

CALGARY N-SCALE TRAKSTERS SOCIETY

BYLAWS OF THE SOCIETY

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ARTICLE 1 PREAMBLE

1.1 NAME OF THE SOCIETY

The name of the Society is CALGARY N-SCALE TRAKSTERS SOCIETY.

1.2 THE BYLAWS

The following articles set forth the Bylaws of the Society which shall be incumbent upon all Members.

ARTICLE 2 READING THE BYLAWS

2.1 DEFINITIONS

Pursuant to these Bylaws the following definitions apply:

- (a) “**Act**” means the *Societies Act (Alberta)* being Chapter S-14 of the Revised Statutes of Alberta 2000, as amended from time to time, or any statute substituted for it.
- (b) “**Annual General Meeting**” means the annual meeting of the membership as described in Section 6.1.
- (c) “**Annual Membership Fee**” means the fee payable in the current Fiscal Year to remain a Member in Good Standing.
- (d) “**Appeal**” means a written notice of objection seeking review as described in Section 3.10 and Article 8.
- (e) “**Appeals Committee**” means a committee of Members, not of the Board, formed to hear matters of Appeal regarding decisions pursuant to Section 3.10 and Article 8.
- (f) “**Arbitration**” means dispute mediation regulated through the *Arbitration Act (Alberta)* being Chapter A-43 of the Revised Statutes of Alberta 2000, as amended from time to time, or any statute substituted for it.
- (g) “**Assistant to the Board**” means a Member in Good Standing appointed by the Board to perform a specific function on behalf of the Board and the Society.
- (h) “**Audit Committee**” means a committee of Members, not of the Board, formed to review the books, accounts and records of the Society.
- (i) “**Ballot**” means the object and method used to elicit a non-public vote, in writing, from Members.
- (j) “**Board**” or “**Board of Directors**” means the Directors as described in Article 4.
- (k) “**Board Meeting**” means a meeting of the Board of Directors.
- (l) “**Bylaws**” means the Bylaws as contained herein and as amended from time to time by Special Resolution.
- (m) “**Chair**” means the Member who presides over a Members Meeting.
- (n) “**Code of Conduct**” means the expected standards of behaviour as outlined in Section 3.6.
- (o) “**Committee**” means a group of Members delegated by the Board to fulfill a specific role or perform a specific function. Such Members may be elected by the membership or may be appointed at the discretion of the Board.
- (p) “**Committee Meeting**” means a meeting of a Committee of the Board.
- (q) “**Debenture**” means a written acknowledgement of a loan secured by assets of the Society.
- (r) “**Director**” means a Member in Good Standing appointed or elected to the Board.
- (s) “**Fiscal Year**” means the financial reporting year as defined in Section 7.3.
- (t) “**General Meeting**” means a meeting of Members which is not a Board Meeting, Committee Meeting, Special Meeting, or the Annual General Meeting.
- (u) “**Meeting Rules**” means procedural rules to be used for meetings as outlined in *Robert's Rules of Order, Newly Revised In Brief, Second Edition (2011)*.

- (v) “**Member**” means an individual who meets the criteria for membership as set out in Article 3.
- (w) “**Member in Good Standing**” means a Member who has paid the required fee to become a Member in the current Fiscal Year or has been granted the status of Honorary Member, and adheres to the Code of Conduct and the Objects of the Society.
- (x) “**Members Meeting**” means a Board Meeting, a Committee Meeting, a General Meeting, a Special Meeting or the Annual General Meeting.
- (y) “**Members Register**” means the list maintained by the Registrar of the Society containing the names and particulars of all Members.
- (z) “**Non-voting Member**” means a Member in Good Standing who is not eligible to vote on matters of the Society.
- (aa) “**Quorum**” means the minimum number of Members required to conduct the business of the Society.
- (bb) “**Registrar of Corporations**” means the Registrar of Corporations of and for the Province of Alberta.
- (cc) “**Registrar of the Society**” means the Member responsible for maintaining the Members Register.
- (dd) “**Sanction**” means the methods by which the Society shall act to enforce the Code of Conduct upon a Member.
- (ee) “**Special Meeting**” means a Members Meeting called pursuant to Section 6.3.
- (ff) “**Special Resolution**” means:
 - (i) a resolution passed
 - (A) at a General Meeting or Special Meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than seventy-five percent (75%) of those Members who, if entitled to do so, vote in person or by proxy,
 - (ii) a resolution proposed and passed as a Special Resolution at a General Meeting or Special Meeting of which less than twenty-one (21) days notice has been given, if all the Members entitled to attend and vote at the General Meeting or Special Meeting so agree, or
 - (iii) a resolution consented to in writing by all the Members who would have been entitled at a General Meeting or Special Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- (gg) “**Suspension**” means the temporary revocation of a Member’s privileges.
- (hh) “**Termination**” means the permanent revocation of a Member’s privileges and expulsion of the Member.
- (ii) “**Voting Member**” means a Member in Good Standing who is eligible to vote on any and all matters of the Society.

