

BYLAWS OF THE DIGITAL MEDIA ASSOCIATION OF ALBERTA

Article 1

Interpretation

1.1 Definitions

Without limiting Article 1.2, in these Bylaws, unless the context requires otherwise:

- (a) "**Act**" means the *Societies Act*, R.S.A. 2000, c. S-14, as amended, restated or replaced from time to time, and includes its regulations.
- (b) "**Annual Meeting**" means the annual meeting of the Members of the Society, required under the Act.
- (c) "**Associate Member**" means a non-voting Member of the Society as described in Article 2.3.
- (d) "**Board**" means the board of Directors of the Society.
- (e) "**Bylaws**" means the by-laws of the Society from time to time in force and effect, as may be amended from time to time;
- (f) "**Chairperson**" means the chairperson of the Society, appointed in accordance with Article 7.5 and, subject to Article 7.10, with the duties described in Article 7.6.
- (g) "**Director**" means a person elected pursuant to Article 4.
- (h) "**Foundational Member**" means a voting Member of the Society as described in Article 2.4.
- (i) "**General Meeting**" means any meeting of the Members of the Society which is not an Annual Meeting or a Special Meeting;
- (j) "**Member**" means a Regular Member, Associate Member, or Foundational Member of the Society fulfilling the criteria set forth in Article 2.2, 2.3, or 2.4 respectively.
- (k) "**Objects**" means the objects of the Society set forth in the application for incorporation of the Society, as may be amended from time to time.
- (l) "**Regular Member**" means a voting Member of the Society as described in Article 2.2.
- (m) "**Secretary**" means the secretary of the Society, appointed in accordance with Article 7.5 and, subject to Article 7.10, with the duties described in Article 7.7.

- (n) "**Society**" means the Digital Media Association of Alberta Society.
- (o) "**Special Meeting**" means any meeting of the Members of the Society which is not an Annual Meeting or a General Meeting.
- (p) "**Special Resolution**" means a resolution passed by at least 75% of the Voting Members at a duly constituted Annual Meeting, General Meeting or Special Meeting.
- (q) "**Treasurer**" means the treasurer of the Society, appointed in accordance with Article 7.5 and, subject to Article 7.10, with the duties described in Article 7.8.
- (r) "**Voting Member**" means a Regular Member or Foundational Member of the Society fulfilling the criteria set forth in Article 2.2 or 2.4 respectively.

1.2 Definitions in the Act Apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with the Act or Other Enactments

Subject to Article 1.1, if a provision in these Bylaws is inconsistent with the Act or any other enactment of Alberta or Canada, such provision shall have no effect. If there is a conflict between a definition of the Act and a definition or rule used in these Bylaws, the definition in the Act will prevail to the extent of any such inconsistency.

1.4 Interpretation

In these Bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

Article 2

Membership

2.1 Types of Members

There are three classes of Members:

- (a) Regular Members;
- (b) Associate Members; and
- (c) Foundational Members.

2.2 Regular Members

A Regular Member:

- (a) may be an individual or organization; and
- (b) must pay annual membership dues as described in Article 2.5.

2.3 Associate Members

An Associate Member:

- (a) may be an individual or organization; and
- (b) must pay annual membership dues as described in Article 2.5.

Associate Memberships shall be awarded at the discretion of the Board, subject to these Bylaws and any policies adopted by the Board.

2.4 Foundational Members

A Foundational Member:

- (a) must be an organization;
- (b) must pay annual membership dues as described in Article 2.5;
 - (i) the annual membership dues for a Foundational Member under Article 2.5 shall be no less than \$10,000.00; and
- (c) must nominate one individual for appointment to the Board under Article 4.3(c).

Limitations:

- (d) the maximum number of Foundational Members shall be ten (10) at any one time.
- (e) A Foundational Member will have a maximum of one nominee under Article 2.4(c) regardless of its level of contribution.
- (f) Any amounts contributed in excess of the annual membership dues will be considered as donations or general contributions with no additional rights.

2.5 Membership Dues and Standing

Membership dues:

- (a) Membership dues shall be determined annually by the Board and a schedule of dues and fees shall be posted to the Society's website.

