

**SPECIAL RESOLUTION OF THE MOUNT ROYAL COMMUNITY ASSOCIATION (the "Association") for consideration by the Voting Members at the Annual General Meeting of the Association to be held on Wednesday, November 25, 2020 at 7 p.m.**

BE IT RESOLVED that the By-Laws of the Association, as approved by the Board of Directors of the Association and presented to the Members for approval, are hereby amended and replaced with the attached as Schedule "A" to this Resolution;

BE IT FURTHER RESOLVED that the Secretary of the Association is hereby directed to enter a copy of this Resolution (including the text of the By-Laws) in the minutes of the meetings of the Association;

BE IT FURTHER RESOLVED that the Secretary of the Association is hereby directed to cause these By-Laws to be filed with Service Alberta and to take any such other actions as may be required to give effect to this Special Resolution.

## **SCHEDULE "A"**

### **THE MOUNT ROYAL COMMUNITY ASSOCIATION**

#### **BYLAWS**

##### **Article 1 - Preamble**

###### **1.1     The Association**

The name of the Association is THE MOUNT ROYAL COMMUNITY ASSOCIATION, which may also be known or referred to as the Association or the MRCA.

###### **1.2     The Bylaws**

The following articles set forth Bylaws of the MRCA.

##### **Article 2 - Definitions and Interpretation**

###### **2.1     Definitions**

In these Bylaws, the following words have these meanings:

- a.     "Act" means the *Societies Act*, RSA 2000, c S-14, as amended, or any statute substitutes for it, and includes any regulations promulgated thereunder that is in effect from time to time.
- b.     "Alternate Director" means a person described in clause 6.1.6.12.
- c.     "Annual General Meeting" means the annual meeting of the Members described in Article 5.1.
- d.     "Association" means The Mount Royal Community Association or the MRCA.
- e.     "Board" means the Board of Directors of the Association.
- f.     "Bylaws" means this document, as amended from time to time.
- g.     "Chair" means the person chairing a meeting of the Members or a meeting of the Board.
- h.     "Community" means the communities of Upper Mount Royal and Lower Mount Royal as defined by the City of Calgary from time to time.
- i.     "Director" means a Regular Member or a Family Member elected or appointed to the Board and includes the President and the immediate Past President.
- j.     "Facility" means the building that comprises the community centre of the Association and the associated recreational facilities, generally located at 2905 10 Street SW, Calgary, Alberta.
- k.     "Member" means a member of the Association.
- l.     "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.
- m.     "Special Meeting" means a meeting of the Members described in Article 5.2.
- n.     "Special Resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on the resolution.

- o. "Voting Member" means a Member described in clause 4.4.2 who is entitled to vote at meetings of the Association.

## 2.2 Interpretation

The following rules of interpretation must be applied in interpreting the Bylaws.

- 2.2.1 Words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Words indicating persons also include corporations and associations.
- 2.2.3 Headings are for convenience only. They do not affect the interpretation of the Bylaws.
- 2.2.4 These Bylaws must be interpreted broadly and generously.

## **Article 3 - Objects of the Association**

The objects of the Association are detailed in the Article of Incorporation.

## **Article 4 - Membership**

### 4.1 Classification of Members

4.1.1 There are three categories of Members:

- a. Regular Members
- b. Family Members
- c. Associate Members

4.1.2 To become a Regular Member, an individual must:

- a. Reside in the Community; and
- b. Pay the annual membership fees for Regular Members.

4.1.3 To become a Family Member, an individual must reside at the same address as a Regular Member and be designated as a Family Member by the Regular Member.

4.1.4 To become an Associate Member, an individual must pay the annual membership fee for Associate Members.

### 4.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements of Article 4.1. The individual will be entered as a Member under appropriate category in the Register of Members.

### 4.3 Membership Fees

4.3.1 The membership year is July 1 to June 30.

4.3.2 The Board decides annual membership fees for each category of Members each year and the Board may offer concessions to different categories of Members if it sees fit.

#### 4.4 Rights and Privileges of Members

4.4.1 Any Regular Member and Family Member in good standing is entitled to:

- a. Receive notice of meetings of the Association;
- b. Attend any meeting of the Association;
- c. Speak at any meeting of the Association; and
- d. Exercise other rights and privileges given to Members in these Bylaws.

4.4.2 The only Members who can vote at meetings of the Association are:

- a. Regular Members in good standing who are at least eighteen years old; or
- b. If a Regular Member is absent or unable to attend, one Family Member designated by that Regular Member.

