

FIRST AMENDED AND RESTATED BYLAWS
OF
UNISON SOCIETY

**As approved by the members of Unison Society
At the Annual General Meeting of
April 24, 2024**

Accepted by the Corporate Registry of Alberta on [●], 2024



Unison Society

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ARTICLE 1. Preamble

1.1 The Society

The name of the society is Unison Society (the “**Society**”), which may also be known or referred to as Unison or Unison for Generations 50⁺.

1.2 The Bylaws

The bylaws of the Society passed at the Annual General Meeting of the Society on April 12, 2022 are rescinded in their entirety and superseded and replaced by these First Amended and Restated Bylaws (the “**Bylaws**”).

ARTICLE 2. Defining & Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 “**Act**” means the *Societies Act* (Alberta) R.S.A. 2000 Chapter S-14, as amended, and any statute that may be substituted for it.
- 2.1.2 “**Annual General Meeting**” is defined in Article 4.1.1.
- 2.1.3 “**Auditor**” is defined in Article 6.6.
- 2.1.4 “**Board Chair**” means the chair of the Board.
- 2.1.5 “**Board of Directors**” or “**Board**” means the board of directors of the Society.
- 2.1.6 “**Business Day**” means any day, other than a Saturday or Sunday, on which commercial banks located in Calgary, Alberta are open for banking business during normal banking hours.
- 2.1.7 “**Bylaws**” is defined in Article 1.2.
- 2.1.8 “**Chief Executive Officer**” means the chief executive officer of the Society.
- 2.1.9 “**Committees**” is defined in Article 5.9.
- 2.1.10 “**Director**” means any individual elected or appointed to the Board of Directors, in accordance with Article ARTICLE 5.
- 2.1.11 “**Effective Date**” means the date that these Bylaws are registered by the Corporate Registry of Alberta.
- 2.1.12 “**Employees**” is defined in Article 5.12.
- 2.1.13 “**Executive Committee**” is defined in Article 5.9.1(a).
- 2.1.14 “**Finance & Audit Committee**” is defined in Article 5.9.1(b).
- 2.1.15 “**Good Standing**” is defined in Article 3.7.3.

- 2.1.16 “**Governance & Risk Management Committee**” is defined in Article 5.9.1(c).
- 2.1.17 “**Meeting**” means either an Annual General Meeting or a Special Meeting of the Society, as the case may be.
- 2.1.18 “**Member**” means an individual that has been admitted to the membership of the Society in accordance with Article ARTICLE 3.
- 2.1.19 “**Membership**” means the inclusion of an individual as a Member in the Society.
- 2.1.20 “**Membership Application**” is defined in Article 3.2.1(a).
- 2.1.21 “**Membership Class Election Form**” is defined in Article 3.2.1(b).
- 2.1.22 “**Membership Fee**” is defined in Article 3.6.
- 2.1.23 “**Membership Term**” is defined in Article 3.5.
- 2.1.24 “**Non-Voting Member**” means the class of Member described in Article ARTICLE 3.
- 2.1.25 “**Objects**” are the objects of the Society, as set forth in the Certificate of Incorporation of the Society, as amended from time to time.
- 2.1.26 “**Previous Board Chair**” means the Director who held the position of the Board Chair in the previous fiscal year.
- 2.1.27 “**Records**” is defined in Article 6.7.
- 2.1.28 “**Register of Directors and Officers**” is defined in Article 6.7.1(b).
- 2.1.29 “**Register of Members**” is defined in Article 6.7.1(c).
- 2.1.30 “**Registered Office**” is defined in Article 6.1.
- 2.1.31 “**Seal**” is defined in Article 6.10.
- 2.1.32 “**Society**” is defined in Article 1.1.
- 2.1.33 “**Special Meeting**” is defined in Article ARTICLE 4.
- 2.1.34 “**Special Resolution**” means
- (a) a resolution passed
 - (i) at an Annual General Meeting or Special Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given; and
 - (ii) by the vote of not less than 75% of those Voting Members in Good Standing present at such Meeting who, if entitled to do so, vote.