- (b) Membership is on an annual basis beginning the date that membership dues are received and ending immediately before the anniversary of that date.
- (c) Each Member shall pay his, her or its dues and fees to the Society within thirty (30) days of the date of notice thereof.
- (d) The Board has the discretion to waive annual membership dues for Associate Members.

Standing:

- (e) A Member shall be deemed to be in good standing when they have paid their membership dues, any other outstanding fees, and their name has been entered on the register of Members. Membership is not transferable.

2.6 Membership Rights, Obligations and Limitations

Members' rights:

- (a) Members shall have the rights and privileges, and be subject to the duties and obligations, set out by these Bylaws and any rules, regulations and policies as established and amended from time to time by the Board.
- (b) Regular Members in good standing are:
 - (i) entitled to receive information and services provided by the Society; and
 - (ii) eligible to attend, participate, and vote at each Annual Meeting, General Meeting and Special Meeting of the Society.
- (c) Associate Members in good standing are:
 - (i) entitled to receive information and services provided by the Society; and
 - (ii) eligible to attend, participate, and speak at each Annual Meeting, General Meeting and Special Meeting of the Society.
- (d) Foundational Members in good standing are:
 - (i) entitled to receive information and services provided by the Society;
 - (ii) obliged to nominate an individual for appointment to the board as described under Articles 2.4(c) and 4.3(c); and
 - (iii) eligible to attend, participate, and vote at each Annual Meeting, General Meeting and Special Meeting of the Society.

2.7 Membership Withdrawal

Any Member who desires to withdraw from membership in the Society may notify the Board in writing to that effect and on receipt by the Board of such notice the Member shall cease to be a Member. Membership is non-transferable and ceases on the death or dissolution of a Member.

2.8 Termination of Membership

The membership of a Member in the Society terminates when:

- (a) the Member's term of membership expires, and is not renewed by the payment of the following year's membership dues within the timeframe provided under Article 2.5(c);
- (b) the Member delivers written notice of withdrawal to the Board;
- (c) the Member fails to pay any fees or indebtedness due to the Society 30 days from and including the date the obligations come due, unless the Board agrees in writing to extend the payment deadline;
- (d) the Member dies or is dissolved, as the case may be; or
- (e) the Member is expelled in accordance with these Bylaws or the Act.

2.9 Deemed Withdrawal

A Member whose membership is terminated under Article 2.8(a) is deemed to have withdrawn from the Society.

2.10 Discipline and Expulsion

A Member may be disciplined or expelled by Board resolution for any reason which is deemed by the Board to be in the best interest of the Society including, without limitation:

- (a) violating any provisions of the Act, the constitution, these Bylaws or any rules or policies adopted by the Society from time to time;
- (b) carrying out any conduct which the Board considers to be detrimental to the Society; and
- (c) for any other reason that the Board considers to be reasonable, having regard to the purposes of the Society.

Disciplining a Member may include a suspension of membership rights. Before a Member is disciplined or expelled, the Society must send to the Member a written notice of the proposed discipline or expulsion, including reasons, and give the Member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.

Despite the provisions of this Article 2.10, a Member who has been expelled may be readmitted as a Member where the Board gives consent.

2.11 Effect of Membership Termination

If for any reason a Member ceases to be a Member, the former Member is not entitled to any refund or rebate in any fees paid to the Society and the former Member shall forfeit all rights, claims and interests that arise from, or are associated with, membership. Where a Member ceases to be a Member, the Secretary shall immediately remove the former Member's name from the register of Members.

Article 3

Meetings of Members

3.1 Annual Meeting of Members

The Annual Meeting shall be held once in each year at a place within Alberta and on a day to be fixed by the Board and notice of such meeting shall be delivered to all Members by the Secretary in accordance with these Bylaws. In addition to any other business that may be transacted, at every Annual Meeting:

- (a) the financial statements of the Society and the report of the auditor shall be presented; and
- (b) an auditor(s) shall be appointed for the ensuing year.