4.4.3 A Voting Member is entitled to one vote at a meeting of the Association.

4.4.4 A Member is in good standing when:

- a. The Member has paid membership fees or other required fees to the Association; and
- b. The Member is not suspended as a Member as provided for under Article 4.5.

#### 4.5 Suspension of Membership

4.5.1 The Board, at a meeting called for that purpose, may suspend a Member's membership not more than three months, for one or more of the following reasons:

- a. If a Member has failed to abide by the Bylaws;
- b. If the Member has been disloyal to the Association;
- c. If the Member has disrupted meetings or functions of the Association; or
- d. If the Member has done or failed to do anything judged to be harmful to the Association.

4.5.2 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two weeks' notice before the special meeting.

4.5.2.1 This notice will be sent by single registered mail to the last known address of the Member shown in the records of the Association. The notice may also be delivered by a Director.

4.5.2.2 This notice will state the reasons why suspension is being considered.

4.5.3 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.5.4 The Board will determine how the matter will be dealt with, any may limit the time given the Member to address the Board.

4.5.5 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.5.6 The decision of the Board is final.

#### 4.6 Termination of Membership

4.6.1 Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association.

4.6.2 In the case of the resignation of a Regular Member, any Family Member designated by the Regular Member is also considered to have resigned.

4.6.3 The membership of a Regular Member ends upon the Member's death.

4.6.4 If a deceased Regular Member designated one or more Family Members in their application for membership, the first named Family Member is substituted as a Regular Member in place of the deceased Member.

4.6.5 If a Member has not paid the annual membership fees within one month following the date the fees are due, the Member, as well as any designated Family Member, is considered to have resigned.

4.6.6 A Regular Member or Family Member who ceases to reside in the Community at any time during the membership year will be considered to have become an Associate Member for the balance of the membership year.

4.6.7 The Association may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association and the decision is final.

#### 4.7 Transmission of Membership

Subject to clause 4.6.4, no right or privilege of any Member is transferable to another person. All rights and privileges end when the Member resigns, dies, or is expelled from the Association.

#### 4.8 Continued Liability for Debts Due

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

#### 4.9 Limitation on the Liability of Members

No Member is, in their individual capacity, liable for any debt or liability of the Association.

### **Article 5 - Meetings of the Association**

#### 5.1 The Annual General Meeting

5.1.1 The Association holds its Annual General Meeting no later than November 30 of each calendar year in Calgary, Alberta. The Board sets the day and time of the meeting and determines whether the meeting will be held in person, by electronic or virtual means or a combination of in person or electronic or virtual means.

5.1.2 The Association mails, e-mails or delivers a notice to each Regular Member and Family Member at least twenty-one days before the Annual General Meeting. This notice states the place, date and time

of the Annual General Meeting, and if virtual means are being used in whole or in part, access information or codes to access the virtual meeting platform, and any business requiring a Special Resolution.

5.1.3 The Annual General Meeting deals with the following matters:

- a. Adopting the agenda;
- b. Adopting the minutes of the last Annual General Meeting;
- c. Considering the President's report;
- d. Reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report;
- e. Appointing the auditors;
- f. Electing the President;
- g. Electing the Directors;
- h. Considering matters specified in the meeting notice, including matters requiring a Special Resolution;
- i. Other specific motions that any members has given notice of before the meeting is called.

5.1.4 Quorum

Attendance by twelve Regular Members at the Annual General Meeting is a quorum.

## 5.2 Special Meeting of the Association

5.2.1 A Special Meeting may be called at any time:

- a. By an ordinary resolution of the Board of Directors to that effect; or
- b. On the written request of at least five Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
- c. On the written request of at least twenty Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

5.2.2 The Association mails, e-mails or delivers a notice to each Member at least twenty-one days before the Special Meeting. This notice states the place, date, and time of the Special Meeting, and if virtual means are being used in whole or in part, access information or codes to access the virtual meeting platform, and states the purpose of the Special Meeting.

5.2.3 Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

5.2.4 Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

### 5.3 Proceedings at Meetings of the Association

5.3.1 Meetings of the Association are open to the public. A majority of Regular Members present may ask any persons who are not Members to leave. Meetings of the Association may be held in person or through electronic or virtual means or a combination thereof.

5.3.2 The Chair cancels a meeting of the Association if a quorum is not present within one-half hour after the set time. If cancelled, the meeting is rescheduled for one week later at the same time and place. If a quorum is not present within one-half hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 The President chairs every meeting of the Association. The Vice-President chairs in the absence of the President. If neither the President nor the Vice-President is present within one-half hour after the set time for the meeting, the Regular Members present choose one of the Regular Members to chair.

