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BY-LAWS OF

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DIGITAL MEDIA ASSOCIATION OF ALBERTA

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Digital Media Association
Alberta

ARTICLE 1: DEFINITIONS & OVERVIEW

1.1 Definitions

In this and all other By-laws of the Association, unless the context otherwise requires:

- 1.1.1 "Act" means the Societies Act R.S.A. 1980 c. S-1 and the regulations made thereunder as from time to time amended and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provisions;
- 1.1.2 "Association" means the Digital Media Association of Alberta;
- 1.1.3 "Board" means the Directors of the Association from time to time;
- 1.1.4 "By-laws" mean the By-laws of the Association from time to time in force;
- 1.1.5 "Director" means a person elected pursuant to Article 7.2;
- 1.1.6 "Major Decision Vote" means a decision that requires the approval of 75% of the Directors present at a duly constituted meeting of the Board, or 75% of the persons who sit on a committee created by the Board, provided however that a minimum of 70% of all of the Board Directors or committee members are present at such meeting;
- 1.1.7 "Members" means a natural or corporate person who has paid their membership fee and whose name is entered in the register of members and by entry on the register of members is therefore entitled to the privileges, and subject to the Rules and Regulations, as the Board may from time to time establish;
- 1.1.8 "Officer" means the Members appointed by the Directors pursuant to Article 9.6, and any other persons the Board may by written resolution from time to time appoint;
- 1.1.9 "Rules and Regulations" meant the acts, directives, guidelines and other enactment passed from time to time by the Board that relate to the proper functioning of the Association.

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1.2 Interpretation

When the context reasonably permits, the singular shall be construed as the plural and vice versa, and one gender shall be construed as the other gender.

1.3 Headings

The headings and captions used in these By-laws are used for reference only and shall not affect how the By-laws are constructed or interpreted.

1.4 Purpose of the By-Laws

The By-laws represent the Association's structural and operational terms of reference and shall be used by the Association to fulfill its' objectives.

ARTICLE 2: ASSOCIATION'S NAME

The name of the Association shall be "Digital Media Association of Alberta".

ARTICLE 3: PURPOSE OF THE ASSOCIATION

The objects of the Association are:

- 3.1 to support, encourage, and further the development of all aspects of digital media and technology, in particular to develop, promote and further awareness as to the role of the digital media and technology industry throughout Alberta's business community and Association in general, and within the industry to cultivate, foster, and promote an environment that builds cohesiveness and professionalism;
- 3.2 to seek out, establish and develop relationships with any public authority, private corporation, charitable foundation or other organization in Canada and around the world with similar objectives for the advantage of the Association and its Members;
- 3.3 to provide a forum to exchange, discuss and debate ideas, to assist support and promote the education of Members, to reinforce, develop, and enhance the business, technological and creative skills of Members, and to spread, encourage and foster an awareness of the advances and innovations in the digital media and communications industry;
- 3.4 to sell memberships in the Association and to obtain subscriptions and donations from Members;
- 3.5 to enter into any arrangement with any public authority, private corporation, charitable foundation or other organization that may seem conducive and supportive to the Association's objectives;
- 3.6 to appoint and remunerate any accountants, solicitors or other experts or agents;

- 3.7 to accumulate, use, invest, give, distribute or donate all or part of the Association's funds in order to carry out the objectives of the Association in a manner the Board may from time to time determine; and
- 3.8 to carry on any activity that, in the reasonable opinion of the Board, may be advantageous to the Association and in the event of any ambiguity this clause shall be construed so as to widen, and not to restrict, the powers of the Board.

ARTICLE 4: REGISTERED OFFICE

At all times the Association shall have a registered office in the province of Alberta. Subject to the Act, the Board may at any time:

- 4.1 change the address of the registered office within Alberta;
- 4.2 designate, or revoke, or change a designation of, a records office within Alberta; or
- 4.3 designate, or revoke, or change a designation of, a post office box within Alberta as the address for service by mail of the Association.

ARTICLE 5: MEMBERSHIP

5.1 Membership

The Board may sell memberships of various classes in, and admit honorary Members to, the Association. A Member shall be deemed to be in good standing when they have paid their current annual membership fee and their name has been entered on the register of Members. Membership is not transferable.