3.2 General Meetings and Special Meetings

Special Meetings may be called as follows:

- (a) by the Board or any two officers of the Society at any time and for any purpose; or
- (b) upon written request of any group of Voting Members who together constitute more than twenty-five (25%) percent of all the Voting Members of the Society delivered to the Secretary (or other Director or officer if there is no Secretary) that specifies the reasons for, and the matters to be discussed at the meeting.

Special Meetings shall be held at a time and place within Alberta determined by the Board.

General Meetings may be called at any time by the Secretary upon the instructions of the Chairperson or the Board.

3.3 Notice of Meetings

Notice of the place and time of the Annual Meeting and every General Meeting and Special Meeting shall be given to each Member not less than 21 days before such meeting. Any Annual Meeting, General Meeting or Special Meeting may be held at any time and place without such notice if all the Voting Members are present thereat, and at such meeting any business may be transacted which the Society may lawfully transact. Subject to the foregoing, and except where the Act otherwise provides or the

Bylaws otherwise require, and with the permission of the Board, the Members may consider and transact any business at a meeting without any notice of the nature of such business. Notice of each meeting of Members must remind the Voting Members of the right to vote by proxy and contain the form of proxy.

3.4 Special Resolution

No Special Resolution may come before any Annual Meeting, General Meeting or Special Meeting unless the full written text thereof has been distributed to the Members no less than 21 days before such meeting.

3.5 Error or Omission in Notice

No error or omission in giving notice of the Annual Meeting or any General Meeting or Special Meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

3.6 Quorum

A quorum for the transaction of business at the Annual Meeting or any General Meeting or Special Meeting shall exist if not less than twenty-five percent (25%) of the Voting Members entitled to attend and vote at such meeting are present either in person or by proxy. 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, seven (7) days from the date of the originally scheduled meeting. At such postponed meeting, quorum shall be that number of Voting Members who are in attendance, or represented by proxy.

3.7 Chairperson of the Meeting

At the Annual Meeting or any General Meeting or Special Meeting the Chairperson will be the chairperson for the meeting unless he or she is absent, in which case any other individual present may be selected by the meeting participants to be the chairperson for the meeting.

3.8 Proxies

Every Voting Member may by means of a proxy appoint a proxyholder who is not required to be a Member 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 writing and shall be executed by the Voting 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 Digital Media Association of Alberta hereby appoints _____, or failing him or her, _____ 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 Society 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 if the undersigned were personally present at the said meeting or such adjournment thereof.

Dated the ____ day of , 20_____.

Signature of Member _____

Name of Member _____

The Directors may specify in a notice calling a meeting of Voting Members 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 Secretary of the Society.

3.9 Adjournment

The Annual Meeting or any General Meeting or Special Meeting may be adjourned to any time and from time to time and all business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any adjournment of any such meeting.

3.10 Voting Rights

Each Voting Member in good standing shall be entitled to one vote at the Annual Meeting or any General Meeting or Special Meeting. A Voting Member who has not paid all dues and fees payable by such Voting Member before the commencement of such meeting shall be deemed to not be in good standing.

3.11 Voting Representatives

Each Voting Member, who is an organization, must provide the Society with official notification naming its authorized voting representative for the purpose of voting at any Annual Meeting, General Meeting or Special Meeting.

3.12 Voting Procedures

At every Annual Meeting and every General Meeting and Special Meeting every question shall be decided by a majority of the votes of the Voting Members present in person unless otherwise required by the Bylaws or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any two (2) Voting Members. Upon a show of hands, a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be sufficient evidence of that fact without proof of the number or proportion of the vote accorded in favour of or against such resolution. If a poll be demanded, and not withdrawn, the question shall be decided by a majority of votes given by the Voting Members present in person and such poll shall be taken in such manner as the chairperson shall direct and the result of such poll shall be deemed the decision of the Society upon the matter in question. A resolution in writing, signed by all the Voting Members entitled

to vote thereon, shall be valid and effectual as if it had been passed at a meeting of the Voting Members duly called and constituted and such written resolution shall satisfy all of the requirements of the Bylaws relating to meetings of Voting Members. Resolutions in writing may be signed in counterparts.