(b) a resolution proposed and passed as a special resolution at an Annual General Meeting or Special Meeting of which less than 21 days' notice has been given, if all the Voting Members in Good Standing entitled to attend and vote at such Meeting so agree; or

(c) a resolution consented to in writing by all the Voting Members in Good Standing who would have been entitled at an Annual General Meeting or Special Meeting to vote on the resolution in person.

2.1.35 “**Unison Facilities**” means the principal location or locations operated by the Society for the purpose of carrying out its Objects and such replacement or additional locations as may be approved by the Society from time to time.

2.1.36 “**Volunteers**” is defined in Article 5.12.

2.1.37 “**Voting Member**” means the class of Member described in Article ARTICLE 3.

2.2 Rules of Interpretation

2.2.1 Terms not Defined

Any other word or term contained in this and any other Bylaw of the Society which is defined in the Act but not defined herein, shall have the meaning given to such term in the Act.

2.2.2 Headings

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

2.2.3 Plurality

Where the context so requires, the singular shall include the plural; the plural shall include the singular; the masculine shall include the feminine; and the word “person” shall include individuals, firms, corporations, partnerships and trusts.

2.2.4 References to Statutes

A reference to a statute includes all regulations and rules made pursuant to such statute and, unless otherwise specified, the provisions of any statute, regulation or rule which amends, supplements or supersedes any such statute, regulation or rule.

2.2.5 Time Periods

Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of the period is not a Business Day.

ARTICLE 3. Membership

3.1 Membership

Membership in the Society is open to any individuals who support the Objects of the Society and are accepted into the Society in accordance with the terms and conditions herein.

3.2 Classification of Membership

Membership in the Society shall consist of two (2) classes of Members: (1) Voting Members and (2) Non-Voting Members.

3.2.1 Voting Members

To become a Voting Member, an individual must:

- (a) complete an application in the form prescribed by the Board (the “**Membership Application**”);
- (b) elect in the Membership Application, or, for existing Members, at the first renewal date following the Effective Date, to become a Voting Member (the “**Membership Class Election Form**”);
- (c) not be an Employee as of such date; and
- (d) pay the Membership Fee on an annual basis.

3.2.2 Non-Voting Members

To become a Non-Voting Member, an individual must:

- (a) complete the Membership Application;
- (b) elect in the Membership Class Election Form to become a Non-Voting Member, or fail to properly complete the Membership Class Election Form as determined by the Board; and
- (c) pay the Membership Fee on an annual basis.

3.2.3 No Amendment of Application

Unless otherwise approved by the Board, the Membership Class Election Form shall be a one-time election and no Members shall be permitted to amend this election during the course of their Membership with the Society.

3.3 Admission of Members

Any individual may become a Member in the appropriate class by meeting the eligibility requirements set forth in Article 3.2. The individual will be entered as a Member under the appropriate class in the Register of Members, subject to the Board’s power to review any application at its discretion to determine Membership eligibility.

3.4 Refusal of Membership

The Society has the right to refuse Membership if the individual is or has been a Member not in Good Standing.

3.5 Membership Term

Unless otherwise determined by the Board, each Membership is for one (1) year from the date of the Member’s admission into the Society and may be renewed from time to time in accordance with Article 3.6.1 (each such term, a “**Membership Term**”).

3.6 Membership Fees

The Board determines membership fees (the “**Membership Fees**”) at its discretion, on an annual basis for each class of Members.

3.6.1 Membership Renewal

At the expiration of a Membership Term, a Member in Good Standing may renew the Membership by paying their Membership Fee on or before the deadline for payment as determined by the Society from time to time.

3.6.2 Non-refundable

The Membership Fees are non-refundable under any circumstances including, for the avoidance of doubt, upon the suspension or termination of any Membership as set forth in Articles 3.8 and 3.9 of these Bylaws.

3.7 Rights and Privileges of Members

Any Member in Good Standing is entitled to:

- (a) receive notice of any Meeting of the Society;
- (b) attend any Meeting of the Society; and
- (c) exercise other rights and privileges given to Members in these Bylaws.

3.7.2 Voting Members

Only Voting Members in Good Standing are permitted to vote at any Meeting of the Society. Non-Voting Members Shall not be permitted to vote at any Meeting of the Society.