5.2 Membership Fees

Membership fees shall be determined annually by the Board.

5.3 Membership Rights, Obligations and Limitations

Members shall have the rights and privileges, and be subject to the duties and obligations, set out by these Articles and the Rules and Regulations as established and amended from time to time by the Board.

5.4 Termination of Membership

Membership may be terminated by:

- 5.4.1 any Members who delivers written notice to the Secretary;
- 5.4.2 the failure to pay any annual membership fee, subscription, or indebtedness due to the Association 90 days from and including the date the obligations come due, unless the Board agrees in writing to extend the payment deadline;

- 5.4.3 the Board through a Major Decision Vote where:
- 5.4.4 the Board in its' reasonable opinion believes that the Member's conduct may endanger the Association's interests or reputation, or
- 5.4.5 the Member has committed a willful and serious breach of the By-laws, in which seven (7) days before the Board meeting, exclusive of the day for which the meeting is to be convened, the Member in question shall be given written notice of the charge or complaint, and at the Board meeting the Member shall have an opportunity to present defence.

Despite the provisions of this Article, a person whose membership has been terminated may be readmitted as a Member where the Board gives its consent.

5.5 Effect of Membership Termination

Termination of membership pursuant to Article 5.4 shall not entitle the former Member to any refund or rebate in any fees paid to the Association and the Member shall forfeit all rights, claims and interests that arise from, or are associated with, membership.

ARTICLE 6: MEMBERSHIP MEETINGS

6.1 Annual General Meetings

Once a year, the Association will hold a general meeting of all Members. The meeting is to be held within four (4) months from and including the date of the Association's fiscal year end at a time, place, and date to be fixed by the Board. At every annual meeting, the Board shall establish an agenda which shall consist of, but not be limited to:

- 6.1.1 The Chairperson's Treasurer's Secretary, and auditor's report;
- 6.1.2 Reports, if any, of sub-committees created by the Board;
- 6.1.3 Elections to elect the Directors for the upcoming year; and
- 6.1.4 The appointment of an auditor for the upcoming year.

6.2 General or Special Meetings

A general or special meeting of the Association Members may be called as follows:

- 6.2.1 by the Board at any time and for any purpose; or
- 6.2.2 upon the written request of ten (10) Members delivered to the Secretary that specifies the reasons for, and the matters to be discussed, at the meeting.

Where 6.2.2 applies, the Board must, within twenty one (21) days from and including the date of receipt of the request by the Secretary, call a meeting and comply with the notice obligations pursuant to Article 6.3.1. If the Board does not call a meeting within this time period, then any

Member who signed the requisition may call the meeting. Where a Member calls a meeting they are entitled to be reimbursed for all reasonable costs associated with convening the meeting out of Association funds.

6.3 Directors and Auditors

All Directors are entitled to receive notice, and to attend and be heard, at every annual, general and special meetings of the Members. The auditor is entitled to receive notice of every annual, general and special meeting of the Members, and to attend and be heard at these meetings on matters that relate to his duties as auditor.

6.3.1 Notice and Meetings

Subject to Article 6.5, notice of any annual, general or special meeting shall be given to all Members whose names are entered on the register of Members. Notice shall be sent by email, regular post, facsimile or prepaid mail not less than fourteen (14) days, nor more than sixty (60) days, prior to the date of the meeting. The notice shall state:

6.3.2 the meeting's date, time and place;

6.3.3 sufficient detail to enable a Member to form a reasoned judgement about the business to be transacted; and

6.3.4 the text of any special resolution to be submitted for approval.

6.4 Waiver of Notice

Any irregularity in the notice of any meeting may be waived by written motion delivered to the Secretary either before or after the meeting to which the waiver relates. Attendance of a person at the meeting will constitute a waiver of any irregularity in notice, except when the person attends a meeting to object to the transaction of the business to which the notice relates.

6.5 Error in Notice

No error or omission in the notice of any annual, general or special meeting, or any adjournment thereof, shall invalidate the meeting or render void any proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings conducted thereat.

6.6 Unanimous Attendance

A special or general meeting may be held for any purpose on any day, at any time, and at any place without notice if all the Members and all other persons entitled to attend such meeting are present. A meeting will still be valid where a Member who is not present waives notice of the meeting. This Article will not apply 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.