3.13 Participation by Telephone or other Communications Medium

At the Annual Meeting or any General Meeting or Special Meeting, attendees may participate in person or by telephone or other communications medium if all of the persons participating in the meeting, whether in person, by telephone or other communications medium, are able to communicate with each other. Notwithstanding the foregoing, the Society is not obligated to take any action to facilitate the use of a communications medium at the Annual Meeting or any General Meeting or Special Meeting. A Member who participates in a meeting in a manner contemplated in this Article 3.13 is deemed for all purposes of the Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

Article 4

Directors

4.1 Number of Directors

The Society shall have at least three (3) Directors and no more than twenty (20) Directors. The number of Directors shall be set by ordinary resolution.

4.2 Qualification of Directors

The following persons are disqualified from being a Director of the Society:

- (a) anyone who is less than 18 years of age;
- (b) anyone who lacks the capacity to make decisions in respect of the Society due to severe or permanent mental or physical illness;
- (c) a person who is not an individual; and
- (d) a person who has the status of bankrupt.

4.3 Election and Term of Directors

At each Annual Meeting, the Voting Members entitled to vote for the election or appointment of Directors, shall elect or appoint the Directors.

- (a) Directors shall be elected on a staggered basis, such that approximately one-half of the Board shall be re-elected at each Annual Meeting. A Director elected at an Annual Meeting shall hold office as a Director for a term expiring at the second Annual Meeting following the Annual Meeting at which he or she was elected to the Board (subject to Article 4.3(d)).

- (b) Voting Members may nominate individuals for consideration for election as Directors by completing a nomination form signed by two Voting Members in good standing and submitting it to the Board or a Board appointed committee not later than sixty days prior to the Annual Meeting at which such individual would be considered for election. Election procedures at the Annual Meeting shall otherwise be determined by the Voting Members present.
- (c) Notwithstanding Article 4.3(a), individuals nominated under Article 2.4(c), by Foundational Members in good standing, shall be appointed by Board resolution as Directors for a term lasting until the next Annual Meeting.
- (d) A Director may run for re-election or be reappointed, but no Director may hold more than three consecutive two-year terms if elected under Article 4.3(a) or six consecutive one-year terms if appointed under Article 4.3(c).

4.4 Consent to be a Director

No election or appointment of an individual as a Director is valid unless that individual consents in writing to be a Director of the Society.

4.5 Failure to Elect or Appoint Directors

If the Society fails to hold an Annual Meeting, and the Voting Members fail to elect any Directors under Article 4.3(a) or appoint any Directors under 4.3(c), then each Director then in office continues to hold office until the earlier of:

- (a) the date on which such Director's successor is elected or appointed; and
- (b) the date on which such Director otherwise ceases to hold office under the Act or these Bylaws.

4.6 Directors May Fill Casual Vacancies

Casual vacancies on the Board shall be filled as follows:

- (a) The Directors may, between Annual Meetings, appoint one (1) or more additional Directors of the Society to serve until the next Annual Meeting, provided that the number of additional Directors appointed under this Article 4.6(a) shall not at any time exceed one-third (1/3) of the number of Directors who held office at the expiration of the last Annual Meeting of the Society.
- (b) In the event that a Director appointed under Article 4.3(c) ceases to be a Director and the Foundational Member that nominated the Director remains in good standing, that Foundational Member must nominate another individual under Article 2.4(c). For further clarity, Article 4.6(b) shall not be interpreted to reduce the number of directors that may be appointed pursuant to Article 4.6(a).

4.7 Remaining Directors Power to Act

The Directors may act notwithstanding any vacancy in the Board, but if the Society has fewer Directors in office than the minimum number of Directors set pursuant to these Bylaws, the Directors may only act

for the purpose of appointing Directors up to that number or of calling a meeting for the purpose of filling any vacancies on the Board or, subject to the Act, for any other purpose.

4.8 Ceasing to be a Director

A Director ceases to be a Director when:

- (a) the Director's term of office expires;
- (b) the Director dies or resigns;
- (c) the Director is absent for three regular meetings of the Board within a period of one (1) year, subject to the Board's prior written approval in exceptional circumstances;
- (d) the Director is convicted of any offence under the *Criminal Code of Canada*;
- (e) the Director becomes disqualified as described under Article 4.2;
- (f) the Director commences any court or other action against the Society; or
- (g) the Director is removed from office pursuant to Article 4.10.

