

BY-LAWS OF ROBERT THIRSK SCHOOL SOCIETY

ARTICLE 1 GENERAL

1.01 Activities

In addition to, and not in substitution of the rights, privileges and powers of the Society under and pursuant to the Act (which rights, privileges and powers are hereby adopted), but subject to any restrictions or limitations under and pursuant to the Act or the By-laws, the Society may, and is hereby empowered to, do and carry out all and everything necessary requisite and prudent in furtherance of the objects of the Society, including anything ancillary or auxiliary thereto. The activities of the Society shall not be carried out for the financial gain or benefit of any individual or group of individuals.

1.02 Application of Funds

The income and property of the Society, whensoever derived, shall be applied solely towards the promotion of the objects of the Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, except as due and fair fees for remuneration for services actually rendered to the Society (subject to Section 9.01).

ARTICLE 2 INTERPRETATION

2.01 Defined Terms

In these By-laws, unless the context otherwise requires:

- (a) "**Act**" means the Societies Act, R.S.A. 2000, c. S-14, and the regulations made thereunder, as amended from time to time, and in the case of such amendment any reference in these By-laws shall be read as referring to the amended provision;
- (b) "**Auditor**" means the duly qualified accountant appointed as the society's auditor in respect of a given fiscal year;
- (c) "**Board**" means the Board of Directors of the Society;
- (d) "**By-laws**" means the by-laws of the Society from time to time in force and effect;
- (e) "**Chief Superintendent**" means the individual appointed by the Calgary Board of Trustees to be the chief superintendent of the Calgary Board of Education in accordance with the Act..
- (f) "**Director**" means a member of the Board;
- (g) "**General Meeting**" means a meeting of members of the Society held pursuant to Articles 5.01 or 5.02;
- (h) "**Objects**" means the objects of the Society
- (i) "**Officers**" means the following positions;
 - (i) Chair;
 - (ii) Vice-Chair;
 - (iii) Treasurer;
 - (iv) Secretary; and
 - (v) such other officers as the Board may from time to time determine;
- (j) "**Parent**" means a parent or guardian of one or more student(s) enrolled in the School;

- (k) "**Principal**" means the individual appointed by the Chief Superintendent to be the principal of the School;
- (l) "**School**" means Robert Thirsk High School;
- (m) "**School Council**" means the school council for the School established pursuant to the Act;
- (n) "**Society**" means the Robert Thirsk School Society;
- (o) "**Special Meeting**" means a meeting of members of the Society held pursuant to Article 5.03; and
- (p) "**Special Resolution**" means a resolution passed by the vote of not less than 75% of members present and entitled to vote at a General Meeting.

2.02 Gender

Unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa.

2.03 Notices

All written notices hereinafter provided for shall be validly given by:

- (a) remitting them in a postage-prepaid envelope to the last address given by the addressee to the Society, deposited in any mailbox or post office in the Province of Alberta, in which case they shall be deemed to have been received by the addressee seven (7) days after deposit;
- (b) remitting them by facsimile to the last facsimile number given by the addressee to the Society; or
- (c) by e-mail or other means of electronic communication sent to the last address given by the addressee to the Society.

If notice(s) or document(s) sent by the Society to a member are returned on three consecutive occasions, the Society is not required to send any further notices or documents to the member until the member informs the Society in writing of the member's new address.

2.04 Act

All terms contained in the By-laws which are defined in the Act shall have the meaning assigned by the Act.

2.05 Headings

The headings used in the By-laws 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.

2.06 Conflicts

In the case of any conflict between the By-laws and the Act, the provisions of the Act shall take precedence.

ARTICLE 3
REGISTERED OFFICE, SEAL AND AGREEMENTS

3.01 Registered Office

The registered office of the Society shall be located at Robert Thirsk High School, 8777 Nose Hill Drive NW, Calgary, Alberta, T3G 5T3.

3.02 Execution of Documents

Licenses, contracts, engagements, agreements and other instruments on behalf of the Society shall be executed by the Chair and one other Director, unless otherwise authorized by resolution of the Board as provided below. The Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument may or shall be executed.