#### 5.3.4 Adjournment

5.3.4.1 The Chair may adjourn any meeting with the consent of the Members at the meeting. The adjourned Meeting conducts only the unfinished business from the initial Meeting.

5.3.4.2 No notice is necessary if the meeting is adjourned for fewer than thirty days.

5.3.4.3 The Association must give notice when a meeting is adjourned for thirty days or more. Notice must be the same as for any Annual General meeting.

#### 5.3.5 Voting

5.3.5.1 Each Voting Member has one vote. A show of hands decides every vote at every Meeting.

5.3.5.2 The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.3.5.3 A Voting Member may not vote by proxy.

5.3.5.4 The Voting Members present decide each issue by Ordinary Resolution, unless the issue needs to be decided by a Special Resolution.

5.3.5.5 The Chair declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.3.5.6 Five Voting Members may request a ballot vote. In such case, the Chair may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the Annual General Meeting.

5.3.5.7 Members may withdraw their request for a ballot.

5.3.5.8 The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

#### 5.3.6 Failure to Give Notice of a meeting

No action taken at an Annual General Meeting is invalid due to:

- a. Accidental omission to give any notice to any Member;
- b. Any Member not receiving any notice; or

- c. Any error in any notice that does not affect the meaning.

#### 5.3.7 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at an Annual General Meeting. It is not necessary to give notice or to call a General meeting.

### **Article 6 - The Governance of the Association**

#### 6.1 The Board of Directors

##### 6.1.1 Governance and Management of the Association

The Board governs and manages the affairs of the Association. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

##### 6.1.2 Powers and Duties of the Board

6.1.2.1 The Board has the powers of the Association, except as stated in the Act.

6.1.2.2 The powers and duties of the Board include:

- a. Promoting the objects of the Association;
- b. Promoting membership in the Association;
- c. Maintaining and protecting the Association's assets and property;
- d. Approving an annual budget for the Association;
- e. Paying all expenses for operating and managing the Association;
- f. Paying persons for services and protecting persons from debts of the Association;
- g. Investing any extra monies;
- h. Financing the operations of the Association, and borrowing or raising monies;
- i. Making policies for managing and operating the Association;
- j. Approval all contracts for the Association;
- k. Maintaining all accounts and financial records of the Association;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules and regulations for operating the Association and using its facilities and assets;
- n. Selling, disposing of, or mortgaging any or all of the property of the Association; and
- o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or any paid administrator of the Association.



### 6.1.3 Composition of the Board

The Board consists of:

- a. The President;
- b. Twelve Directors-at-large elected at the Annual General Meeting from among the Voting members; and
- c. The Immediate Past President, if any.

### 6.1.4 Election of the Directors

6.1.4.1 At the Annual General Meeting, Voting Members elect:

- a. The President, for a term that ends at the close of the next Annual General Meeting; and
- b. no more than twelve Directors, each serving a term that ends at the close of the next Annual General Meeting.

6.1.4.2 The office of Immediate Past President is filled *ex officio* for a one year term after the close of the Annual General Meeting by the outgoing President who does not seek re-election to the Board as President or as a Director.

### 6.1.5 Resignation, Death or Removal of a Director

6.1.5.1 A Director including the President and Immediate Past President, may resign from office by giving one month's notice in writing. The resignation takes effect either at the end of the notice period or on the date the Board accepts the resignation.

6.1.5.2 Voting Members may remove any director including the President and the Immediate Past President, before the end of their term. There must be a majority vote at a Special Meeting called for this purpose.

6.1.5.3 If there is a vacancy on the Board, except for the position of Immediate Past President, the remaining Directors may appoint a person to fill that vacancy for the remainder of the unexpired term.

### 6.1.6 Meetings of the Board

6.1.6.1 The Board holds at least four meetings each year and at least every three months.

6.1.6.2 The President calls the meetings. The President also calls a meeting if any two Directors make a request in writing and state the business of the meeting.

6.1.6.3 Two days' notice for Board meetings is mailed or emailed to each Board member. Board Members may waive notice.

6.1.6.4 Any five Directors present at any Board meeting constitutes a quorum.

6.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week. At least three Directors present at this later meeting is a quorum.

6.1.6.6 Each Director, including the President and the Immediate Past President, has one vote.

6.1.6.7 The Directors present at a meeting of the Board decide all matters and issues by Ordinary Resolution.

6.1.6.8 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

6.1.6.9 Meetings of the Board are open to Members, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

6.1.6.10 All Directors may agree to and sign a resolution in writing only. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.1.6.11 A meeting of the Board may be held by conference call, email or other electronic or virtual means, or a combination thereof, provided that all Directors are invited to participate in the conference call, are sent the email resolution, or have otherwise received notice of the meeting if electronic means are utilized. Directors participating in the conference call, email discussion or other electronic or virtual means are considered present for the meeting. An Ordinary Resolution passed during a conference call, by email or by other electronic or virtual means, or a combination thereof, is as valid as one passed at any Board meeting.

