

St. Albert Gymnastics Club Bylaws

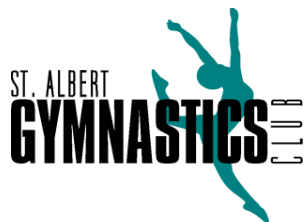
1.0 GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the St. Albert Gymnastics Club (SAGC) an Alberta Society incorporated under the *Societies Act*.

1.2 Definitions – The following terms have these meanings in these Bylaws:

- a) *Act* – the *Alberta Societies Act*, as amended.
- b) *Alberta Gymnastics Federation (AFG)* - the governing body for gymnastics in Alberta.
- c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting in accordance with the Act.
- d) *Board* – the Board of Directors of the Society.
- e) *Society* – the St. Albert Gymnastics Club.
- f) *Days* – days including weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- h) *Member* – all categories of membership pursuant to these Bylaws.
- i) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these Bylaws.
- j) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- k) *Registrar* – means Registrar as defined in the Business Corporations Act.
- l) *Special Resolution* –
 - I. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) days' notice has been given specifying the intention of the resolution; or
 - II. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
 - III. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.

1.3 Registered Office – The registered office of the Society will be located within the Province of Alberta.



- 1.4 Corporate Seal** – The Society will have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.5 Affiliations** – The Society will be a member in good standing with Alberta Gymnastics Federation and will follow the published rules of, including order of authority, Gymnastics Canada, Alberta Gymnastics Federation, and the Society.
- 1.6 No Gain for Members** – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objects.
- 1.7 Ruling on Bylaws** – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.
- 1.8 Conduct of Meetings** – Unless otherwise specified in the Act or these Bylaws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.9 Interpretation** – Word importing the singular will include the plural and vice versa and words importing persons will include bodies corporate.

2.0 MEMBERSHIP AND VOTING RIGHTS

2.1 Membership Categories

- a) **Recreational Member**- A member in good standing and is over the age of majority or, if the individual is under the age of majority, the parent or guardian who registered the individual during the SAGC fiscal year for a SAGC recreational program.
- b) **Competitive Member**- A member in good standing and is over the age of majority or, if the individual is under the age of majority, the parent or guardian who registered the individual during the SAGC fiscal year for a SAGC competitive program.

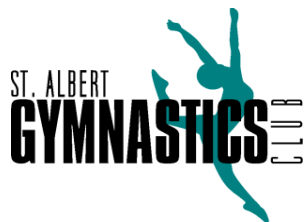
2.2 Admission of Members – any candidate will be admitted as a Member if:

- a) The candidate has paid the dues as prescribed by the Board;
- b) The candidate agrees to uphold and comply with the Society's governing documents;
- c) The candidate meets one of the Member definition in 2.1.

2.3 Membership Status and Dues

2.3.1 Year – Unless determined by the Board, the Membership year is September 1 to August 31.

2.3.2 Dues - Membership dues will be determined annually by the Board.



2.3.3 The Board has the right to refuse any membership.

2.4 Transfer – Membership in the Society is non-transferable.

2.5 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the or Society's policies related to discipline, or by Ordinary Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.6 Termination – Membership in the Society will terminate immediately upon:

- a) The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.2 of these Bylaws;
- c) Resignation by the Member by giving written notice to the Society;
- d) Dissolution of the Society;
- e) Not being a member in good standing for twelve consecutive months;
- f) A decision made by a panel in accordance with the Society's applicable discipline policies;
- g) The Member's death or dissolution (as applicable); or
- h) By Ordinary Resolution of the Board at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.7 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

2.8 Arrears – A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board.

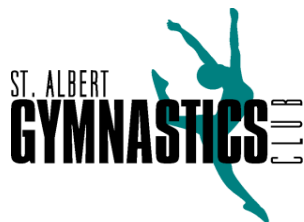
2.9 Discipline – A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.

2.10 Dues Payable – Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

2.11 Good Standing

Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Society;



- d) Has complied with the Bylaws, policies, and rules of the Society;
- e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and has paid all required membership dues.