2.2 INTERPRETATION

The Bylaws shall be interpreted as follows:

- (a) The headings to articles, sections and subsections in these Bylaws are used for ease of reference only and are deemed to not form part of these Bylaws and must not be used to interpret any part of these Bylaws.
- (b) A reference to “these Bylaws” is a reference to the contents of all the Bylaws and not only one particular article, section or subsection.
- (c) A reference to “an article” is a reference to the contents of only that article.
- (d) A reference to “a section” is a reference to the contents of only that section.
- (e) A reference to “a subsection” is a reference to the contents of only that subsection.
- (f) A reference to “hereto”, “hereof”, “herein”, “hereby” “hereunder” and similar expressions refer to these Bylaws only.
- (g) Where the context requires, a reference to one gender means the other; a reference to the singular means the plural, and vice-versa; and words imparting a person include an individual, partnership, association, body corporate, trustee, executor, administrator, and legal representative.
- (h) Save as set out above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

ARTICLE 3 MEMBERSHIP

3.1 CLASSES OF MEMBERSHIP

There shall be four (4) classes of membership:

- (a) Adult Member: A Voting Member eighteen (18) years of age or older.
- (b) Family Member: A member of an immediate family of Members, one of whom is the designated Voting Member.
- (c) Honorary Member: A Voting Member who has been awarded this status after having made significant contributions to the Society in accordance with the criteria set forth by the Board.
- (d) Youth Member: A Non-voting Member less than eighteen (18) years of age.

3.2 VOTING RIGHTS

- (a) Only Voting Members are entitled to vote on any matter where a vote is permitted or required by the Act or these Bylaws.
- (b) Each Voting Member is entitled to one (1) vote on any matter with the exception of a Family Member who will be entitled to one (1) vote per family.

3.3 MEMBERSHIP FEES

- (a) The Board shall establish the fees for each class of membership each Fiscal Year.
- (b) Membership fees are due and payable to the Treasurer no later than sixty (60) days after the Annual General Meeting in order for a Member to remain in good standing.
- (c) Members who have not paid their membership fees forty-five (45) days after the Annual General Meeting will receive notice of such in writing.
- (d) Membership fees are not refundable.

3.4 ANNUAL MEMBERSHIP

Membership shall be on an annual basis and shall be current with the Fiscal Year.

3.5 MEMBER RIGHTS AND PRIVILEGES

- (a) A Member in Good Standing is entitled to:
 - 1. attend any Members Meeting, and
 - 2. inspect the books, accounts and records of the Society at an agreed upon time and place upon written request to the Board.
- (b) Any Voting Member is entitled to:
 - 1. attend and vote on any issue at any Members Meeting, and
 - 2. stand for election or appointment as a Director or Assistant to the Board.

3.6 CODE OF CONDUCT

Members shall at all times:

- (a) Promote and support the purpose and objects of the Society,
- (b) Comply with these Bylaws as set out herein,
- (c) Comply with policies of the Board,
- (d) Treat each other and members of the public with courtesy, dignity and respect,
- (e) Keep Members personal information and private affairs of the Society in confidence,
- (f) Act honestly and in good faith with a view to the best interests of the Society and its Members and in accordance with the expectations of the role or position they occupy,
- (g) Abide by this Code of Conduct as an obligation of continuing membership, and
- (h) Be subject to Sanction should they contravene this Code of Conduct. Sanction may include Suspension or Termination.