ARTICLE 4
MEMBERSHIP

4.01 General

Each member of the Society shall promote the objectives of the Society and shall comply with the Bylaws, and all rules and regulations of the Society as may be established by the Board from time to time.

4.02 Voting Memberships

Voting memberships shall consist of the following:

- (a) Directors, commencing on the date of commencement of their term of office and ending when they no longer hold office;
- (b) Parents, commencing on the date of registration of their first child in the School and ending when they no longer have a child registered in the School; and
- (c) Community members who have an interest in promoting public education and the success of the School.
- (d) Students of the School who have reached the age of majority (18 years or older).

4.03 Non-voting Memberships

Permanent salaried employees of the School shall, commencing on the first day of their employment by the School and ending when they are no longer an employee of the School, be non-voting members of the Society. The Board may create other types of voting or non-voting memberships but in the creation thereof the Board shall establish and specify all necessary terms and conditions as it may deem proper and applicable to such memberships.

4.04 Fees

There shall be no dues or fees payable by members.

4.05 Withdrawal from Membership

Any member desiring to withdraw from membership may do so by submitting to the Secretary such member's written resignation and thereupon the individual shall cease to be a member.

4.06 Expulsion from Membership

Any member may be expelled from membership for any reason which is determined to be prejudicial to the best interests of the Society by a majority vote of the members of the Board. Prior to the vote being taken, the person proposed for expulsion shall be given not less than fourteen (14) days' notice in writing of the proposed expulsion and shall be afforded an opportunity to explain or justify his position to the members of the Board present at a meeting called for, inter alia, such purpose. At such meeting no persons other than Directors, the person proposed for expulsion and any witnesses approved by the Chair shall be present.

ARTICLE 5 MEETINGS OF MEMBERS

5.01 Annual General Meetings

The Annual General Meeting of the Society shall be held within three (3) months following the fiscal year end of the Society at such time and place in the Province of Alberta as the Board may decide to consider the reviewed financial statements and the reports of the previous year's activities, to elect the Directors, to appoint the Auditor or elect two individuals members who must be independent of the Officers of the Society to conduct the annual review and to transact such other items of business as may properly come before it.

5.02 General Meetings

General Meetings of members may be held at such time and place in the Province of Alberta as the Board may decide to consider and vote on the business before it.

5.03 Meetings on Requisition of Members

Members of the Society representing not less than twenty (20%) percent of the voting members of the Society may requisition the Board to call a Special Meeting of members of the Society for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the Society. Upon receipt of the requisition, the Board shall call a meeting of the Society to transact the business stated in the requisition. If the Directors do not, within twenty-one (21) days after receiving the requisition, call a meeting, any member who signed the requisition may call the meeting.

5.04 Notice

Notice of a General Meeting or any Special Meeting shall be made by notice in writing delivered not later than twenty-one (21) days prior to the proposed date of the meeting. Such notice shall be so delivered to each voting member, each Director, the auditor of the Society, and such other persons as the Board may designate, and shall state the day, hour and place of meeting and, if special business is to be transacted thereat, the notice shall set forth:

- (a) the nature of that business in sufficient detail to permit a voting member of the Society to form a reasoned judgment on that business; and
- (b) the text of any Special Resolution to be submitted to the meeting.

5.05 Waiver of Notice

Notice of any meeting of members of Society or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any member, any Director, or the auditor of the Society in writing addressed to the Society and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a member or any other person entitled to attend at a meeting of members of the Society is a waiver of notice of the meeting, except when he attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.06 Omission of Notice

The accidental omission to give notice of any General Meeting or Special Meeting to, or the non-receipt of any notice by, any person entitled to receive such notice shall not invalidate any resolution passed or any proceeding taken at any such meeting.

5.07 Chair

At all General Meetings and Special Meetings the Chair shall be chair of the meeting. In the absence of the Chair, the Vice-Chair shall be chair, and in the absence of both the Chair and the Vice-Chair, the members shall elect one of their number to be chair of the meeting.