2.12 Privileges of Good Standing – Subject to these Bylaws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:

- a) To serve as a Director or Officer of the Society;
- b) To be a member of a Committee of the Society;
- c) To attend, participate, and vote at meetings of the Members;
- d) To participate in Society activities; and
- e) To participate in other events associated with the Society.

2.13 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

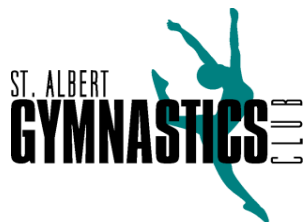
2.14 Resignation of Membership – A resignation becomes effective immediately when a Member withdraws from a program. All member privileges cease.

3.0 MEETINGS of MEMBERS

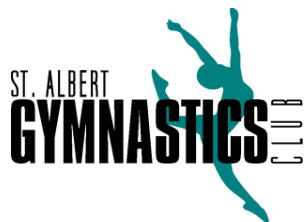
3.1 Annual General Meeting – The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of Alberta. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Notice – Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days prior to the date of the meeting. Notice will a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.



- 3.4 Waiver of Notice** – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 3.5 Error or Omission in Giving Notice** – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.6 New Business** – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board fourteen (14) days prior to the meeting of the Members in accordance with procedures as approved by the Board.
- 3.7 Quorum** – Twelve (12) Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. Failure to reach Quorum. If a quorum is not present within one-half (1/2) hour after the set time of the meeting, the meeting will be rescheduled.
- 3.8 Closed Meetings** – Meetings of Members will be closed to the public except by invitation of the Board.
- 3.9 Agenda** – The agenda for the Annual General Meeting may include:
- a) Call to order
 - b) Establishment of quorum
 - c) Declaration of any Conflicts of Interest
 - d) Approval of the agenda
 - e) Approval of minutes of the previous Annual General Meeting
 - f) Presentation and approval of reports
 - g) Report of Auditor
 - h) Appointment of Auditors
 - i) Business as specified in the meeting notice
 - j) Election of new Directors
 - k) Adjournment
- 3.10 Scrutineers** – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.11 Adjournments** – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no



notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.12 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the registering parents or guardians of a Member, if the Member is younger than 18 years old, the Directors, the auditors of the Society, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.13 Presiding Officer - The President chairs every General Meeting of the Society. In the Chair's absence, an acting Chair is appointed by the Directors in attendance.

3.14 Voting at Meetings of Members - Members will have the following voting rights at all meetings of Members:

3.14.1 Individual Members who are the age of majority or older may exercise one vote at all meetings of the Members. Individual Members who are younger than the age of majority may have one vote exercised at meetings of Members by a parent or guardian who registered the individual Member.

3.14.2 Two parents/guardians of the same participant who is registered with the Society and who is younger than the age of majority may both attend a meeting of the Members but only the registering parent or guardian may only exercise one vote.

3.14.3 For voting purposes, where there are multiple Members in Good Standing within the same family, that family is entitled to one vote.

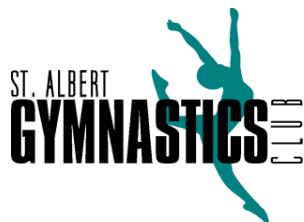
3.14.4 For voting purposes, where a Member is registered in multiple programs, the Member is entitled to one vote.

3.15 Eligibility of Votes – The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.16 Ineligibility of Votes – Paid employees of SAGC are ineligible to vote.

3.17 Proxy Voting – There will be no voting by proxy.

3.18 Absentee Voting – There will be no absentee voting.



3.19 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes – Except as otherwise provided in these Bylaws, an Ordinary Resolution will decide each issue.

4.0 GOVERNANCE

4.1 Directors – The Board will consist of a maximum of Twelve (12) Directors.

4.2 Composition of the Board – The Board will consist of the following:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Past President for a one (1) year term
- f) Minimum of three (3) to a maximum of seven (7) Directors-at-Large

4.3 Eligibility of Directors – To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Have the power under law to contract;
- c) Have not been declared incapable by a court in Canada or in another country; and
- d) Not have the status of bankrupt.