3.7 BECOMING A MEMBER

Any individual may apply to become a Member upon:

- (a) Completion of such application and provision of such information as the Board might require,
- (b) Payment of the applicable Annual Membership Fee in full, and
- (c) Approval of the Registrar of the Society.

3.8 SUSPENSION OF MEMBERSHIP

- (a) The Board may suspend any Member for any finding of unacceptable conduct pursuant to Section 3.6 for a period not exceeding ninety (90) days.
- (b) Members under Suspension are not eligible to attend any function or meeting of the Society or vote on any matter brought before the membership.
- (c) A Member facing a second Suspension within one (1) year of the end of a prior Suspension will automatically be subject to Termination pursuant to Section 3.9(d).
- (d) Any Member facing Suspension will be notified of such in writing giving the cause for the Suspension and noting the dates on which the Suspension will commence and end.

3.9 TERMINATION OF MEMBERSHIP

- (a) Membership terminates upon the death of a Member.
- (b) A Member may resign and end his or her membership at any time upon written notice to the Registrar of the Society.
- (c) If a Member has not paid the applicable Annual Membership Fee within sixty (60) days of the due date, that Member's membership is deemed to have terminated due to lapse.
- (d) The Board may terminate any Member for any finding of unacceptable conduct pursuant to Section 3.6, Section 3.8(c) or Article 8.
- (e) Members terminated under Section 3.9(c) are not eligible for re-admission in the current Fiscal Year.
- (f) Members terminated under Section 3.9(d) are not eligible for re-admission without written approval of the Board.
- (g) Any Member facing Termination will be notified of such in writing giving the cause for the Termination and noting the date on which the Termination is effective.

3.10 APPEAL OF MEMBERSHIP

- (a) A prospective new member may appeal their rejected membership application to the Registrar of the Society in writing within thirty (30) days of the date of rejection with such appeal being reviewed by the Appeals Committee.
- (b) A Member suspended under Section 3.8 or terminated under Section 3.9 may appeal such action in writing within thirty (30) days of receipt of notification by the Member with such appeal being reviewed by the Appeals Committee.

3.11 TRANSFER OF MEMBERSHIP

Membership and all rights and privileges of membership are not transferable. All such rights and privileges cease when membership terminates.

3.12 LIMITATION OF LIABILITY

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

ARTICLE 4 BOARD OF DIRECTORS

4.1 BOARD AUTHORITY

- (a) The Board is responsible for the operations of the Society.
- (b) The Board shall, subject to the Bylaws or directions given it by majority vote at any Members Meeting properly called and constituted, have full control and management of the affairs of the Society.
- (c) The powers of the Board may be exercised at any meeting at which a Quorum of the Board is present.
- (d) Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as a Quorum remains in place.

4.2 QUALIFICATIONS

In order to be nominated as a Director, a Member must:

- (a) be in good standing,
- (b) be at least eighteen (18) years of age,
- (c) meet any and all criteria as established by the Board, including but not limited to reference checks prescribed by the Board,
- (d) not be the subject of a current disciplinary proceeding by the Society,
- (e) have skills and experience commensurate with the needs of the position, and
- (f) have been a Member in Good Standing for a minimum of twelve (12) months.

4.3 ELECTION AND TERM

- (a) The election of Directors shall take place each year at the Annual General Meeting.
- (b) The nomination and election of Directors will be guided by the ex-officio member of the Board, if present.
- (c) A Member must be present at the meeting in which they are being nominated.
- (d) A Member cannot be nominated as a Director if they refuse the nomination.
- (e) The term of office for Directors is one (1) year or until the next Annual General Meeting.