6.1.6.12 The Board approves the appointment of alternate directors to act in the place of any Director, other than the President and the Immediate Past President, at any meeting of the Board at which that Director is not present. An alternate director who is attending in the place of an absent Director has all the same rights and privileges as the absent Director at that meeting of the Board.

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

6.1.6.14 A Director may waive formal notice of a meeting.

## 6.2 Officers

6.2.1 The Officers of the Association are

- a. The President;
- b. The Vice-President;
- c. The Secretary;
- d. The Treasurer;
- e. The Immediate Past President;
- f. The Booking Director;
- g. The Communications Director;
- h. The Community Development Director;
- i. The Community Events Director;
- j. The Facility Director;

- k. The Membership Director;
- l. The Public Open Spaces Director;
- m. The Safety Director;
- n. The Traffic Director;

6.2.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers except the President and the Immediate Past President, if any, for the following year.

6.2.3 The Officers hold office until re-elected or until a successor is elected.

### 6.3 Duties of the Officers of the Association

#### 6.3.1 The President:

- a. Supervises the affairs of the Board;
- b. When present, chairs all meetings of the Association and the Board;
- c. Is an *ex officio* member of all Committees;
- d. Acts as a spokesperson for the Association;
- e. Chairs the Executive Committee;
- f. If there is no Immediate Past President, carries out the duties assigned to the Immediate Past President; and
- g. Carries out other duties assigned by the Board.

#### 6.3.2 The Vice President:

- a. Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- b. Replaces the President at various functions when asked to do so by the President or the Board; and
- c. Carries out other duties assigned by the Board.

#### 6.3.3 The Secretary:

- a. Attends all meetings of the Association and of the Board;
- b. Keeps accurate minutes of these meetings;
- c. Has charge of the Board's correspondence;
- d. Makes sure all notices of various meetings are sent;
- e. Keeps the Seal of the Association; and
- f. Carries out other duties assigned by the Board.

6.3.4 The Treasurer:

- a. Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- b. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- c. Makes sure an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
- d. Files the annual return, changes in the directors of the organization, amendments in the Bylaws and other incorporating documents with the Corporate Registry; and
- e. Carries out other duties assigned by the Board.

6.3.5 The Immediate Past President, if any:

- a. Carries out duties assigned by the Board.

6.3.6 The Booking Director:

- a. Is responsible for renting out the Facility;
- b. Is responsible for ensuring the cleanliness of the Facility;
- c. Carries out other duties assigned by the Board.

6.3.7 The Communications Director:

- a. Is responsible for proper communication between the Association and the Members as well as the Community at large;
- b. Is responsible for the Association's website and social media accounts;
- c. Carries out other duties assigned by the Board.

6.3.8 The Community Development Director:

- a. Chairs the Community Development Committee;;
- b. Carries out other duties assigned by the Board.

6.3.9 The Community Events Director:

- a. Chairs the Community Events Committee;
- b. Carries out other duties assigned by the Board.

6.3.10 The Facility Director:

- a. Is responsible for the general upkeep of the Facility;
- b. Is responsible for ensuring lifecycle repairs and maintenance to the Facility are made; and

c. Carries out other duties assigned by the Board.

6.3.11 The Membership Director:

a. Makes sure a record of names and addresses of all Members of the Association is kept;

b. Makes sure annual membership dues are collected and deposited; and

c. Carries out other duties assigned by the Board.

6.3.12 The Public Open Spaces Director:

a. Chairs the Public Open Spaces Committee;

b. Carries out other duties assigned by the Board.

6.3.13 The Safety Director:

a. Chairs the Safety Committee;

b. Carries out other duties assigned by the Board.

6.3.14 The Traffic Director:

a. Chairs the Traffic Committee

b. Carries out other duties assigned by the Board.

6.4 Board Committees

6.4.1 The Board may appoint committees to advise the Board.

6.4.2 The Chair of each Committee calls committee meetings. Each committee:

a. Records minutes of its meetings, if expedient to do so;

b. Distributes these minutes to the committee members and to the President; and

c. Provides a report to each Board meeting at the Board's request.

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

6.4.4 Each member of the committee, including the Chairperson, has one vote at the committee meeting. The Chair does not have a casting vote in case of a tie.