4.9 Resignation of Directors

A Director who intends to resign must give notice of the resignation to the Society in writing.

4.10 Removal of Director

A Director of the Society may be removed from office by a Special Resolution.

Removal of Directors elected under 4.3(a):

- (a) The Voting Members may elect, or appoint by ordinary resolution, an individual as Director to fill the resulting vacancy. If the Voting Members do not elect a Director to fill the resulting vacancy contemporaneously with the removal of a director elected under 4.3(a), then the Directors may appoint a Director to fill that vacancy, in accordance with Article 4.6.

Removal of Directors appointed under 4.3(c):

- (b) If the Foundational Member who nominated that Director remains in good standing, then that Foundational Member must nominate another individual, to be appointed by ordinary resolution, as Director to fill the resulting vacancy.

An individual elected or appointed pursuant to this Article 4.10 shall serve as Director for the balance of the term of the removed Director.

Article 5

Powers and Duties of Directors

5.1 Powers and Function of Directors

Subject to the Act and these Bylaws, the Board shall manage or supervise the management of the activities and internal affairs of the Society. The Board shall cause the Society to carry out its Objects and may exercise all such powers and do all such acts and things not inconsistent therewith.

5.2 Duties of Directors

A Director of the Society must, when exercising the powers and performing the functions of a director, act with a view to the purposes of the Society and must:

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

5.3 Delegation by Directors

For greater certainty, the powers of the Board under this Article 5 may be exercised by a Director, officer, committee or other delegate, direct or indirect, of the Board authorized by the Board to exercise such powers.

5.4 Remuneration of Directors

Board members shall receive no remuneration for acting as such.

5.5 Conflict of Interest:

The following provisions apply:

- (a) a Director or officer of the Society who is a party to a material contract, or proposed material contract, with the Society shall disclose the full nature and extent of his or her interests;
- (b) a 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 Society shall disclose the full nature and extent of his or her interests;
- (c) no Director or officer who is party, directly or indirectly, to such a contract shall vote on any resolution to approve such contract;

- (d) if a material contract is made between the Society and a person who is either a Director or officer of the Society, or with another company, charity or organization that has as one of its' Directors or officers a Director or officer of the Society, then;
 - (iii) the contract is neither void or 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,
 - (iv) where a profit accrues to the person who has the material interest, that person is not liable to account for the profit to the Society if the Director or officer disclosed his or her interest in accord with this Article 5.5, the contract was approved by the Directors and the Voting Members, and it was reasonable and fair to the Society at the time it was approved.

5.6 Indemnities to Directors, Officers and Others

- (a) Those who shall be entitled to an indemnity out of Society funds shall include every past and present Director or officer of the Society, 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 Society and their heirs, executors, administrators, and estate.
- (b) 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.
- (c) 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 Society, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds to believe that his or her conduct was lawful.
- (d) An indemnity will not be granted either in respect of an action by or on behalf of the Society to procure a judgment in its favor, or the costs, charges or expenses are incurred as a result of the person's own willful neglect or default.

Article 6

Proceedings of Directors

6.1 Board Meetings

The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit, and meetings of the Board held at regular intervals may be held at the place, at the time and on the notice, if any, that the Board may by resolution from time to time determine.

6.2 Voting at Meetings

Questions arising at any Board meeting are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote. No motion proposed at a Board meeting need be seconded unless the Chairperson rules otherwise.

6.3 Chair of Meetings

At any meeting of the Board the Chairperson will be the Chairperson unless he or she is absent, in which case any other Director may be selected by the Board to be the Chairperson for the meeting.

6.4 Meetings by Telephone or Other Communications Medium

A Director may participate in a meeting of the Board or of any committee of the Board in person or by telephone or other communications medium if all Directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A Director who participates in a meeting in a manner contemplated by this Article 6.4 is deemed for all purposes of the Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

6.5 Calling of Board Meetings

A Director may, and the Secretary, if any, on the request of any Director must, call a Board meeting at any time.