6.7 Quorum

At any duly noticed meeting, five (5) Members eligible to vote at that meeting shall constitute a quorum provided such Members are present in person at the meeting. Failure to obtain a quorum within thirty (30) minutes from the time set for the meeting will result in the meeting being postponed until a later date. Notice of the new date will be given within seven (7) days of the postponed meeting. Failure to obtain a quorum at such meeting will result in a quorum being declared and the meeting will proceed legally.

6.8 The Chair

At all annual, special and general meetings, the Chairperson shall be entitled to take the chair. If the Chairperson does not arrive within 15 minutes of the time appointed for the meeting then the person who will take the chair will be decided as follows:

- 6.8.1 in the Chairperson's absence the Vice-Chairperson;
- 6.8.2 in the absence of both the Chairperson and Vice-Chairperson, the Members present shall nominate a Director; or
- 6.8.3 if either no Director is present, or if all Directors present decline to take the chair, then the Members present shall choose one of their numbers.

6.9 Right to Vote

Every Member that has been in good standing for a period of thirty (30) days prior to a meeting shall be entitled to vote at that meeting.

6.10 Voting at General Meetings

At any annual, general or special meeting, every Member present in person who is entitled to vote at the meeting and every proxyholder who is entitled to vote at the meeting shall have one (1) vote on a show of hands. Honorary Members shall have no votes. At all such meetings, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or the By-laws. Votes shall be cast by a show of hands unless a poll vote is called for by the By-laws, the chair, or by a Member entitled to vote at the meeting. A declaration by the chair and entry in the minute books shall be sufficient proof of the passage of any resolution.

6.11 Poll Votes

Any two (2) Members may demand a poll in lieu of show of hands prior to, or at the time of, the declaration of a show of hands. If at any meeting a poll vote is demanded on the election of the Chairperson or on the adjournment or termination of a meeting, the poll shall be taken forthwith without adjournment. At any other situation the poll shall be taken in such manner as the chair directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In the event of a tie, the Chairperson shall cast the deciding vote.

6.12 Written Resolutions

A resolution in writing signed by all the Members shall be valid and effective as if it had been passed at a duly convened meeting of the Members.

6.13 Conflicts of Interest

Any Member that has a conflict or pecuniary interest in any matter addressed at a meeting must;

6.13.1 advise the chair of the conflict prior to the matter being discussed;

6.13.2 remove themselves from the meeting until the matter is resolved; and

6.13.3 neither vote on, nor sign, any resolution that concerns the matter.

6.14 Proxies

Every Member entitled to vote at a meeting of Members may by means of a proxy appoint a proxyholder who are not required to be Members to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy.

An instrument appointing a proxyholder shall be in written and printed form and shall be executed by the Member or by their attorney authorized in writing and is valid only at the meeting in respect of which it is given or any adjournment of that meeting.

An instrument appointing a proxyholder may be in the following form or in any other form which complies with law:

The undersigned Member of _____ hereby appoints
_____ of _____, whom failing,
_____ of _____ as the nominee of the
undersigned to attend and act for and on behalf of the undersigned at the meeting of the
Members of the said Association to be held on the ___ day of _____, 20__ and at any
adjournment thereof in the same manner, to the same extent and with the same power as
if the undersigned were personally present at the said meeting or such adjournment
thereof.

Dated the ___ day of _____, 20__.

Signature of Member

The Directors may specify in a notice calling a meeting of shareholders a time not exceeding seven (7) days preceding the meeting or an adjournment of the meeting before which time proxies to be used at the meeting must be deposited with the Association.

The chairman of the meeting of Members may in his discretion accept any written communication (including without limitation any telecopy, telegram, cable or telex) as to the

authority of anyone claiming to vote on behalf of and to represent a Member notwithstanding that no instrument of proxy conferring such authority has been deposited with the Association, and any votes given in accordance with such written communication accepted by the chairman of the meeting shall be valid and shall be counted.