5.08 Quorum

At least five (5) of the voting members in good standing shall constitute a quorum at any General Meeting or Special Meeting, provided that at any time when there are not more than eight (8) voting members, at least three (3) of the voting members in good standing shall constitute a quorum. In the event that no quorum is present within thirty minutes from the time appointed for the meeting, the meeting, if convened upon the requisition of members shall be dissolved; in any other case, upon expiration of thirty (30) minutes the voting members present shall constitute a quorum, but shall not deal with any special resolutions.

5.09 Right to Vote

At any meeting of the members, ~~(a) Subject to (b), every voting member of the Society in good standing shall be entitled to one vote;~~ and

~~Voting members who are Parents shall only be entitled to one vote per family. As an example, a two-Parent family with any number of children registered at the School shall have one vote.~~

5.10 Proxies

No proxies shall be accepted at any General Meeting or Special Meeting.

5.11 Voting

At any General Meeting or Special Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by at least twenty-five (25%) percent of the members present at the meeting and entitled to vote. Unless a poll is so demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or lost and an entry to that effect in the

minutes of the meeting shall be conclusive evidence of the fact without proof as to the number or proportion of the votes recorded in favour of or against that resolution.

5.12 Poll

If a poll is duly demanded, it shall be taken in such manner as the Chair directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

5.13 Casting Vote

In the case of a tie vote, the Chair shall not have a casting or second vote in addition to the vote to which he may be entitled to as a member, and the proposed motion shall be defeated.

5.14 Proceedings

Robert's Rules of Order shall govern all proceedings at meetings of the Society unless otherwise agreed by majority vote at such meeting.

ARTICLE 6 BOARD OF DIRECTORS

6.01 General

The business and affairs of the Society shall be managed by the Directors of the Society who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not, by the Act, the By-laws, any special resolution of the Society or by statute, expressly directed or required to be done in some other manner. Without limiting the generality of the foregoing, the Directors shall:

- (a) operate and manage the affairs of the Society subject to and in accordance with the By-laws and the applicable thereto;
- (b) set general policy affecting the operation of the Society and in compliance with the Act;
- (c) appoint the Officers;
- (d) establish such committees of the Board as the Board determines are required from time to time, approve their terms of reference and, with the recommendation from the Chair, appoint the members and Chairs of the Committees to serve from their appointment until the first meeting of the Board following the next Annual General Meeting;
- (e) establish a process to generate candidates, review candidates qualifications and present nominations for Directors at the Annual General Meeting;
- (f) have full control of all revenues and expenditures for the Society with the exception of funds solely raised by School Council (which funds shall be expended according to the direction of the School Council);
- (g) manage or cause to be managed, all resources and assets of the Society in a manner consistent with the objects of the Society;
- (h) make such rules and regulations as it deems proper provided that such rules and regulations are not inconsistent with the objects of the Society, the By-laws or the Act;
- (i) designate from time to time those persons authorized to execute documentation on behalf of the Society; and

(j) perform such other duties as may generally be within typical practices of a Board of this nature.

6.02 Duties

Every Director and Officer of the Society in exercising his powers and discharging his duties shall:

- (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; and
- (c) make themselves available for signing authority when necessary and applicable.

6.03 Membership

The membership on the Board shall be as follows:

- (a) The minimum number of Directors shall be three (3) and the maximum number shall be nine (9).

6.04 Vacancies

Where a vacancy exists on the Board, a quorum of the remaining Directors may appoint a person to fill such vacancy until the next Annual General Meeting.

6.05 Validity of Acts

No act, decision or resolution of the Board shall be ineffective because of any vacancy or defect in the appointment of one or more Directors.

6.06 Election and Term of Office

- (a) The Officers of the Board are democratically elected from the volunteer membership who reside in Alberta, that is:
 - (i) Each member has one vote,
 - (ii) No class of membership has the right to more than one vote,
 - (iii) Each member has the right to run for elected office.
- (b) Directors shall be elected at the Annual General Meeting.
- (c) The term of office of a Director shall be one (1) year and shall commence at the Annual General Meeting at which such Director is elected and cease at the following Annual General Meeting; provided, however, that such Director may be re-elected in accordance with the provisions hereof.