3.7.3 Member in Good Standing

A Member is in Good Standing when (“**Good Standing**”):

- (a) the Member has paid its Membership Fees or other required fees on or before the deadline; and
- (b) the Member is not suspended as a Member as provided for under Article 3.8.

3.8 Suspension of Members

3.8.1 Decision to Suspend

The Board may suspend a Member’s Membership for a period of time determined by the Board for one or more of the following reasons:

- (a) if the Member has failed to abide by the Bylaws;
- (b) if the Member has disrupted any meeting or function of the Society; or
- (c) if the Member has done or failed to do anything judged to be harmful to the Society.

3.8.2 Notice to the Member

The Member in question will receive written notice of the Board’s intention to review whether the Member should be suspended or not. The Member will receive at least two (2) weeks’ notice before the meeting established for this purpose. The notice will state the reasons why the suspension is being considered.

3.8.3 Decision of the Board

The Member will have an opportunity to appear before the Board to address matters being considered by the Board. The Board will allow another individual to accompany and, if necessary, speak on behalf of the Member. The Board will determine how the matter will be dealt with and may limit the amount of time given to the Member or the representative of the Member to address the Board. The Board will exclude the Member from its discussion of the matter, including the deciding vote. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members. The decision of the Board is final and non-appealable, however, if additional information becomes available the Board will review the information as they deem appropriate.

3.9 Termination of Membership

3.9.1 Resignation

Any Member may resign from the Society at any time by sending or delivering a written notice to the Secretary or Board Chair of the Society. The Member's name is removed from the Register of Members upon receipt of the written notice. The Member is considered to have ceased to be a Member on the date their name is removed from the Register of Members.

3.9.2 Death

The Membership of a Member is ended upon their death.

3.9.3 Deemed Withdrawal

If a Member has not paid their Membership Fees within two (2) months following the date the fees are due the Member is deemed to have submitted their resignation and the terms of Article 3.9.1 will be applied.

3.9.4 Removal of Membership

Under appropriate circumstances the Board may request a Member to resign. In the event that Member refuses to resign, the Board may remove that Member for cause deemed sufficient by the Board. The Member is deemed to have ceased being a Member on the date their name is removed from the Register of Members. The decision of the Board is final and non-appealable. In delivering its decision, the Board will indicate when and if a new Membership Application will be considered.

3.9.5 Transfer of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when a Member is removed from the Register of Members.

3.9.6 Continued Liability for Debts Due

A Member who ceases to be a Member upon death, resignation or otherwise, continues to be liable for any debts owing to the Society until the debt is settled.

3.9.7 Limitation of the Liability of Members

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

ARTICLE 4. Meetings of the Society

4.1 Meetings of the Society

4.1.1 Annual General Meeting

The Society shall hold its annual general meeting (an “**Annual General Meeting**”) each year within four (4) months of its fiscal year-end at a place, date and time to be fixed by the Board.

4.1.2 Agenda for the Annual General Meeting

At each Annual General Meeting, the agenda shall include the following business:

- (a) considering the report from the Board Chair;
- (b) reviewing the financial statements for the previous fiscal year including the Auditor’s report;
- (c) appointing the Auditor for the upcoming fiscal year;
- (d) electing the Directors to fill vacancies on the Board;
- (e) any other business that a minimum of ten (10) Voting Members have requested to be considered at the Annual General Meeting; provided that, such Voting Members have given written notice of such matter at least thirty (30) days prior to the Annual General Meeting; and
- (f) any other matters set forth in the notice of meeting.

4.1.3 Special Meeting

A special meeting of the Members (a “**Special Meeting**”) may be called at any time:

- (a) by a resolution of the Board passed by not less than seventy-five percent (75%) of Directors then in office; or
- (b) on the written request of at least twenty percent (20%) of the Voting Members; provided that, such request states the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

4.1.4 Electronic Meetings

Any Meeting of the Members may be held by electronic means subject to compliance with the Act; provided that, the Society shall not be under any obligation to do so. If a Meeting of the Members is held by electronic means, an individual attending such meeting who is entitled to vote at the meeting may vote by any electronic, telephonic or other method that the Society has made available for that purpose and is deemed for the purposes of the Act to be present in person at such meeting.