6.6 Notice of Meetings

Other than for meetings held at regular intervals as determined by the Board pursuant to Article 6.1, reasonable notice of each Board meeting, specifying the place, day and time of that meeting must be given to each of the Directors in accordance with the requirements of these Bylaws.

6.7 Meeting Valid Despite Failure to Give Notice

The accidental omission to give notice of any Board meeting to any Director, or the non-receipt of any notice by any Director, does not invalidate any proceedings at that meeting.

6.8 Quorum

The quorum necessary for the transaction of the business of the Board is deemed to be set at a majority of the Directors then in office. Directors are present regardless of whether they attend in person or by telephone, video conference or other means as permitted by these Bylaws. 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 date that is forty-eight (48) hours' following the originally scheduled meeting. Quorum for attendance at such postponed meeting shall be that number of Directors who attend, in person or by telephone, video conference or other means as permitted by these Bylaws.

6.9 Consent Resolutions in Writing

A resolution of the Board or of any committee of the Board consented to in writing by a majority of the Directors entitled to vote on it, whether by signed document, fax, email or any other method of transmitting legibly recorded messages, is as valid and effective as if it had been passed at a Board meeting or of the committee of the Board duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in that manner is effective on the date stated in the resolution or, if no date is stated in the resolution, on the latest date stated on any counterpart. A resolution of the Board or of any committee of the Board passed in accordance with this Article 6.9 is deemed to be a proceeding at a Board meeting or of the committee of the Board and to be as valid and effective as if it had been passed at a Board meeting or of the committee of the Board that satisfies all the requirements of the Act and all the requirements of these Bylaws relating to Board meetings or of a committee of the Board.

Article 7

Committees, Officers and Employees

7.1 Appointment and Powers of Committees

The Board may, by resolution:

- (a) appoint one or more committees consisting of the Director or Directors or other individuals who the Board considers appropriate;
- (b) delegate to a committee appointed under Article 7.1(a) any of the Directors' powers, except:
 - (i) the power to fill vacancies on the Board;
 - (ii) the power to change the membership of, or fill vacancies in, any committee of the Board;
 - (iii) the power to appoint or remove officers appointed by the Board; and
- (c) make any delegation referred to in Article 7.1(b) subject to the conditions set out in the resolution.

7.2 Obligations of Committees

Any committee appointed under Article 7.1 in the exercise of the powers delegated to it, must:

- (a) conform to any rules that may from time to time be imposed on it by the Board; and
- (b) report every act or thing done in exercise of those powers as the Board may require.

7.3 Powers of Board

The Board may, at any time, with respect to a committee appointed under Article 7.1:

- (a) revoke or alter the authority given to a committee, or override a decision made by a committee, except that the revocation or alteration of a committee's authority does not invalidate a prior act of that committee that would have been valid if the revocation or alteration had not occurred;
- (b) terminate the appointment of, or change the membership of, a committee; and
- (c) fill vacancies on a committee.

7.4 Committee Meetings

Subject to Article 7.3(a) and unless the Board otherwise provides in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under Article 7.1:

- (a) the committee may meet and adjourn as it thinks proper;
- (b) the committee may elect a chair of its meetings but, if no chair of the meeting is elected, or if at any meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the members of the committee may choose one of their number to chair the meeting;
- (c) a majority of the members of a committee constitutes a quorum of the committee; and
- (d) questions arising at any meeting of the committee are determined by a majority of votes of the committee members present, and in case of an equality of votes, the chair of the meeting has no second or casting vote.

7.5 Officers of the Society

There shall be a Chairperson, Secretary, and Treasurer of the Society and such other officers as the Board may determine from time to time. One person may hold more than one office. The Chairperson, Secretary, and Treasurer shall be appointed by the Board immediately after incorporation of the Society and immediately after each Annual Meeting, provided that incumbents shall hold office until their successors are appointed.