6.07 Consent to Election

A person who is elected or appointed a Director is not a Director unless he was present at the meeting when he was elected or appointed and did not refuse to act as a Director or, if he was not present at the meeting when he was elected or appointed, he consented to act as a Director in writing before his election or appointment or within ten (10) days after the election or he has acted as a Director pursuant to the election or appointment.

6.08 Vacation of Office

The position as Director shall be vacated upon the holder:

(a) being absent from 3 consecutive meetings of the Board, without being authorized by a resolution of the Board to do so, unless the person's absence is due to illness or the person provides a valid reason for his absence in writing ; or

(b) if in the opinion of the Board the individual is acting in a manner detrimental to the purposes of the Society.

6.09 Removal

The members of the Society may, by ordinary resolution at a General Meeting called for that purpose, remove any Director from office before the expiration of his term of office and may, by a majority of votes cast at the meeting, elect any person in his stead for the remainder of his term.

ARTICLE 7 MEETINGS OF THE BOARD OF DIRECTORS

7.01 General

The Board shall convene meetings at the call of the Chair, or such person or persons as may be designated by him from time to time, to consider all matters referred to it by the Chair for decision. In addition, the Board shall convene a meeting at the request of a majority of the Directors. Meetings shall be open to the public, but the Chair may cause to be excluded from a meeting any person who, in the opinion of the Chair, is guilty of improper conduct at that meeting. If the Board is of the opinion that it is in the public interest to hold a part of a meeting in private to consider a matter, it may by resolution exclude the public.

7.02 Notice

Notice in writing shall be given to each Director at least 48 hours prior to such meeting of the Directors (or such lesser time as may be reasonable if there is a bona fide need to hold an emergency or extraordinary meeting of the Board); provided, however, that immediately following the Annual General Meeting of the Society, a Board meeting shall be held without notice at which meeting the Board shall appoint the Officers of the Society and appoint the members and chairs of any committees.

7.03 Waiver of Notice

Notice of any meeting of Directors or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any Director in writing addressed to the Society or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a Director at any meeting of Directors is a waiver of notice of the meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

7.04 Omission of Notice

The accidental omission to give notice of any meeting of Directors to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

7.05 Chair

At all Board meetings, the Chair shall be chair of the meeting. In the absence of the Chair, the Vice-Chair shall be chair of the meeting, and in the absence of both the Chair and the Vice-Chair, the Board shall appoint a member of the Board to be chair of the meeting.

7.06 Quorum

At least one half of the Directors shall constitute a quorum at any meeting of the Board.

7.07 Electronic Telephone Participation

A Director may participate in a meeting of Directors ~~via telephone~~ **virtually or via other electronic means of communication** that permit all persons participating in the meeting to hear each other, and a Director participating in a meeting by those means is deemed for the purposes of the Act to be present at that meeting.

7.08 Voting

At all meetings of the Board, every question shall be determined by a majority of votes by show of hands. In the event of a tie vote, the chair shall not have a second or casting vote.

7.09 Resolution in Writing

A resolution in writing signed by all the Directors entitled to vote on such resolution shall be valid and effectual as if it had been passed at a Board meeting duly called and constituted and such written resolution shall satisfy all of the requirements of the By-laws relating to meetings of the Board. Resolutions in writing may be signed and delivered by electronic means and in counterparts.

7.10 Proceedings

Robert's Rules of Order shall govern all proceedings at meetings of the Board unless otherwise agreed by majority vote at such meeting.

ARTICLE 8 APPOINTMENT OF OFFICERS

8.01 General

The Directors, at the meeting immediately following the Annual General Meeting shall appoint a Chair, Vice-Chair, Treasurer and Secretary. The Directors may from time to time appoint such other Officers as they shall deem necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the Directors. The Directors may from time to time, and subject to the provisions of the Act, vary, add to or limit the duties and powers of any Officer. Each Officer shall be and remain during his term of office a Director in good standing with the Society.

8.02 Removal of Officers

All Officers, shall be subject to removal by resolution of the Directors at any time, with or without cause.