4.2 Notice of Meeting

A notice stating the place, date and time of the Meeting, and the nature of any business requiring a Special Resolution in sufficient detail to permit a Member to form a reasoned judgment on that business, shall be sent to:

- (a) each Member in Good Standing, who on the record date for notice determined in accordance with Article 4.3, is registered in the Register of Members;
- (b) each Director of the Society then in office; and

(c) the Auditor of the Society.

in each case, not less than twenty-one (21) days before the date of every Meeting.

4.2.2 Form of Notice

Notice of all Meetings shall be sufficient if sent in compliance with Article 6.11 herein, including if sent to the most recent address of each Member in the Records of the Society not less than twenty-one (21) days prior to the date of the Meeting.

4.2.3 Membership Applications after a Record Date

Membership Applications made on or following the record date for notice of the Meeting shall receive all Membership privileges except the right to vote at the Meeting which immediately follows such application.

4.3 Record Date

The Board may fix in advance a date as the record date for the determination of Members in Good Standing entitled to receive notice of a Meeting, but such record date shall not precede by more than fifty (50) days nor by less than twenty-one (21) days, the date on which the Meeting is to be held.

4.3.1 No Fixed Record Date

If no record date is fixed, the record date for the determination of Members in Good Standing entitled to receive notice of a Meeting shall be:

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

4.4 Quorum and Adjournment

The quorum for a Meeting shall be the lesser of twenty-five (25) Voting Members or twenty-five percent (25%) of the Voting Members of the Society at such time, provided that at least fifty percent (50%) of the Board of Directors are present at the Meeting. If a quorum is not present within thirty (30) minutes after the time called for the Meeting, the Meeting shall be adjourned to a date, time and place determined by the Board Chair in their sole discretion. Notice provisions and quorum requirements as outlined in the Bylaws remain applicable for such adjourned Meeting.

4.5 Proceedings at the Annual General Meeting or a Special Meeting

Meetings will adhere to the following rules.

4.5.1 Attendance by the Public

Meetings of the Society are open to the public; provided that, a majority of the Members present may require any persons who are not Members to leave.

4.5.2 Chair of the Meetings

The Board Chair chairs every Meeting of the Members. If the Board Chair will be absent from any such meeting, the Board Chair may, in their sole discretion, appoint any Director or Officer to chair such meeting in their absence. If neither the Board Chair nor their chosen appointee is present

within thirty (30) minutes after the time called for the Meeting, the Voting Members in Good Standing may choose one (1) of the Voting Members to chair.

4.5.3 Voting

- (a) each Voting Member in Good Standing is entitled to one (1) vote at any Meeting;
- (b) a majority of the votes of the Voting Members present at the Meeting decides each resolution, unless such resolution is required to be passed by a Special Resolution;
- (c) each Voting Member will vote by a show of hands, or electronic, telephonic or other method that the Society has made available for that purpose;
- (d) the Board Chair does not have a second or casting vote in the event of a tie vote; and
- (e) a Voting Member may not vote by proxy.

ARTICLE 5. Governance of the Society

5.1 Board of Directors

The Board of Directors governs and manages the affairs of the Society. The Board of Directors will consist of the following:

- (a) a minimum of seven (7) Voting Members and a maximum of eleven (11) Voting Members to be elected at the Annual General Meeting;
- (b) the Previous Board Chair who is appointed to the Board of Directors for one (1) year after vacating the position of Board Chair; and
- (c) up to two (2) additional Voting Members appointed by the Board of Directors at any time for such purpose and on such conditions as determined by the Board of Directors.

5.2 Nomination of Directors

The Governance & Risk Management Committee shall be responsible for recommending the nomination of Directors to the Board of Directors, no later than the Board of Directors meeting prior to the Annual General Meeting and not less than thirty (30) days prior to the Annual General Meeting. The Board of Directors shall determine the individual nominations to be presented for voting at the Annual General Meeting.

5.2.1 Restriction on Nominees

Only Voting Members are eligible to be nominated to be a Director.

