

**AMENDED BY-LAWS OF  
THE EDMONTON HUMANE SOCIETY FOR THE PREVENTION OF CRUELTY TO  
ANIMALS  
(Date Approved: 7 June 2016)**

**ARTICLE 1 - INTERPRETATION**

**1.01 Definitions**

Unless otherwise provided in these By-laws, the following terms have the following meanings:

- (a) “Annual General Meeting” means a general meeting of the Members duly called, constituted and conducted in accordance with these By-laws;
- (b) “Board” means the Board of Directors;
- (c) “By-laws” means these By-laws together with any amendments to or replacements of these By-laws duly passed by the Members by Special Resolution;
- (d) “Director” means any person occupying the position of Director (by whatever name called) who are duly elected or appointed by the Members from time to time in accordance with these By-laws;
- (e) “Family” means two persons, over 18 years of age, residing at the same address;
- (f) “Majority” means a simple majority of not less than 51% of those Directors or Members who are entitled to vote in person or by Proxy;
- (g) “Member” means any person who is duly approved as a Member of the Society from time to time in accordance with these By-laws;
- (h) “Officers” means any person occupying the position of Officer (by whatever name called) who are duly elected or appointed by the Directors from time to time in accordance with these By-laws;
- (i) “Ordinary Resolution” means
  - (1) a resolution passed
    - (A) at a general meeting or special meeting of either the Board or the Members for which notice has been duly given and that specifies the intention to propose the resolution; and
    - (B) by the vote of not less than the Majority;
  - (2) a resolution proposed and passed as an Ordinary Resolution at a general meeting or special meeting of either the Board or the Members for which

notice has been duly given and all the Directors or Members entitled to attend so agree; or

- (3) a resolution consented to in writing by all the Directors or 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;
- (j) “Proxy” means a duly completed written authorization to vote for a Member in that Member’s place and the form of written authorization has been issued or approved by the Directors;
- (k) “Societies Act” means the *Societies Act* of Alberta, as amended from time to time, and every statute that may be substituted therefore and in the case of any such amendment or substitution, any reference in these By-laws to the Societies Act shall be read as referring to the amended or substituted provisions therefore;
- (l) “Society” means the Edmonton Humane Society for the Prevention of Cruelty to Animals;
- (m) “Special Majority” means a special majority of not less than 75% of those Directors or Members who are entitled to vote in person or by Proxy;
- (n) “Special Resolution” means
  - (1) a resolution passed
    - (A) at a general meeting or special meeting of either the Board or the Members for which notice has been duly given in accordance with the Societies Act and that specifies the intention to propose the resolution; and
    - (B) by the vote of not less than the Special Majority;
  - (2) a resolution proposed and passed as a Special Resolution at a general meeting or special meeting of either the Board or the Members for which notice has been duly given and all the Directors or Members entitled to attend so agree; or
  - (3) a resolution consented to in writing by all the Directors or 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.

## **1.02 Number and Gender**

Words importing the singular number only in these By-laws include the plural number and vice versa and words importing one gender only in these By-laws include all genders.

### **1.03 Headings**

The headings used in these By-laws are for ease of reference only and shall not affect the meaning or the interpretation of these By-laws.

## **ARTICLE 2 - JURISDICTION**

### **2.01 Territorial Jurisdiction**

The territorial jurisdiction of the Society is the City of Edmonton and, in the discretion of the Board, areas surrounding the City of Edmonton.

## **ARTICLE 3 - MEMBERS**

### **3.01 Categories of Membership**

Members of the Society shall belong to one of the following categories of membership:

(a) Regular Membership

Any person who is 18 years of age or older who supports the objects of the Society and who has paid annual membership fees in full as a Regular Member.

Each person who holds Regular Membership may vote in accordance with these By-Laws;

(b) Family Membership

Persons who occupy a common housing unit, at least one of whom is 18 years of age or older, who support the objects of the Society and who have paid annual membership fees in full as a Family Member.

A maximum of two persons 18 years of age or older per Family Member may vote in accordance with these By-Laws.

(c) Senior Membership

Any person who is 60 years of age or older who supports the objects of the Society and who has paid annual membership fees in full as a Senior Member.

Each person who holds Senior Membership may vote in accordance with these By-Laws.

(d) Corporate Membership

Any incorporated entity who supports the objects of the Society and who has paid annual membership fees in full as a Corporate Member.

A Corporate Member is not entitled to vote.

(e) Associate Membership

Any employee or volunteer of the Society who supports the objects of the Society and who has paid the annual membership fees in full as an Associate Member.

