors, constitutes a quorum at any meeting of Directors and, notwithstanding any vacancy among the directors, a quorum of Directors may exercise all the powers of the Directors. The Directors shall not transact business at a meeting of Directors unless a quorum is present. Unless otherwise specified in these Bylaws, questions arising at any meeting of Directors shall be decided by Ordinary Resolution.

8.8 No Alternate Directors

8.8.1 No person shall act for an absent Director at a meeting of the Board.

8.9 Resolution in lieu of Meeting

8.9.1 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee is as valid as if it had been passed at a meeting of Directors or committee.

8.10 Number of Meetings

8.10.1 A minimum number of four meetings of the Board shall be held each year.

ARTICLE 9 OFFICERS OF THE SOCIETY

9.1 Appointment

9.1.1 The Board annually or as often as may be shall appoint a President of the Society (or any similar or equivalent title signifying the senior-most officer of the Society, which for convenience in these Bylaws is referred to as the “President”) and if deemed advisable may appoint a Secretary

to the Board, who may or may not be a director. The same person may hold two or more offices of the Society. The directors may from time to time appoint such other officers, employees and agents as they shall deem necessary whom shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the directors. The directors may from time to time and subject to the provisions of the Act, vary, add to or limit the duties and powers of any officer.

9.2 Removal of Officers and Vacation of Office

9.2.1 All officers, employees and agents, in the absence of agreement to the contrary, shall be subject to removal by resolution of the directors at any time, with or without cause.

9.2.2 An officer of the Society ceases to hold office when they die, resign or are removed from office. A resignation of an officer becomes effective at the time a written resignation is sent to the Society, or at the time specified in the resignation, whichever is later.

9.3 Vacancies

9.3.1 If the office of President, Secretary or any other office created by the directors pursuant to Section 9.1 hereof shall be or become vacant by reason of death, resignation or in any other manner whatsoever, the Directors shall, in the case of the President, and may, in the case of any other officers, appoint an individual to fill such vacancy.

9.4 President

9.4.1 The President shall be the senior-most officer of the Society (except as may otherwise be specified by the board of directors) and shall, subject to the direction of the board of directors, exercise general supervision and control over the business and affairs of the Society. In the absence of the Chair of the Board (if any), the Vice Chair of the Board (if any), the President shall, when present, preside as chair at all meetings of Members. Subject to any limits on authority as may be approved by the Board from time to time, the President shall sign such contracts, documents or instruments in writing as require their signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to them by resolution of the directors or as are incident to their office.

9.5 Secretary

9.5.1 The Secretary shall give or cause to be given notices for all meetings of directors, any committee of directors and members when directed to do so and shall, subject to the provisions of the Act, maintain the records referred to in subsections hereof. It shall be the duty of the Secretary to attend all meetings of directors or members, and to keep accurate minutes of the same. They shall have such other powers and shall perform such other duties as may from time to time be assigned to them by resolution of the directors or as are incident to their office.

9.6 Duties of Officers may be Delegated

9.6.1 In case of the absence or inability or refusal to act of any officer of the Society or for any other reason that the directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

ARTICLE 10 COMMITTEES

10.1 General

The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

The Board may remove directors appointed to such committees, may set and approve the mandate or terms of reference of such committees, and require such reporting from any such committees as the Board in its discretion may from time to time approve.

The Board and the Society may also from time to time form such committees, sub-committees, working groups or other advisory body, comprised of directors and Members who are not directors, as may be necessary or desirable for such purposes as are designated from time to time by the Board, in particular to address short term and specialized issues of the Society requiring additional expertise.

10.2 Committee Procedures:

10.2.1 Each committee or sub-committee created by the Board shall be chaired by a director currently serving on the Board. The Chair of the committee shall call the committee meetings and provide notice of the same in the manner set forth in Section 8.2. Notice of a committee meeting may be waived by committee members in the manner set forth in Section 8.3.

10.2.2 Each committee may have assigned to it a Terms Of Reference outlining its purpose, authority and responsibilities, at the discretion of the Board.

10.2.3 Each committee shall:

10.2.3.1 record minutes of each meeting;

10.2.3.2 distribute the minutes to the committee members;

10.2.3.3 provide reports to the Board at the Board's request;

10.2.4 A majority of the committee members present at a meeting is a quorum.

10.2.5 Each member of the committee, including the Chair, has one (1) vote at the committee meeting. The Chair does not have a casting vote in case of a tie.

10.2.6 No Committee will have the authority to incur debts in the name of the Society.

10.3 Audit Committee

10.3.1 Subject to and in addition to the procedures set forth in Section 10.2 above, the following additional requirements shall apply to an audit committee:

10.3.1.1 The directors shall elect annually an audit committee to be composed of not fewer than one director qualified in finance.

10.3.2 The auditor of the Society is entitled to receive notice of every meeting of the audit committee and, at the expense of the Society, to attend and be heard thereat, and, if so requested by a member of the audit committee, shall attend every meeting of the audit committee held during the term of office of the auditor. The auditor of the Society or any member of the audit committee may call a meeting of the committee.

10.3.3 The audit committee shall review the financial statements of the Society prior to approval thereof by the Board and shall have such other powers and duties as may from time to time by ordinary resolution be assigned to it by the Board.

ARTICLE 11 REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES

11.1 General

11.1.1 No person shall be entitled to any remuneration by reason of being a director of the Society provided that the directors may, by resolution, award special remuneration to any director in undertaking any special services on the Society's behalf other than the routine work ordinarily required of a director of the Society. The confirmation of any such resolution by the Members shall not be required. The directors, officers and employees shall also be entitled to be paid their traveling and other expenses properly incurred by them in connection with the affairs of the Society.