4.4 BOARD ROLES AND DUTIES

- (a) The Board of Directors shall normally consist of five (5) Directors as follows:
1. President: The President shall be a signing officer of the Society and shall, when present, preside at all Members Meetings. The President is responsible for sending all notices of Members Meetings as required.
 2. Vice-President: The Vice-President shall be a signing officer of the Society and, in the absence of the President, shall preside at all Members Meetings and send all notices of Members Meetings as required.
 3. Secretary: The Secretary shall be a signing officer of the Society and shall attend all Members Meetings and keep accurate minutes of same. In the absence of the Secretary, his or her duties shall be discharged by such Member as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board. The Secretary shall be responsible for submitting annually the required documents to the Registrar of Corporations as required by the Act. The Secretary shall also act as Registrar of the Society and shall keep current the Members Register.
 4. Treasurer: The Treasurer shall be a signing officer of the Society and shall collect and receive the annual dues and assessments levied by the Society. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. The Treasurer is also responsible for the proper disbursement of funds as required. He or she shall keep such books, accounts and records as may be directed by the Board and shall present a full and detailed account of receipts and disbursements to the Board whenever requested. He or she is also responsible for keeping a current and complete inventory of the Society's assets. The Treasurer shall prepare for submission to the Annual General Meeting a statement of the full financial position of the Society, duly reviewed and approved by the Audit Committee, and submit a copy of same to the Secretary.
 5. Director-At-Large: The Director-At-Large may be a signing officer of the Society and shall be assigned duties deemed to require Board-level supervision or control. These duties may include, but will not be limited to, such things as: representing the Society at the governing body of the Calgary Model Railway Society where the Society has a seat; managing the Society's efforts at public events; building and maintaining the Society's web presence.
- (b) The immediate Past-President shall be an ex-officio Non-voting Member of the Board. He or she shall provide advice and continuity to the Board and is responsible for guiding the nominating and election process of Members to the Board at the Annual General Meeting.

4.5 TERMINATION

- (a) Any Director unable to continue in his or her duties may resign at any time giving thirty (30) days prior written notice to the Board wherever possible.
- (b) Any Director may, by Special Resolution, be removed from office for any cause which the Board may deem necessary or reasonable.

4.6 VACANCY

- (a) Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as a Quorum remains in place. Where a Quorum no longer exists, the Board shall call a Members Meeting to elect Directors to fill the vacancies.
- (b) If a Quorum exists but the Board seeks to fill a vacancy, an interim Director may be appointed by the Board. A Director so appointed will fill the term until the next Annual General Meeting.

4.7 MEETINGS OF THE BOARD

- (a) Meetings of the Board shall be held as often as may be required and shall be called and chaired by the President, or his or her designate.
- (b) A special meeting of the Board may be called on the instructions of any two (2) members of the Board provided they request in writing that the President call such a meeting.
- (c) Notice of the time and place of meetings shall be given in the manner provided for in Section 9.5 to each Director not less than forty-eight (48) hours before the meeting is to be held.
- (d) Meetings of the Board will normally be held in the city of Calgary.
- (e) Subject to the provisions of these Bylaws and the Act, meetings of the Board shall be conducted in a manner consistent with the Meeting Rules which shall be the final authority on all matters of procedure.

4.8 QUORUM

Fifty (50) percent plus one Directors shall constitute a Quorum at any Board Meeting.

4.9 VOTES TO GOVERN

At any Board Meeting every question shall, unless otherwise required by the Act or these Bylaws, be determined by a majority of the votes cast on the question by the Directors. In the case of an equality of votes cast, the Chair may, upon his or her discretion, cast a second vote to decide the question.

4.10 SHOW OF HANDS

Any question at a Board Meeting shall be decided by a show of hands (or in the case of electronic attendance, by electronic vote) of the Directors unless a Ballot thereon is demanded as hereinafter provided. Every Director shall have one (1) vote. The Chair of the meeting shall declare whether the question is carried or not and the decision shall be recorded in the minutes without an actual count being recorded.

4.11 BALLOT

On any question proposed for consideration at a Board meeting, and whether or not a show of hands has been taken thereon, any Director can demand a Ballot. A Ballot so demanded shall be taken in such manner as the Chair shall direct. Every Director shall have one (1) vote. The Chair of the meeting shall declare whether the question is carried or not by the Ballot and the decision shall be recorded in the minutes along with the votes for and against the question also being recorded.

4.12 ADJOURNMENT

- (a) The Chair of a Board Meeting may, with the consent of the Directors, adjourn the meeting.
- (b) If a Board Meeting is adjourned for less than thirty (30) days it shall not be necessary to give notice of the adjourned meeting other than by announcement at the earlier meeting.
- (c) Subject to the provisions of the Act, if a Board Meeting is adjourned for more than thirty (30) days, it shall be necessary to give formal notice in writing to every Director.