An Associate Member is not entitled to vote.

### **3.02 Member Status**

A person shall become a Member of the Society upon satisfaction of the following criteria:

- (a) Submission to the Board of a membership application in a form prescribed by the Board from time to time;
- (b) Approval by the Board or its delegate of the membership application, such approval to be in accordance with membership criteria established by the Board from time to time and stated within a duly adopted Board policy;
- (c) Full payment of the applicable annual membership fees as established by the Board from time to time and stated within a duly adopted Board policy.

### **3.03 Register of Members**

- (a) The Society shall maintain a register of Members containing the names of all Members together with the following particulars of each Member:
  - (i) full name and address;
  - (ii) category of membership;
  - (iii) the date on which such Member was duly approved as a Member;
  - (iv) The date on which such Member ceases to be a Member in accordance with these By-laws.
- (b) Any Member is entitled to inspect the register of Members at the registered office of the Society on any regular business day and during such hours and on such conditions as may be determined by the Board from time to time.

### **3.04 Membership Fees**

- (a) Membership fees applicable to each category of membership shall be determined by the Board from time to time.
- (b) The date for which annual membership fees applicable to each category of membership are due and payable to the Society shall be established by the Board from time to time and stated within a duly adopted Board Policy. Without limiting the Board's discretion or the generality of the foregoing, the Board may set the date for

which annual membership fees are due and payable to the Society in conjunction with the anniversary date of approval of that Member's application for membership.

### **3.05 Voting Rights of Members**

All Members are entitled to vote at an Annual General Meeting or at a Special Meeting of the Members, subject to the following restrictions:

- (a) Members who are under 18 years of age are not entitled to vote;
- (b) Members who have been Members for less than 90 days prior to the meeting in question are not entitled to vote at such meeting;
- (c) Corporate Members are not entitled to vote;
- (d) Associate Members are not entitled to vote;
- (e) A maximum of two persons 18 years of age or older per Family Member may vote in accordance with these By-Laws;

### **3.06 No Transfer of Member Status**

Member Status may not be assigned or transferred.

### **3.07 Meetings of Members**

The terms and conditions governing meetings of the Members are as follows:

- (a) an Annual General Meeting must be held no later than the end of June in each calendar year on such day, at such time and at such place as the Board shall determine;
- (b) a special meeting of the Members shall be called upon satisfaction of one of the following:
  - (i) by call of the Society's Chair upon receipt of a written request from a Special Majority of Directors;
  - (ii) by call of the Society's Chair upon receipt of a written request from a Majority of Members.

### **3.08 Notice of Meetings of Members**

Notice of a meeting of the Members must be given in accordance with the following criteria:

- (a) not less than 21 days before such meeting is scheduled to be convened; and
- (b) in writing by one of the following means:
  - (i) postmarked and mailed to each Member;

- (ii) sent by electronic transmission to each Member including social media platforms;
- (iii) published in a newspaper circulating in the Edmonton area; or
- (iv) posted on the Society's website.

Notice of a meeting of the Members must set out the purpose of the meeting. Notice of a meeting must set out how and when a Proxy shall be duly completed and returned for the purposes of voting in accordance with Article 3.10.

Notice of a meeting need not reproduce the text of any Ordinary or Special Resolution to be considered at such meeting provided that the notice gives a general description of such Ordinary or Special Resolution and gives an address at which the text of such Ordinary or Special Resolution may be obtained.

Any Member may propose an Ordinary or Special Resolution to be considered at a meeting of the Members. Notwithstanding the foregoing, all notices of meetings must be given not less than 21 days before such meeting is scheduled to be convened and must provide notice of all resolutions to be considered at same. Notice of a meeting shall include a general description of such Ordinary or Special Resolution in accordance with this Article 3.08. Members shall submit proposed resolutions in a timely manner but the Board shall determine the next meeting at which a proposed resolution may be considered in order to satisfy all notice requirements applicable thereto.

No error or omission in giving notice of any meeting of the Members invalidates such meeting or invalidates or make void any proceedings taken at such meeting.

### **3.09 Proceedings of Meetings of Members**

The business at an Annual General Meeting shall be:

- (a) to receive and consider the report of the Board;
- (b) to receive and consider the report of the auditors of the Society for the most recent fiscal year;
- (c) to elect Directors;
- (d) to consider any resolution or resolutions of which due notice has been given in accordance with these By-laws.

The business at a Special Meeting of the Members shall be restricted to the business set out in the notice of that Special Meeting.