4.3.1 Paid employees are not eligible to serve as SAGC Board of Directors.

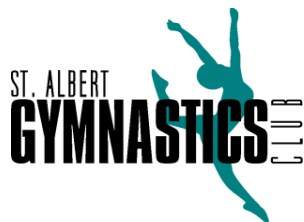
4.3.2 One member in good standing per immediate family may sit on the Board at any given time.

4.4 Election of Directors

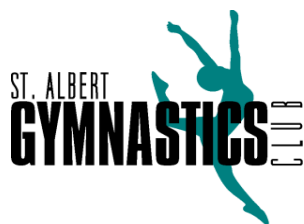
4.5 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.6 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Include a cover letter and resume of the nominee;
- c) Be submitted to the Registered Office of the Society seven (7) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.



- 4.7 Incumbents** – Current Directors wishing to be re-elected are not subject to nomination but must notify the Nominations Committee of their interest for re-election seven (7) days prior to the Annual General Meeting.
- 4.8 Nominations** – Nominations from the floor will be accepted for Director positions where there is no nominee.
- 4.9 Circulation of Nominations** – Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.
- 4.10 Election** – Directors will be elected at each Annual General Meeting as follows:
- a) The President and Secretary will be elected at alternate Annual General Meetings to those listed in sub-section b.
 - b) The Vice President and Treasurer, will be elected at alternate Annual General Meetings to those listed in sub-section a.
 - c) Three (3) Directors-at-Large will be elected at alternate Annual General Meetings to those listed in sub-section d.
 - d) Four (4) Directors-at-Large will be elected at alternate Annual General Meetings to those listed in sub-section c.
- 4.11 Elections** – Elections for each Director position will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
 - b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.
- 4.12 Terms**
- 4.12.1 Officers are elected for a two (2) year term.
- 4.12.2 Directors at Large are elected for a one (1) year term.
- 4.12.3 Officers will serve a maximum of four (4) consecutive terms, and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office.
- 4.12.4 Directors at Large will serve a maximum of eight (8) consecutive terms, and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office.



4.13 Resignation and Removal of Directors

4.13.1 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.13.2 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director becomes no longer eligible to be a Director;
- b) The Director is found to be incapable of managing property by a court or under Alberta law;
- c) The Director is found by court to be of unsound mind;
- d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- e) The Director dies.

4.13.3 Removal – Directors of the Society may be removed if they fail to attend three (3) regularly scheduled meetings in any twelve (12) month period will result in an individual Board member's removal from the Board, with a Special Resolution of the Board.

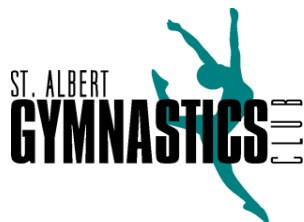
4.14 Filling a Vacancy on the Board – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the Annual General Meeting.

4.15 Meetings of the Board

4.16 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

4.17 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

4.18 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of



Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

4.19 Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.20 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.21 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

4.21.1 Electronic Voting - Any action such as a policy change, shall be resolved in the following manner:

(a) The President will prepare an E-mail/ Ballot proposal to be circulated to the Board of Directors with all supporting documentation.

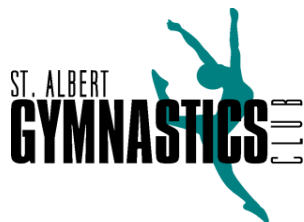
The E-mail Ballot Process will consist of the following:

- i) First Reading: The ballot is to be circulated electronically to all board members. Any questions, comments or concerns regarding the proposal are to be submitted to the office by the deadline date provided. If the vote is unanimous only the first reading will be required;
- (ii) Second Reading: All questions, comments or concerns received (if any) are to be circulated with the appropriate answers or responses to the Board of Directors. Any suggested improvements to the proposal to be incorporated at the discretion of the President. Responses to the second reading are due to the office by the deadline date provided; and
- (iii) Final Reading/Vote: The proposal is circulated to the Board of Directors including all questions, comments or concerns with the appropriate responses calling for a final vote. Responses are due in the office by the deadline date provided.