5.3 Terms of Office

Directors shall be elected for two (2) year terms, up to a maximum of five (5) consecutive terms. Notwithstanding the foregoing, a Director that serves as Board Chair in their last term shall be permitted to continue as a Director for one (1) additional year.

5.4 Vacating the Office of Director

The office of a Director shall be vacated:

- (a) by resignation, by giving one (1) months' notice a Director may resign their office;
or
- (b) by disqualification if the Director:
 - (i) has been declared a:
 - A. represented adult as defined in the *Adult Guardianship and Trusteeship Act* or is the subject of a certificate of incapacity that is in effect under the *Public Trustee Act*;
 - B. formal patient as defined in the *Mental Health Act*; or
 - C. individual of unsound mind by a court elsewhere than in Alberta.
 - (ii) is convicted of a criminal offence under the *Criminal Code*;
 - (iii) has been removed by Special Resolution of the Society;
 - (iv) has missed three (3) consecutive regularly scheduled meetings of the Board, without reasonable cause acceptable to the Board;
 - (v) is no longer a Voting Member of the Society;
 - (vi) by quorum of the Board of Directors, a motion to remove a Director from the Board of Directors as a result of a breakdown in relationship, however caused, can be presented; or
 - (vii) has breached one or more of the Society's policies as determined by the Board of Directors.

5.5 Filling a Vacancy on the Board of Directors

The Board of Directors shall have the power to appoint any Voting Member as Director to fill a vacancy, for the period between the occurrence of the vacancy and the next Annual General Meeting election. Following an appointment to fill a vacancy, a Director shall be eligible for nomination as identified in Article 5.2 herein. A Director appointed to fill a vacancy shall not have accrued any time counting toward its term limit as set out in Article 5.3 herein until elected at the next Annual General Meeting.

5.6 Powers and Duties of the Board

The powers and duties of the Board of Directors include:

- (a) conducting the affairs and business of the Society;
- (b) doing and performing all things necessary to promote and carry out the Objects of the Society;
- (c) promoting Membership in the Society;

- (d) maintaining and protecting the Society's assets and property, including the Unison Facilities;
- (e) approving an annual budget of the Society, and making any adjustments to said budget;
- (f) paying all expenses for operating and managing the Society;
- (g) investing any extra monies as per the investment policy;
- (h) approving all contracts the Society wishes to enter;
- (i) selling, disposing of, or mortgaging any property of the Society;
- (j) deciding on all matters of policy in the affairs of the Society; and
- (k) without limiting the generality of the foregoing, all other powers and responsibilities conferred by the Act.

5.7 Meetings of the Board of Directors

There shall be no less than four (4) meetings per year for the Board of Directors. Meetings of the Board of Directors may be in person or by electronic means, subject to compliance with the Act, at the discretion of the Board.

5.7.1 Notice of Meeting

Meetings may be called by the Board Chair or by any three (3) Directors with at least seven (7) days' notice. Meetings may also be held at regular intervals with at least seven (7) days' notice by motion of the Board of Directors. Emergency meetings may be called on shorter notice on motion of the Directors.

5.7.2 Quorum and Adjournment

For the transaction of business, a majority of the Directors shall constitute a quorum. If a quorum is not present within thirty (30) minutes after the time set for the meeting, the meeting shall be adjourned to a time and place set by the Board Chair and ensuring the notice provisions of the Bylaws have been complied with.

5.7.3 Chair of the Meetings

The Board Chair chairs every meeting of the Board. If the Board Chair will be absent from any such meeting, the Board Chair may in its sole discretion appoint any Director to chair such meeting in their absence. If neither the Board Chair nor their chosen appointee is present within thirty (30) minutes after the time called for the Meeting, the Directors may choose one of their number to chair.

5.7.4 Urgent Matters

If an emergency or urgent matter must be dealt with the Executive Committee may act and report on the matter at the next meeting of the Board of Directors.