A quorum at any meeting of the Members is 40 voting members in good standing. If a quorum is not present within 30 minutes after the time at which such meeting is to commence, then the following apply:

- (a) such meeting shall be postponed for a period of not more than 28 days and such meeting must be held on such date, such time and at such place as the Chair of the Society may designate;
- (b) at such postponed meeting, those Members present constitute a quorum provided that at least 2 days' prior written notice of such postponed meeting has been given in the manner described in Article 3.08.

The Chair of the Society shall preside over any meeting of the Members and, at his or her discretion, the Chair may delegate such duties a Director.

All meetings of the Members shall be conducted in accordance with these By-laws and where these By-laws are silent, such meeting shall be conducted in accordance with the most recent edition of "Robert's Rules of Order Newly Revised" or any summary thereof.

### **3.10 Voting at Meetings of Members**

Every question at a meeting of the Members shall be decided by a Majority of the votes of the Members unless otherwise required by these By-laws or by the Societies Act.

Voting at a meeting of the Members may take place in person or by Proxy.

The form of Proxy shall be issued or approved by the Directors in the notice of meeting of the Members pursuant to these By-Laws.

Immediately prior to or during the proceedings of a meeting of the Members, the Chair or his/her delegate shall inspect each Proxy for due completion. The decision whether a Proxy has been duly completed shall be made in the sole discretion of the Chair or his/her delegate in accordance with these By-Laws.

If there is an equality of votes, then the Chair of such meeting has a casting vote in order to eliminate such equality.

### **3.11 Limitation of Liability of Members**

No Member, in the Member's individual capacity, is liable for a debt or liability of the Society.

### **3.12 Termination of Membership**

A Member's membership in the Society terminates on the occurrence of one or more of the following events:

- (a) the Board receives written notice from such Member stating that the Member wishes to terminate his, her or its membership in the Society or otherwise withdraw from the Society;

- (b) such Member fails to pay his, her or its membership fees applicable to any given calendar year by the date set by the Board for payment of such membership fees pursuant to Section 3.04;
- (c) such Member dies;
- (d) in the case of a person who is an Associate Member, the person ceases to be an employee or volunteer of the Society;
- (e) An *ad hoc* committee of the Board composed of at least 5 Directors, on review of the conduct of such Member, decides to expel such Member on the basis that such Member has conducted himself, herself or itself in any improper or unbecoming manner which is likely to endanger the interest or reputation of the Society or on the basis that such Member has willfully breached these By-laws. The decision of the *ad hoc* committee of the Board shall be made in its unfettered discretion and is not subject to appeal. The decision of the *ad hoc* committee of the Board shall be effective on the date of the decision notwithstanding that notice of the decision may occur at a later date. On the termination of any Member's membership in the Society, all rights, claims and interest of such Member in the Society, including but not restricted to any refund of membership fees, are forfeited by such Member.

## **ARTICLE 4 - BOARD OF DIRECTORS**

### **4.01 Number of Directors**

The Board shall consist of such a number of Directors as the Board may determine from time to time at an Annual General Meeting provided that there shall be not less than 10 Directors and not more than 15 Directors at any given time.

### **4.02 Powers of Directors**

Subject to the provisions of these By-laws and the Societies Act, the Board shall govern the business and affairs of the Society and exercise all such powers of the Society that are not required to be exercised by the Members. Without restricting the generality of the foregoing, the Board is empowered to:

- (a) receive donations, bequests, funds, trusts, benefits and property for the purpose of furthering the objects of the Society provided that the Board in its absolute and unfettered discretion may refuse to accept any donations, bequests, funds, trusts, benefits and property;
- (b) borrow money on the credit of the Society;
- (c) mortgage, charge, hypothecate or pledge any real or personal property of the Society in order to secure any obligation or liabilities of the Society;
- (d) establish and maintain a banking relationship with one or more chartered banks, trust companies, credit unions or treasury branches and, in that regard:

- (i) open one or more bank accounts;
- (ii) designate signing officers for the signing of cheques, bills of exchange, promissory notes or other evidence of indebtedness or orders for the payment of money;
- (e) appoint Officers, agents and employees of the Society to perform such duties as may be prescribed by the Board or these By-laws;
- (f) institute and amend policies, procedures and standards of conduct of the Society's business and affairs;
- (g) establish committees of the Board, standing or otherwise, as the Board considers necessary or desirable in order to carry on the business and affairs of the Society and, for such purpose, the Board may delegate any of its power to such committees provided that at least one member of each such committee is a Director;
- (h) exercise any powers which, in the opinion of the Board, pertain to or promote the carrying out of the objects of the Society.