7.6 Duties of the Chairperson

The Chairperson shall:

- (a) when present, chair all Annual Meetings, General Meetings, Special Meetings and meetings of the Board;
- (b) appoint committee chairs as needed;
- (c) act as signing officer for cheques, contracts, grant applications and other documents;
- (d) serve as ex officio member of all committees and attend their meetings as required;

- (e) act as spokesperson for the Society and promote the Society's purpose in the community and to the media;
- (f) prepare a report for the Annual Meeting;
- (g) carry out other duties assigned by the Board;
- (h) be responsible for all of the Society's functions and activities, but may delegate power and responsibility to any Member he or she deems appropriate; and
- (i) perform such other duties as may from time to time be reasonably imposed upon him or her by the Board.

7.7 Duties of the Secretary

The Secretary shall:

- (a) attend all meetings of Members and the Board;
- (b) provide notice of Annual Meetings, General Meetings and Special Meetings to Members in accordance with the requirements of the Bylaws;
- (c) prepare and keep accurate minutes of all meetings of Members and the Board; and
- (d) carry out other duties assigned by the Board.

7.8 Duties of the Treasurer

The Treasurer shall:

- (a) make sure a detailed account of revenues and expenditures is presented to the Board as requested;
- (b) act as signing officer with another officer or Director for cheques and other documents required in the financial policies of the Society;
- (c) make sure all monies paid to the Society are deposited in a financial institution chosen by the Board;
- (d) make sure an audited statement of the financial position of the Society is prepared and presented at the Annual Meeting; and
- (e) carry out other duties as assigned by the Board.

7.9 Other Officers

The powers and duties of all other officers of the Society appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

7.10 Remuneration, Term of Office and Removal

All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, or otherwise) that the Board thinks fit. Each officer shall serve at the pleasure of the Board and shall hold office until the earlier of:

- (a) being removed by the Board;
- (b) a successor being appointed by the Board; or
- (c) the officer's resignation or death.

provided however that such removal is without prejudice to any contractual rights, or rights under law, of the officer.

7.11 Employees

The Board may from time to time authorize the employment of such persons as it deems necessary to carry out the Objects of the Society.

7.12 Removal of Officers and Employees and Agents

All officers, employees and agents shall be subject to removal from office or employment by the Board at any time with or without cause and with or without notice to the person so removed.

Article 8

Auditor

8.1 Appointment and Remuneration of Auditor

At each Annual Meeting, the Voting Members shall appoint an auditor to audit the Society's accounts. The auditor will report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting. The Board may fill any vacancy in the office of auditor between Annual Meetings. The remuneration of the auditor of the Society shall be fixed by resolution of the Board.

8.2 Qualification of Auditor

A Director, manager, officer or employee of the Society, and any person who is a partner of or in the employment of any of the aforesaid, shall not be capable of being appointed auditor of the Society, unless the Society by majority vote of its Voting Members at the Annual Meeting appoints one of such persons as auditor. The books, accounts and records shall be audited at least once a year by a duly qualified accountant or by one Director, manager, officer or employee of the Society, and any person who is a partner of or in the employment of any of the aforesaid, who have been elected a majority by its Voting Members at the Annual Meeting.

8.3 Rights and Duties of Auditor

The auditor of the Society shall from time to time and at each Annual Meeting report to the Members and the Board on the accounts examined by them and every balance sheet and statement of income and expenditures laid before the Society. Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Board and the officers of the Society such information and explanation as may be necessary for the performance of the duties of auditor. The auditor of the Society is entitled to attend any meeting of Members of the Society at which any accounts that have been examined or reported on by him or her are to be laid before the Members for the purpose of making any statement or explanation he or she desires with respect to the accounts. The rights and duties of the auditor shall extend back to the date up to which the last audit of the Society's books, accounts and vouchers was made, or, where no audit has been made, to the date on which the Society was incorporated.

Article 9

Signing Authorities

9.1 Execution of Documents Generally

Unless otherwise determined by the Board, all deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed in accordance with a signing authority policy developed by the Board. Notwithstanding anything to the contrary, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, a particular instrument, contract or obligation of the Society may or shall be executed.

9.2 Cheques and Bills of Exchange

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officers or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board. Any two (2) of such officers or agents may endorse notes and drafts for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers to the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society. Any two (2) of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society'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.