5.8 Voting at Meetings

Voting on all decisions of the Board at any of the meetings of the Board of Directors must be conducted according to the following rules:

- (a) each Director shall have one (1) vote;
- (b) decisions at a meeting of the Board of Directors shall be decided by a majority of votes provided a quorum is present;
- (c) in the event of a tied vote the decision will be deemed to have not passed;
- (d) an abstention vote is neither positive nor negative;
- (e) votes are counted by a show of hands, unless any one (1) Director requests voting by an anonymous ballot;
- (f) declaration by the Board Chair that a resolution has been carried and an entry to that effect in the minutes is sufficient evidence of the fact;
- (g) directors voting against a motion or abstaining from the vote shall be named in the minutes upon request; and
- (h) in the event of an emergency or urgent matter, which will be determined by the Board Chair, all Directors who can be contacted may be surveyed by phone, by email or in person to obtain a consensus opinion as if a meeting had been held, provided that any decisions reached must be read into the minutes of the next Board of Directors meeting.

5.9 Board Committees

The Board of Directors may appoint standing or ad hoc committees (the “**Committees**”) to advise the Board of Directors. Each Committee shall report and make recommendations to the Board of Directors on matters falling within the Committee’s terms of reference.

5.9.1 Standing Committees

The Board shall establish the following Committees each fiscal year:

- (a) an executive committee (the “**Executive Committee**”);
- (b) a finance & audit committee (the “**Finance & Audit Committee**”); and
- (c) a governance & risk management committee (the “**Governance & Risk Management Committee**”).

5.9.2 Ad hoc Committees

The Board of Directors may appoint additional Committees as determined by the Board of Directors from time to time.

5.9.3 Terms of Reference

The Board of Directors shall set out the terms of reference to which all Committees will perform all assigned functions as applicable, which may be altered by the Board or Directors at its discretion.

5.9.4 Composition of Committees

The Committees must have a minimum of one (1) Director and may include any Members of the Society in Good Standing or any other individual with the permission of the Board of Directors.

5.10 Appointment of Officers of the Society

At the first meeting of the Board of Directors held after the Annual General Meeting, the Directors shall elect, by a majority vote, from among their number the following officers: a Board Chair; a Chief Executive Officer, a Secretary, a Treasurer and such other officers as the Board may determine from time to time (the “**Officers**”). Each Officer shall serve until the earlier of their resignation, removal or replacement by the Board.

5.11 Duties of the Officers of the Society

The Officers of the Society shall report to and be responsible to the Board of Directors. Each Officer will have the duties further described in this Article 5.11.

5.11.1 Board Chair Responsibilities

The Board Chair shall:

- (a) be the senior officer of the Society;
- (b) preside over all meetings of the Board of Directors, Executive Committee and Members, when possible;
- (c) ensure the affairs of the Society are carried out in an orderly fashion and that decisions by the Board of Directors conform to the Society’s Bylaws;
- (d) be an ex-officio member of all Committees; and
- (e) carry out other duties assigned by the Board of Directors.

5.11.2 Chief Executive Officer Responsibilities

The Chief Executive Officer shall:

- (a) be the senior staff member and responsible for the day-to-day operations of the Society;
- (b) act as an advisor to the Board of Directors and to all Committees;
- (c) be an ex officio, non-voting member of all Committees; and
- (d) carry out other duties assigned by the Board of Directors.

5.11.3 Secretary Responsibilities

The Secretary shall:

- (a) attend all Board of Directors, Executive Committee and Society meetings and take attendance;
- (b) take the minutes or ensure minutes are taken at all meetings as appropriate; and
- (c) carry out other duties assigned by the Board of Directors.

In the absence of the Secretary, the Board may appoint a deputy Secretary for that specific meeting, who can be any Voting Member of the Society in Good Standing.

5.11.4 Treasurer Responsibilities

The Treasurer shall:

- (a) ensure full and accurate accounts of the receipts and disbursements are maintained in authorized records of accounts and all deposits and investments are recorded and maintained according to accepted accounting practices;
- (b) ensure the funds of the Society are disbursed as directed by the Board of Directors, taking proper vouchers for such disbursements;
- (c) render to the Board of Directors an account of transactions and of the financial position of the Society regularly and whenever required;
- (d) ensure preparation of the annual budget;
- (e) render annually to the Society an account of the financial position of the Society;
- (f) ensure the Society's accounts are audited in a timely manner;
- (g) ensure the annual corporate report and the annual tax statements are filed; and
- (h) carry out other duties assigned by the Board.