4.13 ASSISTANTS TO THE BOARD

- (a) The Board may, from time to time, appoint Assistants to the Board which may include but is not limited to:
 - 1. Archivist/Librarian,
 - 2. Show Manager, and
 - 3. Web Master.
- (b) A Member must be present at the meeting in which they are being appointed.
- (c) A Member cannot be appointed as an Assistant to the Board if they refused the appointment.
- (d) An Assistant to the Board shall be a Member in Good Standing.
- (e) A Member may hold more than one appointment.
- (f) The term of office for an Assistant to the Board is as specified by the Board.
- (g) The Board shall specify the duties of each Assistant to the Board and delegate to them any power of the Board as it sees fit.
- (h) The Board may at its discretion vary, add to, restrict or remove the powers and duties of any Assistant to the Board.
- (i) The Board may at its discretion remove any Assistant to the Board so appointed for any reason.
- (j) Any Assistant to the Board unable to continue in his or her duties may resign at any time giving thirty (30) days prior written notice to the Board wherever possible.
- (k) An Assistant to the Board will serve in their capacity until:
 - 1. He or she resigns,
 - 2. He or she is removed by the Board,
 - 3. His or her successor is appointed,
 - 4. His or her term in office ends, or
 - 5. He or she ceases to be a Member.

4.14 BOARD COMMITTEES

- (a) The Board may constitute whatever Committee it deems necessary to carry on the business of the Society and delegate to such Committee any power of the Board as it sees fit.
- (b) The Board may appoint one or more Directors or Assistants to the Board to any Committee as it deems necessary.

4.15 CONFLICT OF INTEREST

- (a) Any Director or Assistant to the Board who is a party to or has a material interest in any person who is a party to a contract or proposed contract with the Society shall disclose the nature and extent of his or her interest immediately upon becoming aware of it.
- (b) Any Director or Assistant to the Board having declared such a conflict is not entitled to move or second any motion or to vote at any meeting on any matter regarding said contract or proposed contract.

4.16 ELECTRONIC ATTENDANCE

A Director or an Assistant to the Board may participate in a meeting of the Board or of a Committee by means of telephone or other electronic communication device or facility as permit all persons participating in the meeting to hear each other and a Director or an Assistant to the Board participating in a meeting by such means is deemed to be present at the meeting.

ARTICLE 5 PROTECTION OF DIRECTORS AND ASSISTANTS TO THE BOARD

5.1 LIMITATION OF LIABILITY

- (a) Every Director and Assistant to the Board in exercising his or her powers and discharging his or her duties shall act openly, honestly and in good faith with the view to the best interests of the Society and its Members and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) Subject to the foregoing, no Director or Assistant to the Board shall be liable for the acts, receipts, neglects or defaults of any other Director or Assistant to the Board, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society.

5.2 INDEMNITY

The Society shall indemnify a Director or Assistant to the Board, a former Director or Assistant to the Board, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she was made party by reason of being or having been a Director or Assistant to the Board or such body corporate, if:

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

The Society shall also indemnify such person in other such circumstances as the Act permits or requires. Nothing in these Bylaws limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of these Bylaws.

ARTICLE 6 MEMBERS MEETINGS

6.1 ANNUAL GENERAL MEETING

The Board shall call the Annual General Meeting within one (1) month of the end of the current Fiscal Year, at such place as the Board sees fit, for the purpose of:

1. considering the annual statements required by the Act to be placed before the Annual General Meeting,
2. receiving annual reports of the Directors,
3. receiving reports of Assistants to the Board and Board Committees as required,
4. nominating and electing Directors,
5. appointing or electing Members to the Audit Committee,
6. appointing or electing Members to the Appeals Committee,
7. reviewing appointments of Assistants to the Board, and
8. transacting such other business as may properly be brought before the meeting.

6.2 GENERAL MEETINGS

General Meetings may be called at any time by the President or the Board.

6.3 SPECIAL MEETINGS

A Special Meeting shall be called by the President or the Board:

- (a) to deal with any matter of special urgency, or
- (b) upon receipt of a petition signed by one-third (1/3) of the Members in good standing, setting forth the reasons for calling such a meeting.