ARTICLE 7: BOARD OF DIRECTORS

7.1 The Board of Directors

The affairs of the Association shall be managed by a Board of not less than seven (7) and not more than twenty (20) Directors elected by the Members pursuant to Article 7.2. The Board may exercise all such powers, and do all such acts and things, as may be done by the Association and are not by the Act, By-laws, any special resolution of the Association, or by statute expressly required to be done in some other manner. Every Director of the Association shall in the exercise of his powers and discharge of his duties act honestly and in good faith with a view to the Association's best interests, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The power of the Board includes, but is not limited to, the following:

- 7.1.1 to prescribe and enact such Rules and Regulations not inconsistent with these By-laws that relate to the Association's management and operation as they may from time to time see fit;
- 7.1.2 to manage and administer the Association's affairs, to enter into contracts, and to accept, solicit or receive donations, gifts, grants and benefits of any kind for the purpose of furthering the objectives of the Association;
- 7.1.3 to establish and dissolve committees and sub-committees of Directors and Members and to determine the terms of reference and mandates of such committees;
- 7.1.4 to appoint and remunerate any accountants, solicitors or other experts or agents;
- 7.1.5 by a Major Decision Vote to borrow, or raise or secure the repayment of such sum or sums of money in such a manner and upon such terms and conditions in all respects as they see fit, and, in particular, by an mortgage, charge or other security on the undertaking of the whole or any part of the present and future property, both real and personal of the Association;
- 7.1.6 to invest and deal with the Association's money in such manner as the Board may from time to time determine;
- 7.1.7 to pay any expense incurred to form, promote and operate the Association;
- 7.1.8 to accumulate, use, invest, apply, give, distribute or donate all or part of the Association's funds in order to carry out the objective of the Association in a manner the Board may from time to time determine;

7.1.9 to purchase, lease or otherwise acquire, alienate, sell, exchange or dispose of lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein for such consideration and upon such terms as the Board considers reasonable; and

7.1.10 to exercise all such other powers, and do all such other things, as the Association is legally authorized to do, which are not by the By-laws required to be exercised by the Members.

7.2 Election of Directors

The process to elect, or re-elect, a Director is as follows:

7.2.1 the election of Directors to the Board is to occur at any time with the Board's consent or at the annual general meeting;

7.2.2 the Members of each branch society may elect a Director from within the membership of that branch society to occupy a seat on the Board;

7.2.3 a nominating committee shall be convened not less than thirty (30) days prior to the Association's annual general meeting that will consist of three (3) Members one of whom shall be the Vice-Chairperson;

7.2.4 any Member may nominate another Member to be a Director by submitting to the nominating committee a written motion that meets the following criteria:

7.2.4.1 the nomination states the Member is in good standing to the effect that the Member owes no money to the Association and has not committed a serious breach of the Association's By-laws;

7.2.4.2 the nomination is seconded by another Member;

7.2.4.3 the position is specified for which the Member is nominated;

7.2.4.4 the Member nominated gives consent and signs the form of the Directors' Declaration approved by the Board of Directors; and

7.2.4.5 the motion is received by the nominating committee by the close of office hours no later than seven (7) business days prior to the date scheduled for the annual general meeting. The seven (7) day period is to be calculated exclusive of the day of the meeting.

7.2.5 the appointment of a Director to the nominating committee shall not disqualify that Director from being nominated as a Director;

7.2.6 the nominating committee shall report its' recommendations to the Chairperson at the close of office hours on the seventh (7) business day, exclusive of, and prior to the Member's annual general meeting; and

- 7.2.7 the Chairperson shall ensure that the nominating committee's report will be posted at the venue for the annual general meeting at least one (1) hour prior to the commencement of the annual general meeting.

7.3 Term of Directorship

A Director shall hold office for a period that runs from the end of the annual general meeting at which they are elected to the start of the next annual general meeting unless they cease to hold office pursuant to Article 5.4, Article 7.4, Article 7.5, or are re-elected pursuant to Article 7.2.