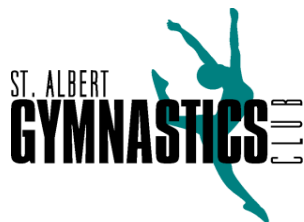
(b) E-mail votes/responses will be accepted.

(c) A non-response to a ballot shall be deemed to be a vote in favor of the ballot.

4.22 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.



- 4.23 Written Resolutions** – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.24 Closed Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.25 Meetings by Telecommunications** – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.
- 4.26 Powers of the Board**– Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.
- 4.27 Empowered** – The Board is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these Bylaws;
 - b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
 - c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
 - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
 - e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
 - f) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
 - g) Make expenditures for the purpose of furthering the objects and purposes of the Society;
 - h) Borrow money upon the credit of the Society as it deems necessary in accordance with these Bylaws; and
 - i) Perform any other duties from time to time as may be in the best interests of the Society.
- 4.28 Duties of Directors**
- 4.28.1 Standard of Care** – Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Society; and
 - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.



5.0 OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary, and Treasurer.

5.2 Duties – The duties of Officers are as follows:

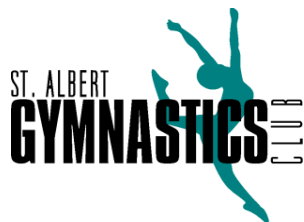
- a) The President will be the chair of the Board, will preside at the Annual and Special General Meetings of the Society and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary will be responsible for the documentation of all amendments to the Society's Bylaws, will ensure that all official documents and records of the Society are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members, and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Director.

5.4 Vacancy – Where the position of an elected Officer becomes vacant for whatever reason, the Board will appoint another Director to fill the vacancy until the end of the term.

6.0 COMMITTEES

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe



the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Quorum – A quorum for any committee will be the majority of its voting members.

6.3 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.4 Removal – The Board may remove any member of any Committee.

6.5 President Ex-officio – The President will be an ex-officio and non-voting member of all Committees of the Society.

6.6 Debts – No Committee will have the authority to incur debts in the name of the Society.

7.0 FINANCE AND MANAGEMENT

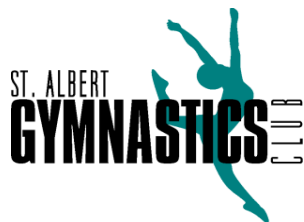
7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be September 1 to August 31.

7.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.

7.3 Auditor – At each Annual General Meeting the Members may appoint an Auditor to audit the books, accounts and records of the Society in accordance with the Act. If appointed, the Auditor will hold office until the next Annual General Meeting. An appointed Auditor will not be an employee, Officer, or Director of the Society.

7.4 Books and Records – The necessary books and records of the Society required by these Bylaws or by applicable law will be necessarily and properly kept at the registered office of the Society.

7.5 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.



7.6 Property – The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.7 Borrowing – The Society may borrow funds under such terms and conditions as the Board may determine, as permitted by the Societies Act.

7.8 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.

7.9 Remuneration

7.9.1 No Remuneration – All Directors, Officers (with the exception of paid employees of the Society who have been appointed as Officers), and members of Committees (except as permitted by these Bylaws) will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.

7.10 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

8.0 AMENDMENT OF CONSTITUTION AND BYLAWS

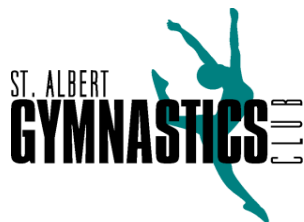
8.1 Voting – These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members.

8.2 Effective Date – By-laws amendments are effective from the date they are registered with the Registrar.

9. NOTICE

9.1 Written Notice – In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, email, or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the



notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

- 9.3 Error in Notice** – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

10. DISSOLUTION

- 10.1 Dissolution** – The Society may be dissolved in accordance with the Act.

11. INDEMNIFICATION

- 11.1 Will Indemnify** – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

- 11.2 Will Not Indemnify** – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Society will not indemnify an individual unless:

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

- 11.3 Insurance** – The Society will, at all times, maintain in force such Directors and Officers liability insurance.