8.03 Vacancies

In the event of a vacancy in the slate of Officers, the Chair shall be empowered to appoint a replacement Officer but it shall be necessary for the Board to ratify such appointment at the next Board meeting, failing which the appointment shall be forthwith vacated and the Board shall thereupon appoint a replacement Officer.

8.04 Term of Office

All Officers shall assume their duties immediately after their appointment and they shall continue in such office until they resign or become disqualified to hold office or until the Board, at the first meeting after the Annual General Meeting, reappoints or appoints new Officers.

8.05 Chair

The Chair shall:

- (a) be ex officio a member of every committee;
- (b) act at all times in accordance with the lawful directives of the Board;
- (c) execute contracts and other documents binding upon the Society; provided, however, that the Chair may designate others to execute the same in this Chair's absence or under such terms and conditions as the Chair may prescribe;
- (d) endeavour to preside at all meetings of the Society and the Board;
- (e) cause to be brought to the attention of the Board all matters materially affecting the business of the Society and its operations; and
- (f) be the official spokesman for the Society, provided that he or she may assign responsibility in regard to public pronouncements to such member of the Society as he may decide.

8.06 Vice-Chair

The Vice-Chair shall:

- (a) act in the stead of and in place of the Chair, fulfilling all of the appropriate duties and obligations of the Chair, at the direction of the Chair;
- (b) do and complete all activities and actions as may reasonably be required of him or her from time to time by the Chair.

8.07 Treasurer

The Treasurer shall:

- (a) supervise the business and financial operations of the Society, including without limitation:
 - (i) preparation for the annual review in accordance with Article 10 hereof;
 - (ii) financial accounting, including accounts payable and receivable; and
 - (iii) ensuring compliance with the financial reporting requirements of all applicable federal and provincial legislation;

- (b) present the Board with an accurate accounting of the Society's finances, whenever required; and
- (c) perform such other duties as the Board may from time to time direct.

8.08 Secretary

The Secretary shall:

- (a) attend and act as secretary of all meetings of the Directors of the Society and of the members of the Society and shall record minutes of all such meetings and shall enter into records kept for that purpose, minutes of all proceedings at such meetings;
- (b) distribute notices of meetings in accordance with the By-laws;
- (c) maintain an up to date list of the names and addresses of all members of the Society;
- (d) file the annual return, changes in the Officers, amendments to the By-laws and other documents with governmental authorities;

8.09 Other Officers

The other Officers of the Society (if any) shall do all things reasonably required of them by the Board for the better functioning of the Society.

8.10 Duties of Officers may be Assigned

In case of the absence or inability or refusal to act of any Officer of the Society or for any other reason that the Directors may deem sufficient, the Directors may assign responsibility for all or any of the duties of such Officer to any other Officer or to any Director for the time being.

ARTICLE 9 REMUNERATION OF DIRECTORS

9.01 Remuneration

No person shall be entitled to any remuneration by reason of being a Director or Officer of the Society. **The Board shall not be paid for their roles nor paid to provide services to the group, including income, honorariums, dividends or shares.**

~~provided that the Directors may, by resolution, award a special honorarium to any Director in undertaking any special services on the Society's behalf other than the routine work ordinarily required of a Director of the Society. The confirmation of any such resolution by the voting members shall not be required. **The Directors shall also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Society.**~~

ARTICLE 10 FINANCIAL MATTERS

10.01 Audited Financial Statements

The financial statements shall be audited at least once annually by the Auditor or by any two members who are not Officers so elected by the members to conduct a review of the financial statements. The audited financial statements for the previous fiscal year shall be recommended to the Board for approval and presentation at the Annual General Meeting. The fiscal year end of the Society shall be August 31.

10.02 Signing Authority

The eligible signing officers of the Society shall be Chair, Vice-Chair, Secretary and Treasurer. Unless otherwise directed by the Board, all contracts, cheques, or instruments in writing requiring execution by the Society must be authorized or signed by any two (2) designated signing officers.

10.03 Inspection of Books and Records

The books and records of the Society may be inspected by any voting member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such books and records.