#### **4.03 Qualifications of Directors**

Each Director to be elected to the Board shall meet all of the following qualifications:

- (a) a Member in good standing for a period of at least 30 days prior to the Annual General Meeting ;
- (b) 18 years of age or older;
- (c) is knowledgeable of and supports the objects and Bylaws of the Society;
- (d) is not an employee of the Society; and
- (e) such additional criteria and qualifications as may be established by the Board from time to time and stated in a duly adopted Board policy.

#### **4.04 Election or Appointment of Directors**

The terms and conditions governing the election or appointment of Directors are as follows:

- (a) Directors shall be elected by the Members at an Annual General Meeting;
- (b) Directors shall be elected from the list of eligible persons presented at the Annual General Meeting by a committee of the Board duly constituted for that purpose. Nomination must be received by the committee at least 30 days prior to the Annual General Meeting;
- (c) Directors shall be elected by secret ballot of the Members and the Directors elected to fill the vacant positions shall be that number of the candidates who receive the highest number of votes;

- (d) Directors shall be elected for a term of 2 years. Each term shall commence on the date on the Annual General Meeting at which the Director is elected. Where a vacancy is filled in accordance with (f), below, such partial term served prior to the next Annual General Meeting shall be deemed to be a term;
- (e) no Director is entitled to remain as a Director for more than 4 consecutive terms;
- (f) any vacancy occurring in the Board between each Annual General Meeting shall be filled in a timely manner by persons appointed by the Majority of the Board provided that such newly appointed Directors hold office only until the next Annual General Meeting and are Members of the Society at the time of appointment.

#### **4.05 Removal of Directors**

The terms and conditions governing the removal of a Director are as follows:

- (a) a Director is deemed to have resigned immediately on such Director ceasing to meet all of the qualifications set out in Section 4.03;
- (b) any Director may be removed for any reason by a Special Resolution passed by the Members in attendance at a meeting;
- (c) any Director, who without prior notice to the Board, is absent from 3 consecutive meetings of the Board or committee, may be removed by the Board by a resolution passed by a majority of at least 2/3 of the Directors present at a meeting of the Board duly held and constituted;
- (d) if any Director demonstrates a lack of interest in the Society by inactivity or if any Director is incompetent or unable to handle his or her elected or appointed tasks or if any Director conducts himself or herself in an improper or unbecoming manner which is likely to endanger the interest or reputation of the Society, then such Director may be removed from the Board by a resolution passed by a majority of at least 2/3 of the Directors present at a meeting of the Board duly held and constituted;
- (e) any Director who is removed from the Board in accordance with this Section 4.05 has the right to receive notice of and reasons for such removal but such Director has no right to appeal such removal.

#### **4.06 Meetings of Directors**

The terms and conditions governing meetings of the Board are as follows:

- (a) Regular meetings of the Board shall be held at such times and at such places as the Board may from time to time determine provided that at least 4 meetings of the Board shall be held in each fiscal year of the Society;
- (b) a special meeting of the Board may be convened at any time or any place on proper notice by the Chair of the Society;

- (c) notice of meetings of the Board shall be given to each Director not less than 2 days before the meeting is to take place and such notice may be delivered, telephoned, or e-mailed or included as part of the minutes of a previous meeting of the Board provided that any meeting of the Board may be held at any time without formal notice if all of the members of the Board are present or those present have waived notice and those absent have signified their consent in writing to the meeting being held in their absence or without notice;
- (d) notice or any meeting of the Board or any irregularity in any meeting or notice thereof may be waived by any Director and no error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Director may at any time waive notice of any such meetings and may ratify and approve any and all proceedings taken at such meetings;
- (e) a quorum at any meeting of the Board is 2/3 of the members of the Board;
- (f) each Director has one vote and all matters shall be decided by a Majority of votes provided that if there is an equality of votes, then the Chair of the meeting of the Board has a casting vote in order to eliminate such equality;
- (g) motions and voting on motions can occur via electronic communication;
- (h) in limited cases, if attendance in person or by teleconference or other electronic means is not possible, a Director may be allowed to vote by means of an electronic ballot made available in advance of the meeting. The vote in the ballot can be counted only if the motion that is on the floor at the meeting is identical to that contained in the electronic ballot. All background material made available to Directors at the meeting must also have been made available in advance to Directors exercising their vote by electronic ballot;
- (i) any Director may participate in a meeting of the Board by means of telephone or other communication facility that permits all persons participating in the meeting to hear each other and any Directors participating in a meeting by such means are deemed to be present in person at the meeting;
- (j) the Chief Executive Officer (CEO) of the Society is entitled to attend all regular meetings of the Board and may be invited to attend special meetings of the Board, and meetings of committees of the Board provided that:
  - (i) the CEO is not entitled to vote at meetings of the Board;
  - (ii) the CEO is not entitled to vote at meetings of committees of the Board when invited to participate in the meeting;
- (k) the Board may invite any interested persons to attend any meeting of the Board provided that such invitees are not entitled to vote at such meeting.