9.3 Deposit of Securities for Safekeeping

The securities of the Society shall be deposited for safekeeping with such bankers, trust companies or other financial institutions selected from time to time by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Society signed by such officers or agents of the Society and in such manner as shall, from time to time, be determined by resolution of the Board. The institutions which may be so selected as custodians by the Board shall be fully protected

in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

9.4 The Seal

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

9.5 Mechanical Reproduction of Signatures

The signature of any individual authorized to sign on behalf of the Society may, if specifically authorized by resolution of the board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

Article 10

Society Records

10.1 Books and Records

The Board shall see that all necessary books and records of the Society required by the Bylaws, the Act or by any other applicable law are regularly and properly kept. The Treasurer or some other officer specially charged by the Board with that duty shall maintain and have charge of the minute books of the Society and shall record or cause to be recorded therein minutes of proceedings of all meetings of Members and Directors. The Treasurer or some other officer specially charged by the Board with that duty shall keep or cause to be kept a book or books wherein shall be kept properly recorded a copy of the objects and Bylaws of the Society, any Special Resolution altering or adding to the same, and copies or originals of all documents, registers and resolutions as required by law.

10.2 Financial Records

The Treasurer or some other officer specially charged by the Board shall keep or cause to be kept a book or books wherein shall be kept properly recorded:

- (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
- (b) all revenues and purchases by the Society;
- (c) all other transactions affecting the financial position of the Society; and
- (d) any other books, documents or records as may be required by the Board from time to time.

10.3 Location of Records

The books and records of the Society referred to in this Article 10 shall be kept at such place in Alberta as the Board determines and shall at all times be open to inspection by the Board.

10.4 Inspection of Books by Members

The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books and records of the Society referred to in this Article 10 or any of them shall be open to the inspection of the Members (not being Directors), and no Member (not being a member of the Board) shall have any right of inspecting any book or record of the Society except as conferred by law or authorized by the Board. For greater certainty, records containing "personal information" as defined in accordance with applicable privacy legislation may be disclosed in accordance with that legislation.

Article 11

Financial Matters

11.1 Fiscal Year

Unless otherwise ordered by the Board, the fiscal year of the Society shall be December 31.

11.2 Borrowing of Monies

For the purpose of carrying out the Objects of the Society, the Board may authorize the borrowing of money and the granting of security in such amounts and subject to such terms and conditions as the Board thinks fit.

11.3 Restrictions on Capital, Dividends and Distributions

The Society shall not divide its capital into shares, declare any dividends or distribute any property other than in accordance with these Bylaws.

11.4 Gifts, Donations, Funding and Other Contributions

The Board shall from time to time establish guidelines, policies and procedures governing the giving by the Society of gifts, donations, funding and other kinds of contributions to individuals, organizations and entities, provided all such policies shall be consistent with the Objects, these Bylaws, and applicable laws.

Article 12

General Matters

12.1 Method of Giving Notices

Any notice or communication which is to be sent, delivered or served by the Society to a Member, Director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his or her recorded address, or if mailed to him or her at his or her recorded address by prepaid ordinary or air mail, or e-mailed to him or her at his or her recorded e-mail address, if any, or if sent to him or her at his or her recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch; and a notice so sent by email shall be deemed to have been given when sent to the recorded address. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer or auditor in accordance with any information believed by him or her to be reliable.

12.2 Waiver of Notice

Notwithstanding any provision of these Bylaws to the contrary, any Member, Director, officer or auditor, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under any provision of the Act, the Bylaws or otherwise, and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board, which may be given in any manner.

12.3 Dissolution and Distribution of Property

In the event of the Association's dissolution, after the payment of all debts and liabilities, the Society's net assets 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 Society in accordance with a resolution of the Board ratified by a Special Resolution.

12.4 Amendment of Bylaws

Bylaws of the Society shall not be amended except by Special Resolution.

12.5 Amendment of Objects

The Objects of the Society shall not be amended except by Special Resolution.

THESE BYLAWS ARE DATED this ____ day of _____, 2023.