7.4 Automatic Termination of Directorship

A Director shall automatically vacate his office, and will return all records and documents of the Association, within thirty (30) days of such vacancy if the Director:

- 7.4.1 is absent for three regular meetings of the Board within the period of one (1) year subject to the condition that the Board may waive this provision if they decide there exists adequate reasons for the absences;
- 7.4.2 resigns by delivery of written notice to the Secretary;
- 7.4.3 becomes bankrupt, or suspends payment to his creditors;
- 7.4.4 ceases to be a Member of the Association pursuant to Article 5.4, or is removed pursuant to Article 7.5;
- 7.4.5 dies;
- 7.4.6 contravenes a provision contained in Article 10.3; or
- 7.4.7 is convicted of an indictable offence.

7.5 Removal of Director by Members

The following provisions apply to the removal of a Director:

- 7.5.1 the Members may, by special resolution at a special meeting called for that purpose, remove any Director from office before the expiration of his term;
- 7.5.2 seven (7) days before the special meeting, exclusive of the day for which the meeting is to be convened, the Director in question shall be given written notice of the charge or complaint, and at the special meeting to discuss the matter;
- 7.5.3 if the Director is not removed, then he shall continue to hold office for the remainder of his unexpired term, or until new proceedings are commenced;
- 7.5.4 if the Director is removed, then the Members present at the special meeting may elect any Member to fill the position, and that person shall hold office for the remainder of the unexpired term of his predecessor.

7.6 Vacancies on the Board of Directors

Vacancies on the Board of Directors however caused may, so long as a quorum of Directors remains in office, be filled by the Board from among the qualified Members of the Association. Otherwise, such vacancies shall be filled at the next annual general meeting. If there is not a quorum of Directors at any time, the remaining Directors shall forthwith call a general meeting to fill the vacancies. A Director elected or appointed to fill a vacancy holds office for the unexpired term of his predecessor.

ARTICLE 8: BOARD MEETINGS

8.1 General Provision

The following general provisions apply to meetings of the Board and to meeting of any committees created by the Board:

- 8.1.1 the Directors may consider and transact any business either special or general at any meeting of the Board, or at any meeting of a committee created by the Board, and the Board, or any committee created by the Board shall meet as often as required to manage the affairs of the Association, which in any event, shall be at least once per year;
- 8.1.2 meetings may be held at such time and place as the Directors may from time to time determine; and
- 8.1.3 meetings may be called either by the Chairperson, or by the Directors, where over 50% of the Directors give written notice to the Chairperson to the effect that they wish to have a meeting convened; in the latter case the Chairperson shall call such a meeting within ten (10) days from and including the date the request is received.

8.2 Notice of Meetings

The following provisions apply to notice of meetings:

- 8.2.1 notice of any meeting shall be emailed, delivered, telephoned, or faxed to each Director not less than five (5) business days, or shall be mailed to each Director not less than fourteen (14) days, before the meeting is to occur;
- 8.2.2 the notice shall specify the time, date and place of the meeting as well as a brief description of the nature of the business to be transacted;
- 8.2.3 the Board may appoint any hour, any day or any month for regular meetings and with regard to such regular meetings no notice need be sent;
- 8.2.4 no formal notice of any meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Any such consent shall be effective whether given before or after the meeting to which it relates;

- 8.2.5 a meeting may also be held, without notice, immediately following the Association's annual general meeting;
- 8.2.6 a statement by the Chairperson that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice;
- 8.2.7 no error or omission that concerns the notice of any meeting, or any adjournment of the meeting, shall invalidate the meeting or render void any proceedings taken thereat;
- 8.2.8 a Director may waive in writing delivered to the Secretary any irregularity in notice at any time before or after the meeting, and may ratify, approve and/or confirm any or all proceedings conducted thereat; and
- 8.2.9 attendance of a Director at any meeting shall constitute a waiver of notice except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

8.3 Quorum

The presence of at least four (4) Directors shall constitute a quorum and, notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers as if the full body were present.

8.4 Form of Attendance

If all of the Directors may participate in a meeting by means of telephone or such other methods of communications that enables all persons participating in the meeting to hear each other; a Director participating in such a meeting by such means shall be deemed to be present at the meeting.

8.5 Who May Attend Meetings

Members may attend any meetings of the Board, or meeting of committees created by the Board, but may be requested to leave at any time by the person who presides over the meeting.