10.04 Auditor's Rights and Duties

The Auditor or the two individuals elected by the members to review the financial statements shall have a full right of access at all times to all records, documents, books and accounts of the Society and are entitled to require from the Directors and Officers such information and explanation as may be necessary for the performance of the duties of the Auditor or those elected to conduct the financial review. The rights and duties of an Auditor or those elected to conduct the financial review shall extend back to the date up to which the last audit of the Society's books, accounts and records was made, or, where no audit has been made, to the date on which the Society was incorporated.

10.05 Gifts, Donations, Funding and Other Contributions

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

ARTICLE 11 CONFLICTS OF INTEREST

11.01 Conflicts of Interest

The Board shall not permit the Society to enter into a contract or agreement with any voting member of the Society, and no Director shall, directly or indirectly, contract with the Society if the Director has a pecuniary interest in the contract, other than:

- (a) a contract for the provision of goods or services in an emergency;
- (b) a contract for the sale of goods or services to the Board at competitive prices by a dealer in those goods or services incidental to and in the ordinary course of the dealer's business; or
- (c) a contract approved by the Board pursuant to disclosure of all interests.

11.02 Disclosure of Pecuniary Interest

When a Director has a pecuniary interest in a matter before the Board, or any committee of the Board, the Director shall promptly disclose his or her interest and abstain from participating in discussions and voting.

ARTICLE 12 BORROWING POWERS

12.01 Borrowing Powers

For the purpose of carrying out its Objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, but shall not issue debentures. This power shall be exercised only under the authority of the Board and subject to the provisions of the Act.

ARTICLE 13 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

13.01 General

No Director or Officer is liable for:

- (a) the acts, omissions, neglects or defaults of any other Director or Officer or employee of the Society;
- (b) any loss, damage or expense incurred by the Society through the insufficiency or deficiency of title to any property acquired by or on behalf of the Society;
- (c) the insufficiency or deficiency of any security in or upon which any of the monies of the Society is invested;
- (d) any loss or damage arising from the bankruptcy, insolvency, tortious or criminal act(s) of any person, firm or corporation with whom any of the Society's money is, or securities or other property are, deposited;
- (e) any loss occasioned by any error of judgment or oversight; or
- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of office or in relation to it, unless the same shall happen by or through the failure to exercise the powers and to discharge the duties of office honestly, in good faith with a view to the best interests of the Society, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing herein contained relieves a Director or Officer of any liability imposed by the Act or otherwise by law. If any Director or Officer of the Society is employed by or performs services for the Society otherwise than as a Director or Officer or is a member of a firm or body corporate which is employed by or performs services for the Society, the fact of being a Director or Officer of the Society shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

13.02 Indemnification

Except in respect of an action by or on behalf of the Society or body corporate to procure a judgment in its favour, the Society shall, to the full extent permitted by the Act, indemnify a

Director or Officer of the Society, a former Director or Officer of the Society, or a person who acts or acted at the Society's request as a director or officer of a body corporate of which the Society is or was a member or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Society or body corporate, if:

- (a) he acted honestly and in good faith with a view to the best interests of the Society;
- and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

ARTICLE 14 BY-LAWS

14.01 Amendment

The By-laws shall not be rescinded, altered or added to except by Special Resolution of the Society. The amended bylaws take effect only after approval of the Special Resolution by the members and acceptance by the Alberta Corporate Registrar.

ARTICLE 15 WINDING-UP OR DISSOLUTION

15.01 Winding Up or Dissolution

The Society may only be dissolved and wound up in accordance with the dissolution process described in the Act.

15.02 Return of Capital and Surplus

Upon the winding-up or dissolution of the Society, no capital whatsoever shall be returned to the members. Upon the winding-up or dissolution of the Society, the accumulated remaining funds held by the Society shall be distributed to a charitable organization or qualified donee (as defined in the *Income Tax Act* (Canada)) located within Alberta and consistent with the Objects of the Society as shall be designated by the voting members.

APPROVED BY THE BOARD the _____ day of _____ 2026 2025.

APPROVED BY THE MEMBERS the _____ day of _____ 2026 2025.