In the absence of the Treasurer, the Board may appoint an interim Treasurer who can be any Voting Member of the Society in Good Standing.

5.11.5 Previous Board Chair

The Previous Board Chair shall be considered an Officer of the Society and shall carry out duties as assigned by the Board of Directors.

5.12 Staff & Volunteers

The Society may employ staff to administer and operate the Society in accordance with the Society's Objects (the "**Employees**"). In addition, the Society will encourage individuals to undertake suitable tasks within their ability, qualifications and interests on a voluntary basis (the "**Volunteers**").

ARTICLE 6. Finance & Other Management Matters

6.1 The Registered Office

The registered office of the Society is located at the 1133 - 7th Avenue, S.W., Calgary, Alberta, T2P 1B2, or as otherwise determined by the Board (the "**Registered Office**").

6.2 Fiscal Year

The fiscal year of the Society begins on January 1st and ends on December 31st.

6.3 Accounts

The Board of Directors shall cause true accounts to be kept of:

- (a) the sums of money received and expended by the Society and the matters related which required such receipts and expenditures;

- (b) all sales and purchases of goods and services by the Society; and
- (c) the assets and liabilities of the Society.

The books of accounts shall be kept at the Registered Office or at any such place as determined by the Board of Directors. Every such balance sheet and statement shall be accompanied by a report of the Board of Directors as to the state and condition of the Society. The balance sheets, statements and reports shall be signed by two (2) Officers of the Society.

6.4 Payments by the Society

The Board of Directors may authorize payments by the Society by cheque, cash, or any electronic method that the Board deems appropriate for the payments.

6.4.1 Payment by Cheque

Officers, Directors or any Employee designated by the Board of Directors must sign all cheques drawn on the monies of the Society. Two (2) signatures are required on all cheques.

6.4.2 Delegation of Payment Authority

The Board of Directors may define a delegation of authority to the Chief Executive Officer to authorize payments of certain amounts in certain circumstances.

6.5 Contracts

All contracts of the Society must be signed by any two (2) Directors or Officers, or such other persons authorized to do so by resolution of the Board of Directors.

6.6 Audit of Accounts

6.6.1 Appointment of Auditor

The Voting Members will at each Annual General Meeting appoint an auditor to hold office until the next Annual General Meeting (the “**Auditor**”).

6.6.2 Alternate Appointment of Auditor

If an appointment of an Auditor is not made at the Annual General Meeting, the Board of Directors shall appoint an Auditor for the current fiscal year.

6.6.3 Remuneration of Auditor

The remuneration of the Auditor shall be approved by the Board of Directors.

6.6.4 Report of Auditor

Once per fiscal year, the Auditor shall make a report to the Members and Board of Directors on the accounts examined by them and on every balance sheet and statement of income and expenditure which will be presented at the Annual General Meeting during their tenure of office. The report shall without limitations state:

- (a) whether or not they have obtained all the information and explanations they have required; and
- (b) whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society’s affairs as at the date of the balance sheet and the result of its operations for the year ended on that date.

In accordance with the best of their information and the explanations given to them and as shown by the books of the Society.

6.6.5 Presentation to the Members

At the Annual General Meeting in every year, the Board of Directors shall present before the Members the Auditor's report.

6.7 The Keeping and Inspection of Society Records

The Board of Directors shall ensure the keeping and filing of all necessary books, accounts and records of the Society as required by the Bylaws, the Act, or any other statute or laws, including the Society's minute book, the Register of Members, and the Register of Directors and Officers (collectively, the "**Records**"). More specifically, the Board of Directors shall ensure minutes are recorded and maintained of all meetings of the Members, Board of Directors and any Committees.

6.7.1 Specific Responsibilities

The Chief Executive Officer or delegate shall specifically ensure responsibility for the safekeeping at the Registered Office of the Society of the following:

- (a) a copy of the Certificate of Incorporation of the Society and of these Bylaws and any amendments made;
- (b) a record of the names and addresses of the Directors and Officers of the Society, the date on which each was elected (or appointed) and the date on which each ceased to hold office (the "**Register of Directors and Officers**"); and
- (c) a record of the names, alphabetically arranged, and the addresses of each class of Members of the Society (the "**Register of Members**").