#### **4.07 Designation of Officers**

The Officers shall be as follows:

- (a) Chair;
- (b) Chair, Finance Committee/Treasurer;
- (c) First Vice-Chair;
- (d) Second Vice-Chair;
- (e) CEO;
- (f) Any other Officer designated by the Board.

#### **4.08 Qualifications of Officers**

Each Officer, other than the CEO, shall be a Director at all times he or she is an Officer.

#### **4.09 Election or Appointment of Officers**

The terms and conditions governing the election or appointment of Officers, other than the CEO, are as follows:

- (a) all Officers hereof shall be elected by the Board within 10 days following an Annual General Meeting;
- (b) all Officers shall be elected from the list of eligible persons presented by the committee of the Board duly constituted for that purpose, or from the list of eligible persons duly nominated from the floor at an Annual General Meeting, or from any combination of both such lists;
- (c) all Officers shall be elected by secret ballot of the Board and the Officers elected to fill the vacant positions shall be that number of candidates who receive the highest number of votes;
- (d) each Officer shall be elected for a term of one year only;
- (e) no Officer shall hold the same designated office for more than 3 consecutive terms;
- (f) any vacancy occurring in the Officers shall be promptly filled by persons appointed by the Board at their next meeting provided that such newly appointed Officers shall hold office only for the balance of the term of such office.

#### **4.10 Duties and Responsibilities of Officers**

- (a) Chair

The Chair shall:

- (i) preside at all meetings of the Board and at all meetings of the Executive Committee and, at his or her discretion, may appoint a person to chair any meeting of the Board or of the Executive Committee;
- (ii) is an ex-officio member of all committees of the Board; and
- (iii) shall perform such other duties as may be specified from time to time by the Board or these By-laws.

In the absence of the Chair, the First Vice-Chair shall perform the Chair's duties and responsibilities and, in the absence of both the Chair and First Vice-Chair, the Second Vice-Chair shall perform the Chair's duties and responsibility.

(b) First Vice-Chair

The First Vice-Chair shall:

- (i) perform the duties and responsibilities of the Chair in the absence of the Chair; and
- (ii) perform such duties as may be specified from time to time by the Board or these By-laws.

(c) Second Vice-Chair

The Second Vice-Chair shall:

- (i) perform the duties and responsibilities of the Chair in the absence of the First Vice-Chair and the Chair;
- (ii) perform such duties as may be specified from time to time by the Board or these By-laws;
- (iii) ensure that accurate minutes of the Society and Directors are prepared and kept.

(d) Chair, Finance Committee/Treasurer

The Chair, Finance Committee/Treasurer:

- (i) has charge of the corporate seal of the Society;
- (ii) is responsible for monitoring the financial affairs of the Society;
- (iii) in conjunction with the Society's auditor, shall present audited financial statements of the Society for submission to the Board and Members at the Annual General Meeting;
- (iv) shall monitor expenditures as compared with budgeted expenditures and recommend corrective action when required.

(e) CEO

The CEO:

- (i) is the chief executive officer of the Society;
- (ii) shall manage the business and affairs of the Society in accordance with the policies of the Board and these By-laws;
- (iii) shall represent the Society in its dealing with the public in accordance with the policies of the Board;
- (iv) shall manage all staff and administrative functions of the Society;
- (v) is responsible for the activities of the Society's Peace Officers except where those activities are regulated by legislation;
- (vi) shall perform such other duties as may be specified from time to time by the Board or the By-laws.

#### **4.11 No Remuneration**

All Officers and Directors, other than the CEO, shall serve the Society without remuneration provided that the Board is entitled to reimburse any Officer for all reasonable, authorized and substantiated expenses incurred by such Officer with respect to the business and affairs of the Society.