8.6 Voting at Meetings

Every Director shall be entitled to one vote at any meeting of the Board, or meeting of any committee created by the Board. Other than Major Decision Votes, all decisions at any duly constituted meeting shall be decided by a majority of the Directors present. In the event of, and only in the event of, a tie vote, the person who chairs the meeting shall be entitled to an additional vote to break the tie.

8.7 Major Decisions

The following require a Major Decision Vote by the Board:

- 8.7.1 approval of annual plans;
- 8.7.2 approval of annual capital and operating budgets;
- 8.7.3 approval of any sponsorship agreements;
- 8.7.4 the approval of borrowing pursuant to Article 7.1.5;
- 8.7.5 the approval of By-law amendments pursuant to Article 11.1;
- 8.7.6 the direction of signing authority pursuant to Article 12.1.4; and
- 8.7.7 the approval of unbudgeted expenditures of \$5,000 or greater.

8.8 Written Resolutions

A written resolution signed by all the Directors entitled to vote on that resolution shall be valid and effectual as if it had been at a meeting of the Board, or a meeting of a committee created by the Board.

8.9 Submission of Contract or Transactions to Members for Approval

The Directors, at their discretion, may submit any contract, act or transaction for approval, ratification or confirmation at any annual, special or general meeting of the Members. Any contract, act or transaction approved, ratified or confirmed by resolution passed by a majority of the votes at any such meeting shall be valid and binding upon the Association as though it had been approved, ratified and/or confirmed by every Member, unless any different or additional requirement is imposed by the By-laws or any statute.

8.10 Adjournment of Board Meetings

The following provisions apply to the adjournment of Board Meetings:

- 8.10.1 any meeting of Directors may be adjourned from time to time by the Chairman of the meeting, with the consent of the meeting, to a fixed time and place;
- 8.10.2 notice of an adjourned meeting of Directors is not where the time and place of the adjourned meeting is announced at the original meeting;
- 8.10.3 any adjourned meeting shall be duly re-constituted if it is held in accord with the terms of the adjournment and a quorum is present;
- 8.10.4 the Directors who formed the quorum at the original meeting are not required to form the quorum at the re-constituted meeting; and
- 8.10.5 if there is no quorum present at the re-constituted meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

8.11 Validity of Acts

An act of a Director is valid notwithstanding any irregularity in his election, appointment, or defection in his qualification.

ARTICLE 9: OFFICERS

9.1 The Chairperson

The Chairperson shall:

- 9.1.1 be the Association's official spokesman, and custodian of the seal if any;
- 9.1.2 be responsible for all of the Association's functions and activities, but may delegate power and responsibility to any Member he deems appropriate;
- 9.1.3 attend all annual, special and general meetings, as well as any meeting of the Board or any committee created by the Board, preside over the proceedings of such meetings, and be an ex officio Member of every committee;
- 9.1.4 cause to be brought to the attention of the Board, all matters affecting the well being and operations of the Association, and act at all times in accordance with the lawful directives of the Board;
- 9.1.5 execute all contracts and all other documents binding on the Association with one other Director, provided that he may designate others to execute the same in his absence, or under such terms and conditions as he may prescribe; and
- 9.1.6 perform such other duties as may from time to time be reasonably imposed upon him by the Board.

9.2 The Vice-Chairperson

The Vice-Chairperson shall:

- 9.2.1 in the absence of the Chairperson, have the responsibility and authority to carry out the duties and responsibilities of the Chairperson
- 9.2.2 be chairman of the nominating committee as per Article 7.2.3; and
- 9.2.3 perform such other duties as may from time to time be reasonably imposed upon him by the Chairperson or the Board.

9.3 The Secretary

The Secretary shall:

- 9.3.1 be the custodian of the Association's books and records;

- 9.3.2 attend all annual, special and general meetings, as well as any meetings of the Board, and where appropriate, committee meetings to act as Secretary thereof and to record all minutes, proceedings and votes in the appropriate books;
- 9.3.3 to give notice of all annual, special, general and Board meetings in the prescribed manner;
- 9.3.4 to distribute the minutes of any annual, special, general or Board meeting to the Board within 30 days of such meeting, the minutes of which shall be approved by the Board, and signed by the Chairperson and Secretary; and
- 9.3.5 perform such other duties as may from time to time be reasonably imposed upon him by the Chairperson or the Board.