Under no circumstances may a copy of the Register of Members in any form be shared, exchanged, sold or given away. All documents listed above remain the property of the Society and remain regulated by this Bylaw.

6.7.2 Inspection of Records

The Records shall be open to inspection by any Director during business hours. A Member wishing to inspect the Records of the Society must give reasonable notice to the Board Chair or the Secretary of the Society of their intention to do so. Such inspection will take place during business hours at times and places determined by the Board of Directors. Records that the Board of Directors designates as confidential or are restricted by applicable privacy laws are not open for inspection.

6.8 Investment Policy

The Board of Directors has the power, and is required, to adopt and maintain an investment policy.

6.9 Borrowing Powers

The Society may borrow or raise funds to meet its Objects and costs of operations. The Board of Directors shall decide the amounts and ways to raise money, including giving or granting security. The Society may issue debentures to borrow only by resolution of the Board of Directors, which must be confirmed by a Special Resolution of the Society.

6.10 Society Seal

The Society may adopt a seal of the Society, of such design as may be approved by the Board of Directors (the “**Seal**”). The Seal shall be affixed to all documents requiring execution under the Seal of the Society by the Board Chair and the Secretary, or by other parties authorized by the Board of Directors. The Seal shall be kept in charge of the Chief Executive Officer or its delegate.

6.11 Notices

6.11.1 Method of Notice

Any notice required under these Bylaws shall be sufficiently given if delivered by prepaid mail, facsimile, email or other electronic means, subject to compliance with the Act, to the recipients latest address as shown in the Records of the Society.

6.11.2 Method of Execution

The signature to any notice given by the Society may be emailed, written, printed, photocopied or otherwise mechanically or electronically reproduced.

6.11.3 Waiver of Notice

Notwithstanding anything to the contrary contained in these Bylaws, any Member or Director entitled to receive notice hereunder may, by written notice signed by such Member or Director, waive their right to receive notice as such Member or Director may deem it.

6.12 Payments

No Member, Director or Officer shall be entitled to remuneration for their services as Director, Officer, or Volunteer, but they shall be entitled to be paid reasonable, substantiated out-of-pocket expenses incurred in the course of their duties, as authorized by the Board of Directors.

6.13 Protection and Indemnity of Directors and Officers

Every Director or Officer of the Society that holds office is indemnified against all costs or charges that result from any act properly undertaken in their role for the Society.

6.13.1 Specific Indemnifications

In addition to Article 6.13, and to further specify, a Director or Officer is not liable for:

- (a) the acts of any other Director, Officer, Member, Volunteer or Employee of the Society;
- (b) any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society;
- (c) any loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraudulent, dishonest or in bad faith; and
- (d) any loss or damage resulting from an action taken by a Director or Officer who relied on the accuracy of any statement or report prepared by the Auditor.

6.13.2 Limit on Indemnification

The Society does not protect a Director or Officer for acts of fraud, dishonesty or bad faith.

6.13.3 Director and Officers Insurance

The Society will carry appropriate directors & officers insurance, as determined by the Board of Directors from time to time.

ARTICLE 7. Amending the Bylaws

7.1 Amending the Bylaws

The Bylaws of the Society may be canceled, altered, or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Society.

7.2 Notices Regarding Bylaw Changes

Notice of the Annual General Meeting or Special Meeting of the Society to amend, alter or add to the Bylaws must be given with at least twenty-one (21) days notice, and this notice must include details of the proposed resolution to change the Bylaws.

7.3 Effecting New Bylaws

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

ARTICLE 8. Distributing Assets and Dissolving the Society

8.1 No Dividends

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

8.2 Distribution of Assets

In the event that the Society is dissolved, any funds or assets remaining after paying all debts of the Society will be:

- (a) returned to the donor/funder as required; or
- (b) distributed to one or more recognized charitable organizations in Canada subject to the provisions of any applicable legislation.

The Board of Directors shall select the recognized charitable organization(s) by a majority vote.