6.4 NOTICE OF MEETINGS

Notice of the time and place of any Members Meeting shall be given in the manner provided for in Section 9.5 to every Member in Good Standing, and:

- (a) in the case of a General Meeting not less than fourteen (14) days before the date of the meeting,
- (b) in the case of the Annual General Meeting not less than twenty-one (21) days before the date of the meeting, and
- (c) in the case of a Special Meeting not less than three (3) days before the date of the meeting.

6.5 QUORUM

Fifty (50) percent plus one Voting Members in good standing shall constitute a Quorum at any Members Meeting.

6.6 PROXIES

Except as specifically requested and authorized by the Board, proxy representation is not allowed. A Member entitled to vote at a Members Meeting must attend personally to cast their vote.

6.7 VOTES TO GOVERN

At any Members Meeting every question shall, unless otherwise required by these Bylaws or the Act, be determined by a majority of the votes cast on the question by Voting Members. In the case of an equality of votes cast, the Chair may, upon his or her discretion, cast a second vote to decide the question.

6.8 SHOW OF HANDS

Any question at a Members Meeting shall be decided by a show of hands (or by electronic vote where necessary and authorized by the Board) of Voting Members unless a Ballot thereon is demanded as hereinafter provided. Every Voting Member shall have one (1) vote except in the case of Family Members where one (1) vote per family is allowed. The Chair of the meeting shall declare whether the question is carried or not and the decision shall be recorded in the minutes without an actual count being recorded.

6.9 BALLOT

On any question proposed for consideration at a Members Meeting, and whether or not a show of hands has been taken thereon, any Voting Member in Good Standing can demand a Ballot. A Ballot so demanded shall be taken in such manner as the Chair shall direct. Every Voting Member shall have one (1) vote except in the case of Family Members where one (1) vote per family is allowed. The Chair of the meeting shall declare whether the question is carried or not by the Ballot and the decision shall be recorded in the minutes along with the votes for and against the question also being recorded.

6.10 PROCEDURE

Subject to the provisions of these Bylaws and the Act, meetings shall be conducted in a manner consistent with the Meeting Rules which shall be the final authority on all matters of procedure.

6.11 ADJOURNMENT

- (a) The Chair of a Members Meeting may, with the consent of the Members, adjourn the meeting.
- (b) If a Members Meeting is adjourned for less than thirty (30) days it shall not be necessary to give notice of the adjourned meeting other than by announcement at the earlier meeting.
- (c) Subject to the provisions of the Act, if a Members Meeting is adjourned for more than thirty (30) days, it shall be necessary to give formal notice to each Member in Good Standing in the manner provided for in Section 9.5.

ARTICLE 7 FINANCIAL MATTERS

7.1 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, and in particular by the issue of Debentures, but this power shall be exercised only under the authority of the Society as a whole, and in no case shall Debentures be issued without approval by Special Resolution.

7.2 ANNUAL AUDIT

- (a) The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by the Audit Committee.
- (b) A complete and proper statement of the standing of the books, accounts and records as at the end of the previous Fiscal Year shall be submitted by such auditor at the Annual General Meeting. Upon acceptance of the Voting Members, the Secretary shall be responsible for submitting the required documents to the Registrar of Corporations as required by the Act.

7.3 FISCAL YEAR

The Fiscal Year shall be set by the Board but normally shall commence on May 1 of each year and shall end on April 30 of the following year.

7.4 RENUMERATION

Unless authorized at any Members Meeting and after notice for same shall have been given in writing, no Director, Assistant to the Board, or Member shall receive any remuneration for his or her services or be reimbursed for his or her expenses.

ARTICLE 8 DISPUTE RESOLUTION

8.1 RESOLVING DISPUTES

- (a) A dispute arising out of the affairs of the Society and between any Members or between the Society or a Director or Assistant to the Board and:
 - 1. a Member or person who is aggrieved and who has for not more than six (6) months ceased to be a Member, or
 - 2. a person claiming through the Member, or
 - 3. an aggrieved person,
shall be directed to the Appeals Committee.
- (b) A decision made pursuant to an Appeal to the Appeals Committee can be appealed to an arbitrator.
- (c) Appeals resulting from Section 8(b) will be referred to the ADR Institute of Alberta and will be governed by their rules and procedures and will be regulated by the *Arbitration Act (Alberta)*.
- (d) The cost of Arbitration will be shared equally by the parties.
- (e) Decisions rendered through Arbitration are binding and final.