6.4.5 Each Committee shall submit a budget to the Treasurer setting out the anticipated amount of revenues and expenditures of that committee for the upcoming fiscal year.

6.4.6 When authorized by the Board, an Officer shall have the power to requisition funds within the limit of such authorization. Receipts or vouchers shall be produced to the Treasurer covering all previous expenditures when each requisition is made by the Officer and each Officer shall, at least one month prior to the end of the fiscal period of Association, make a final accounting of funds received by the Officer to the satisfaction of the Treasurer.

6.4.7 All monies received or collected by the chairperson of a Committee shall be immediately paid over to the Treasurer or deposited in the Association's bank account.

#### 6.5 Standing Committees

The Board may establish such committees as are necessary to assist the Board and the Officers to carry out their duties, including the following Committees:

- a. Executive Committee;
- b. Community Development Committee;
- c. Community Events Committee;
- d. Public Open Spaces Committee;
- e. Safety Committee; and
- f. Traffic Committee.

##### 6.5.1 The Executive Committee

6.5.1.1 The Executive Committee consists of the President, Immediate Past President (if any), Vice-President, Secretary, and Treasurer and is responsible for:

- a. Planning agendas for Board meetings;
- b. Carrying out emergency and unusual business between Board meetings;
- c. Reporting to the Board on actions taken between Board meetings;
- d. Recommending budget policies to the Board;
- e. Investigating and making recommendations to the Board for acquiring funds and property;
- f. Recommending policies on disbursing and investing funds to the Board;
- g. Establishing policies for Board and committee expenditures;
- h. Arranging the annual audit of the books;
- i. Reporting on the year's activities at the Annual General Meeting;
- j. Preparing a slate of nominees for the President's position;
- k. Preparing a slate of nominees for each vacant Director position;
- l. Orienting new board members; and
- m. Presenting its recommendations to the Annual General Meeting.
- n. Carrying out other duties as assigned by the Board.

6.5.1.2 The Executive Committee meets as necessary in person, by conference call, by email or other electronic or virtual means. The meetings are called by the President or on the request of any two other Officers. They must request the President in writing to call a meeting and state the business of the meeting.

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

6.5.2 The Community Development Committee is responsible for reviewing proposed developments within the Community and providing the Association's position or response on any such proposed developments to municipal approving authorities.

6.5.3 The Community Events Committee is responsible for providing events for Members with the purpose of bringing members of the Community together.

6.5.4 The Public Open Spaces Committee is responsible for ensuring the beautification and preservation of the Community.

6.5.5 The Safety Committee is responsible for ensuring awareness of crime and safety issues affecting the Community.

6.5.6 The Traffic Committee is responsible for identifying traffic problems in the Community and proposing solutions.

## **Article 7 - Finance and Other Management Matters**

### **7.1 The Registered Office**

The Registered Office of the Association is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

### **7.2 Finance and Auditing**

7.2.1 The fiscal year of the Association ends on June 30 of each year.

7.2.2 There must be an audit of the books, accounts and records of the Association at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Association, the audit submits a complete statement of the books for the previous year.

### **7.3 Seal of the Association**

7.3.1 The Board may adopt a seal as the Seal of the Association.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

### **7.4 Cheques and Contracts of the Association**

7.4.1 The President, Vice-President, Treasurer, Secretary and Past President may sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques.

7.4.2 All contracts of the Association must be signed by an Officer or other persons authorized to do so by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Association

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.

7.5.3 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Act, or any other statute or laws.

7.5.4 A Regular Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of their intention to do so.

7.5.4.1 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.

7.5.4.2 All financial records of the Association are open for such inspection by the Members, during normal business hours and with reasonable notice.

7.5.4.3 Other records of the Association are also open for inspection, except for records that the Board designated as confidential. Reasonable notice must be provided.

7.6 Borrowing Powers

7.6.1 The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and way to raise money, including giving or granting security.

7.6.2 The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

7.7 Payments

7.7.1 No Member, Director or Officer of the Association receives any payment for his services as a Member, Director or Officer.

7.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

7.8.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.



7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **Article 8 - Amendments to Bylaws**

8.1.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Association.

8.1.2 The twenty-one days' notice of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.

8.1.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

## **Article 9 - Distributing assets and dissolving the Association**

9.1.1 The Association does not pay any dividends or distribute its property among its Members.

9.1.2 At the time of dissolution, any funds held in the gaming account or the consolidated gaming account must be returned to the Alberta Gaming and Liquor Commission or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission.

9.1.3 Subject to clause 9.1.2, any funds or assets remaining after paying all the debts are to be paid to the City of Calgary or a Canadian charitable organization selected by the Executive Committee of the Association.