### **ARTICLE 5 - COMMITTEES**

#### **5.01 List of Committees**

The committees of the Board may consist of the following:

- (a) Executive Committee;
- (b) Finance Committee;
- (c) Legal / IT Committee;
- (d) Programs and Services Committee; and
- (e) Public Policy Committee
- (f) Any other committees as may be established from time to time by the Board.

Except as may otherwise be provided in these By-laws or by the Board, each committee shall consist of at least one Director and shall report to the Board.

The subject matter of responsibility, membership, notice requirements, procedure for voting, quorum and other rules regarding meetings of a committee shall be determined by that committee from time to time in a Terms of Reference document.

## **ARTICLE 6 - ACCOUNTS**

### **6.01 Accounts**

The Board shall cause accounts to be kept of all assets and liabilities of the Society, all money received and expended by the Society and all matters in respect of which such receipts and expenditures took place.

### **6.02 Fiscal Year**

The fiscal year of the Society ends on the 31<sup>st</sup> day of December in each year or such other date as may from time to time be determined by the Board.

### **6.03 Auditor**

The Board may from time to time appoint a duly qualified registrant under Alberta's *Regulated Accounting Profession Act*, as amended, as the auditor of the Society and such person shall hold office for such period of time as the Board may determine.

### **6.04 Annual Audit**

The books, accounts and records of the Society shall be audited at least once yearly by the auditor of the Society.

### **6.05 Financial Statements**

An audited financial statement setting out the Society's assets, liabilities, income and expenses shall be prepared on an annual basis and presented at each Annual General Meeting.

## **ARTICLE 7 - BOOKS AND RECORDS**

### **7.01 Books and Records**

The Board shall ensure that all necessary books and records of the Society required by the Societies Act or these By-laws or by any other applicable statute or law is regularly and properly kept by the Society.

### **7.02 Records Office**

The books of account, minute book and other books and records of the Society shall be kept at such place in the Province of Alberta as the Board thinks fit and such books of account, minute book and other books and records shall be open for inspection by any Director at any reasonable time.

### **7.03 Inspection of Books and Records by Members**

- (a) The minute book of the Society may be inspected by any Member in good standing at any Annual General Meeting.
- (b) Any Member in good standing who wishes to inspect the books of account, minute book or other books and records of the Society shall forward a written request to the Board and, at the Board's next meeting, the Board shall designate a time and place at which such books of account, minute book and other books and records of the Society may be inspected by such Member.
- (c) No Member is entitled to remove the books or account, minute book or other books and records of the Society from the Society's records office.
- (d) Any Member in good standing wishing to copy any portion of the books of account, minute book or other books and records of the Society shall indicate that desire in such Member's written request to the Board and the Board shall be entitled, in its absolute and unfettered discretion, to determine whether or not such request is granted.
- (e) All inspections of the books of account, minute book or other books and records of the Society by a Member in good standing shall be performed in the presence of a Director or Officer and if the duration of the inspection exceeds one hour, then such Director or Officer is entitled to receive payment from such inspecting Member at such reasonable hourly rate as the Board may determine from time to time.

## **ARTICLE 8 - EXECUTION OF DOCUMENTS AND SEAL**

### **8.01 Signing Officers**

Unless otherwise resolved by the Board with respect to any specific document, all contracts, documents or other instruments in writing (excluding cheques) requiring execution and delivery by the Society shall be signed and delivered by any 2 Officers or the CEO of the Society and any Officer and all contracts, documents or other instruments in writing so signed shall be binding on the Society without any further authorization or formality.

### **8.02 Seal**

The Board may adopt a corporate seal, which shall be the common seal of the Society. The corporate seal of the Society shall be kept under the control of the Board and shall be kept at such place as may be determined by the Board. The corporate seal of the Society shall be affixed to such documents and instruments under the hand of such persons as may from time to time be authorized by the Board.

## **ARTICLE 9 - AMENDMENT OF BY-LAWS**

### **9.01 Special Resolution**

The By-laws shall not be rescinded, altered or amended except by a Special Resolution of the Members.

### **9.02 Registration of Amendments.**

Each rescission, alteration or amendment to these By-laws shall be registered with the Registrar of Corporations (Alberta) in accordance with the Societies Act.

## **ARTICLE 10 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

### **10.01 Dissolving the Society**

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

### **10.02 Distributing Assets**

If the Society is dissolved, any funds or assets remaining after the payment of the Society's debts shall be paid to a registered charitable organization that has objects similar to those of the Society as determined by Special Resolution of the Board. Members shall not receive any assets of the Society upon dissolution.