ARTICLE 9 MISCELLANEOUS PROVISIONS

9.1 RESCISSION OR ALTERATION

The Bylaws contained herein shall not be rescinded, altered or added to except by Special Resolution.

9.2 PROCEEDINGS

The Board shall cause all minutes of proceedings of all Member Meetings to be properly recorded.

9.3 REGISTER OF MEMBERS

- (a) The Registrar of the Society shall maintain a Members Register containing the name of every person admitted as a Member, together with the following particulars:
 - 1. Full name,
 - 2. Mailing address,
 - 3. Telephone number,
 - 4. Electronic mail address (if applicable),
 - 5. Class of membership,
 - 6. Membership number,
 - 7. Position or role (if applicable),
 - 8. Date of admission,
 - 9. Date of termination,
 - 10. Reason for termination.
- (b) Based on information provided by a Member, the Registrar of the Society may change the particulars of the Member.
- (c) The Registrar of the Society shall permit any Member to inspect the Members Register without payment of a fee.
- (d) The Registrar of the Society shall, upon written request, provide a copy of the Members Register to any Member without payment of a fee.
- (e) Except as required by the Act, or as part of an official request by the Registrar of Corporations, or as part of an official investigation by a law enforcement agency, a Members particulars shall not be shared with an external party without the prior written consent of the Member.
- (f) Requests by external parties for release of information from the Members Register must be made in writing and will be reviewed and approved by the Board before being placed before a Member or the membership as a whole for their consideration and consent.

9.4 BOOKS AND RECORDS

- (a) The Board shall cause all necessary books, accounts and records of the Society required by the Act or by any applicable statute to be regularly, properly and safely kept. Such records, upon review and acceptance by the Members, become official records of the Society.
- (b) The books, accounts and records of the Society may be inspected by any Member at the Annual General Meeting or at anytime upon giving reasonable written notice and arranging a time and place satisfactory to the Director or Directors having charge of same. Each member of the Board shall at all times have access to such records.
- (c) Inactive, historical and other records not required in the regular operation of the Society shall be forwarded to the Archivist for proper inventorying and archiving.

9.5 NOTICES

- (a) Any notice to be given pursuant to these Bylaws or the Act, to any Member in Good Standing shall be sufficiently given if:
 - 1. delivered personally to the Member at the Member's address as recorded on the Members Register,
 - 2. mailed to the Member at the Member's mailing address as recorded on the Members Register, or
 - 3. sent electronically to the Member at the Member's electronic mail address as recorded on the Members Register.
- (b) A notice so delivered shall be considered to have been given to the Member when it was delivered, mailed or sent.
- (c) In computing the date by which notice must be given under any provision requiring a specified number of days notice, the date of giving the notice shall be excluded and the date of the meeting shall be included.
- (d) Accidental omission to give notice or non-receipt of such notice for whatever reason shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- (e) Any Member entitled to attend a meeting of Members may at any time and for any reason waive any notice or waive or abridge the time for any notice required to be given to him or her under these Bylaws or the Act. Such waiver, whether given before or after the meeting shall cure any default in the giving or the time of such notice as the case may be. Such waiver or abridgement must be given in writing, except in the case of a Members Meeting or a Meeting of the Board or a Committee of the Board, in which case the waiver or abridgement may be given in any manner.

9.6 RESOLUTION TO DISSOLVE

- (a) The Board may move to dissolve the Society only at a Special Meeting.
- (b) In the event of dissolution, a full and complete audit of the assets and liabilities of the Society shall be undertaken forthwith.
- (c) Upon completion of the audit and after all debts and liabilities have been paid, any remaining assets of the Society shall be liquidated with the proceeds being distributed to recognized societies or charities in Canada at the discretion of the Board.

9.7 EFFECTIVE DATE

These Bylaws shall come into force, subject to approval by Voting Members, when registered with the Registrar of Corporations.