ARTICLE 12 SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

12.1 General

12.1.1 The Directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual meeting of the Members or at any special meeting of the Members called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by an ordinary resolution of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by any other

bylaw) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and/or confirmed by every Member of the Society.

ARTICLE 13 CONFLICT OF INTEREST

13.1 General

13.1.1 A Director or Officer of the Society who is a party to a material contract or proposed material contract with the Society, or is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Society shall disclose fully the nature and extent of their interest. No such director of the Society shall vote on any resolution to approve such contract. If a material contract is made between the Society and one or more of its directors or Officers, or between the Society and another person of which a director or officer of the Society is a Director or officer or in which he has a material interest, (i) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors or committee of directors that authorized the contract, and (ii) a director or officer or former director or officer of the Society to whom a profit accrues as a result of the making of the contract is not liable to account to the Society for that profit by reason only of holding office as a Director or Officer, if the director or officer disclosed their interest in accordance herewith and the contract was approved by the directors or the members and it was reasonable and fair to the Society at the time it was approved.

ARTICLE 14 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

14.1 General

14.1.1 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 or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office of trust or in relation thereto, unless the same shall happen by or through their failure to exercise the powers and to discharge the duties of their office honestly, in good faith with a view to the best interests of the Society, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or relieve him from liability under the Act. The directors for the time being of the Society shall not be under any duty or responsibility in respect of any

contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the directors. If any director or officer of the Society shall be employed by or shall perform services for the Society otherwise than as a director or officer or shall be a member of a firm or a member, director or officer of a body corporate which is employed by or performs services for the Society the fact of their being a member, Director or Officer of the Society or body corporate or member of the firm shall not disentitle such Director or Officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

ARTICLE 15 INDEMNITIES TO DIRECTORS AND OTHERS

15.1 General

15.1.1 Except in respect of an action by or on behalf of the Society or body corporate to procure a judgment in its favour, the Society shall indemnify a Director or Officer of the Society, a former director or officer of the Society or a person who acts or acted at the Society's request as a Director or Officer of a body corporate of which the Society is or was a member or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Society or body corporate, if:

- (a) they acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

ARTICLE 16 – BORROWING POWERS

16.1 General

16.1.1 The Board may from time to time:

- (a) borrow or raise money on the credit of the Society; and
- (b) issue, sell or pledge securities of the Society; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including, without restriction, book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society;

provided that debentures shall not be issued without the approval by a special resolution of the Society.

16.2 Delegation

16.2.1 From time to time the directors may authorize any director, officer or employee of the Society or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Society as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

ARTICLE 17 AUDITORS

17.1 General

17.1.1 The financial statements of the Society shall be audited once a year by a recognized firm of Chartered Professional Accountants who shall be appointed from time to time by the Board at such remuneration as may be fixed by the Board.

17.2 Inspection of Records

17.2.1 The books and records of the Society may be inspected by any Member of the Society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each of the Directors shall at all times have access to such books and records.

ARTICLE 18 CHEQUES, DRAFTS, NOTES, ETC.

18.1 General

18.1.1 All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not officers of the Society, and in such manner as the directors may from time to time designate by resolution.

ARTICLE 19 EXECUTION OF CONTRACTS, ETC.

19.1 General

19.1.1 Subject to any limits on authority as may be established by the Board from time to time, contracts, documents or instruments in writing requiring the signature of the Society may be signed by the President alone and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Society either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

19.1.2 The corporate seal of the Society may, when required, be affixed by the President to contracts, documents or instruments in writing signed by him as aforesaid or by an officer or officers, person or person appointed as aforesaid by resolution of the board of directors.

19.1.3 The term "contracts, documents or instruments in writing" as used in this Bylaw shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings.

19.1.4 In particular, without limiting the generality of the foregoing, the President alone is authorized to sell, assign, transfer, exchange, convert or convey all securities owned by or registered in the name of the Society and to sign and execute (under the seal of the Society or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such securities.

19.1.5 The signature or signatures of any officer or director of the Society and/or of any other officer or officers, person or persons appointed as aforesaid by resolution of the directors may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the Society executed or issued by or on behalf of the Society and all contracts, documents or instruments in writing or securities of the Society on which the signature or signatures of any of the foregoing officers, directors or persons shall be so reproduced, by authorization by resolution of the directors, shall be deemed to have been manually signed by such officers, directors or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or securities of the Society.

ARTICLE 20

NOTICES

20.1 General

20.1.1 Any notice or document required by the Act or the Bylaws to be sent to any member or director of the Society may be delivered personally, electronically, to or sent by mail addressed to:

- (a) the member at their latest address as shown in the records of the Society; and
- (b) the director at their latest address as shown in the records of the Society,

20.1.2 If the Society sends a notice or document to a member and the notice or document is returned on three consecutive occasions because the member cannot be found, the Society is not required to send any further notices or documents to the member until he informs the Society in writing of their new address.

20.2 Signature to Notices

20.2.1 The signature of any director or officer of the Society to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

20.3 Computation of Time

20.3.1 Where a given number of days' notice or notice extending over any period is required to be given under any provisions of the Bylaws of the Society, the day the notice is sent shall, unless it is otherwise provided, be counted in such number of days or other period and such notice shall be deemed to have been sent on the day of personal delivery or mailing.

20.4 Proof of Service

20.4.1 A certificate of any officer of the Society in office at the time of the making of the certificate or of an agent of the Society as to facts in relation to the sending of any notice or document to any member, director, officer or auditor or publication of any notice or document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Society, as the case may be.

ARTICLE 21 AMENDMENT OF BYLAWS

21.1 Voting

21.1.1 These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members.

21.2 Effective Date

21.2.1 Bylaw amendments are effective from the date they are registered with the Registrar of Alberta.

DATED this ____ day of _____, 2021.