The Secretary shall record, maintain and update the following information in the books of the Association (in addition to any other matter that may from time to time be determined by the Board):

- 9.3.6 the By-laws, any resolutions altering or supplementing the By-laws, as well as originals and/or copies of all documents, registers and resolutions required to be kept by law;
- 9.3.7 the names of all persons who are, or have been, Members, as well as the address of each person while they are a Member; and
- 9.3.8 the names, addresses and occupations of all person who are or have been Directors or Officers, and the dates upon which each became, or ceased to be, a Director or Officer.

9.4 The Treasurer

The Treasurer shall:

- 9.4.1 have custody of the Associations funds and assets and shall disburse the Association's funds as ordered by the Board.
- 9.4.2 Shall establish and maintain an adequate systems for the record and control of all expenditures, and in particular shall keep an accurate book which shall record the Association's assets and liabilities, all monies received and spent, the matters in respect of which the receipt and expenditure occurred, and all other transactions that affect the Association's financial position;
- 9.4.3 All necessary signing authorities of Officers;
- 9.4.4 Render the Board upon request an account of the financial position of, as well as all transactions conducted by, the Association;

9.4.5 Prepare the annual capital and operating budgets and present them to the Board for approval or amendment; and

9.4.6 Perform such other duties as may from time to time be reasonably imposed upon him by the Chairperson or the Board.

9.5 The Past Chairperson

The Past Chairperson shall be a position automatically assumed by the outgoing Chairperson upon the election of his replacement, and shall be occupied either until his successor is replaced, or the criteria of Article 5.4 are met. The Past Chairperson shall act as an advisor to the Board and shall do all things reasonably required of him by the Chairperson or the Board for the better functioning of the Association.

9.6 Appointment of Officers

The Directors shall by majority vote appoint Officers to fill those positions and have those powers described in this Article 9. The Directors may by majority vote from time to time appoint additional Officers as they shall deem necessary who 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.

9.7 Removal of Officers and Vacation of Office

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.

An Officer of the Association ceases to hold office when he dies, resigns or is removed from office. A resignation of an Officer becomes effective at the time a written resignation is sent to the Association, or at the time specified in the resignation, whichever is later.

ARTICLE 10: THE CONDUCT AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

10.1 Director's and Officer's Remuneration

All Directors and Officers shall serve without remuneration, and shall not directly or indirectly receive any profit from his position; provided that, by resolution of the Board, a Director or Officer may be reimbursed for any reasonable expenses incurred by him in the course of his duties.

10.2 Agents and Employees

The Board may, from time to time, appoint agents and authorize the employment of other persons as they deem necessary to carry out the objects and work of the Association. The agents and employees shall have the power and authority necessary to perform their duties. The reasonable remuneration of agents and employees of the Association shall be fixed by written resolution of the Board.

10.3 Conflict of Interest

The following Provisions apply:

- 10.3.1 a Director or Officer of the Association who is a party to a material contract, or proposed material contract, with the Association shall disclose the full nature and extent of his interest;
- 10.3.2 Director or Officer who is a director or officer of another company, charity or other organization that has a material contract with, or proposes to pursue a material contract with, the Association shall disclose the full nature and extent of his interest;
- 10.3.3 no Director or Officer who is party, directly or indirectly, to such a contract shall vote on any resolution to approve such contract;
- 10.3.4 if a material contract is made between the Association and a person who is either a Director or Officer of the Association, or with another company, charity or organization that has as one of its' Directors or Officers a Director or Officer of the Association, then;
 - 10.3.4.1 the contract is neither void nor voidable by reason only of that relationship, or by reason that a Director with an interest in the contract is present at, or is counted to determine the presence of, the quorum at the meeting at which the contract was authorized,
 - 10.3.4.2 where a profit accrues to the person who has the material interest, that person is not liable to account for the profit to the Association if the Director or Officer disclosed his interest in accord with this Article, the contract was approved by the Directors and the Members, and it was reasonable and fair to the Association at the time it was approved.

10.4 Indemnities to Directors, Officers and Others

- 10.4.1 Those who shall be entitled to an indemnity out of Association funds shall include every past and present Director or Officer of the Association, their heirs, executors, administrators, and estate, as well as any other person who has undertaken, or is about to undertake, any liability on behalf of the Association and their heirs, executors, administrators, and estate.
- 10.4.2 The indemnity shall be sufficient to cover not only the reasonable expenses incurred as a result of any act, deed, matter or thing made, done or permitted by them in the execution of their duties, but also all costs, charges and expenses incurred as a result of liability for any action, suit or proceedings which is brought, commenced or prosecuted against them as a result of their duties.
- 10.4.3 An indemnity will only be granted if the person acted reasonably, honestly and in good faith with a view to the best interests of the Association, and in the case of a

criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds to believe that his conduct was lawful.

- 10.4.4 An indemnity will not be granted either in respect of an action by or on behalf of the Association to procure a judgement in its favor, or the costs, charges or expenses are incurred as a result of the person's own willful neglect or default.

ARTICLE 11: AMENDMENTS OF THE BY-LAWS

11.1 Amendments to the By-Laws

To replace, amend or repeal the By-laws requires both a Major Decision Votes and a Special Resolution passed at least 75% of the Members present at a duly constituted meeting that was called for the purpose of considering such matters.

11.2 Auditors

At each annual general meeting, the Members shall appoint a recognized firm of auditors to audit the Association's accounts. The auditors will report to the Members at the next annual general meeting. The auditors shall hold office until the next annual general meeting. The Directors may fill any casual vacancy in the office of the auditors. The remuneration of the auditors shall be fixed by the Board.

11.3 Financial Year

Unless otherwise ordered by the Board, the fiscal year-end of the Association shall be December 31.

ARTICLE 12: SIGNING AUTHORITY

12.1 Signing Authority

- 12.1.1 All deeds, transfers, licences, contracts and documents on behalf of the Association shall be signed by the Chairperson and one other Officer. The Seal shall be affixed to such instruments as required. Once signed such deeds, transfers licences, contracts and documents shall be binding upon the Association.
- 12.1.2 All cheques, bills of exchange or other orders for the payment of money, and all notes or other evidences or indebtedness issued in the name of the Association, shall be signed by the Chairperson, the Treasurer or a Director designated by the Chairperson, and in such manner as shall from time to time be determined by resolution of the Board.
- 12.1.3 Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

12.1.4 Notwithstanding any provisions to the contrary in the By-laws, the Board may at any time by Major Decision Vote, direct the person and the manner in which any particular instrument, contract or obligation of the Association is executed.

12.2 Address for Notice

The following provisions apply:

- 12.2.1 any notice to any Members, Director or Officer for any purpose shall be sent to the address of the Member, Director or Officer recorded in the books of the Association;
- 12.2.2 with respect to every notice or document sent by mail it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into a post office or into a post office letter box; and
- 12.2.3 if the Association 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 Association is not required to send any further notices or documents to the Member that concern any matter until he informs the Association in writing of his new address.

12.3 Books and Records

The Directors shall see that all necessary books and records required by the Association By-laws or by any applicable statute or law are regularly and properly kept and are available for inspection by a Member at the annual general meeting, or at any time upon reasonable written notice subject to satisfactory arrangements being made as to time and place with the Officer who has charge of the relevant book. Every Director shall at all times have access to such books and records, upon giving reasonable notice.

12.4 The Seal

The seal of the Association shall be such that the Board may from time to time adopt. The Chairman shall have custody of the seal.

12.5 Insurance

Adequate insurance coverage over facilities and operations of the Association may be maintained on an annual basis and liability insurance for Directors may be maintained and paid for by the Association.

12.6 Dissolution

In the event of the Association's dissolution, after the payment of all debts and liabilities, the Association's net asset shall be distributed to the Province of Alberta or after consultation and agreement with the Province of Alberta to an organization(s), whether incorporated or not, which

have objectives similar in whole or in part to the objectives of the Association in accordance with a resolution of the Board ratified by 75% of the Members present at a special meeting.

ARTICLE 13: BRANCH SOCIETIES

13.1 Branch Societies

The Directors may, by a Major Decision Vote, establish and maintain one or more branch societies, as defined in the Act, with such powers, not exceeding the powers of the Association, as the Directors may, by a Major Decision Vote, from time to time confer.