GENERAL OPERATING BYLAW

Calgary Axemen Lacrosse Club

(the "**Society**")

A bylaw relating generally to the conduct of the activities and affairs of the Society.

WHEREAS Calgary Axemen Lacrosse Club is an incorporated society constituted under the *Societies Act* (Alberta), RSA 2000, c S-14*;*

BE IT ENACTED as a bylaw of the Society as follows:

ARTICLE 1 - INTERPRETATION

1.01 Definitions

In this Bylaw and all other Bylaws of the Society, unless the context otherwise requires:

(a) "**Act**" means the *Societies Act* (Alberta), RSA 2000, c S-14, including any regulations made pursuant to the Act and any statute or regulations that may be substituted for the Act, as amended from time to time;

(b) "**Application**" means the original or restated application to constitute a society under the Act, including any amendments thereto;

(c) "**Auditor**" has the meaning provided in section 2.06 of this Bylaw;

(d) "**Audited Financial Statement**" means a financial statement setting out a complete and proper statement of the standing of the books for the financial year, including the income, disbursements, assets and liabilities of the Society, audited and signed by the Society's auditor in accordance with the Act;

(e) "**Board**" means the Directors of the Society from time to time;

(f) "**Bylaw**" means this bylaw and any other bylaws of the Society which are, from time to time, in force and effect;

(g) "**Chair of the Board**" shall have the meaning provided in ARTICLE 7;

(h) "**Director**" means a director of the Society;

(i) "**Electronic Means**" in respect of attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms, or as otherwise defined in the Act;

(j) "**Entity**" means a corporation, cooperative, partnership, trust, or association;

(k) "**Good Standing**" shall have the meaning set out in section 3.06;

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(l) "**Meeting of Members**" includes an annual meeting of Members or a Special Meeting of Members;

(m) "**Member**" means a member of the Society, as described in Section 3.01 of this Bylaw;

(n) "**Officer**" means a person appointed to an officer position in accordance with Section 7.01 of this Bylaw;

(o) "**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

(p) "**President**" shall have the meaning provided in ARTICLE 7;

(q) "**Protected Person**" means an individual who is or was a Director, Officer, or agent of the Society, including their respective heirs, successors, and assigns;

(r) "**Secretary**" shall have the meaning provided in ARTICLE 7;

(s) "**Special Meeting of Members**" means a meeting of the Members called at any time other than an annual meeting of the Members and includes a meeting of the Members called by the Board in accordance with a requisition made by the membership;

(t) "**Special Resolution**" means:

(i) a resolution passed

(1) at Meeting of the Members of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given; and

(2) by the vote of not less than 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 Meeting of the Members of which less than 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 Meeting of the Members to vote on the resolution in person or, where proxies are permitted, by proxy.

(u) "**Treasurer**" shall have the meaning provided in ARTICLE 7.

1.02 Interpretation

(a) Unless the context requires otherwise, this Bylaw shall be interpreted as follows:

(i) terms defined in the Act shall have the meanings given in the Act;

(ii) the singular will include the plural and vice versa;

(iii) words in one gender include all genders; and

(iv) "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

(b) Notwithstanding anything else provided herein, where the Bylaws are inconsistent with the Act, the Act shall prevail.

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1.03 Objects of the Society

The objects of the Society are set out in the Application, as amended from time to time. In the event of any interpretation issue arising in the Society, the Act shall prevail, followed by the objects and then this Bylaw, over any other bylaw or document. In accordance with the Act, the Society may only alter its objects by Special Resolution.

1.04 Distribution of Property

Upon the dissolution of the Society, the Society does not pay any dividends or distribute its property among its Members. If the Society is dissolved, any funds or assets remaining after paying all debts and liabilities shall be paid to a non-profit organization with objectives similar to those of Calgary Axemen Lacrosse Club of Calgary. The recipient organization shall be selected by Special Resolution of the Members. In no event shall any Members receive any assets of the Society.

ARTICLE 2 - CORPORATE ORGANIZATION

2.01 Corporate Seal

The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Society shall be the custodian of the corporate seal.

2.02 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Society may be signed by any two (2) Officers or Directors. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, Bylaw, or other document of the Society to be a true copy thereof.

2.03 Financial Year End

The financial year end of the Society shall be September 30 in each year.

2.04 Banking Arrangements

The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Society and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

2.05 Borrowing Powers

The Directors of the Society may, without authorization of the Members,

(a) borrow money on the credit of the Society;

(b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;

(c) give a guarantee on behalf; and

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(d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society;

Notwithstanding anything else provided herein, in no case shall debentures be issued without the sanction of a Special Resolution in accordance with the Act.

2.06 Auditor

(a) Subject to paragraph (b) (below), the Auditor(s) of the Society shall be any two (2) individuals selected for that purpose by the Treasurer, or their delegate, except as otherwise determined by the Board.

(b) In accordance with the Act, if fee is being charged to perform the audit or if otherwise required by the Bylaws as amended from time to time, then the Auditor of the Society shall be a professional accounting firm permitted to perform an audit engagement pursuant to the *Chartered Professional Accountants Act* (Alberta).

2.07 Annual Financial Statements

In accordance with the Act, the Society shall present the Audited Financial Statement for the prior financial year at the annual meeting of Members.

ARTICLE 3 - MEMBERSHIP

3.01 Membership Classes and Conditions

(a) There shall be one (1) class of Members. Membership shall be available to:

(i) a parent or legal guardian of a minor child registered to participate in lacrosse activities under the jurisdiction of the Society. For certainty, the Society's jurisdiction is the communities and players as determined by Calgary District Lacrosse;

(ii) a player over the age of 18 who participates in lacrosse activities under the jurisdiction of the Society; and

(iii) any other individual interested in furthering the purposes of the Society, subject to approval of the Board and payment of any applicable membership fee.

(b) All applicants shall apply in the form prescribed by the Board and, if applicable, pay the required registration or membership fees approved by the Board from time to time.

The Board may approve the membership policies and procedures for the Society setting out further terms and conditions for admission and continued eligibility for Membership in from time to time.

3.02 Rights

(a) Each Member who is in Good Standing pursuant to Section 3.06 shall be entitled to receive notice of, to attend, and to vote at all meetings of the Members of the Society.

(b) No Entity may be a Member of the Society.

3.03 Transfer of Membership

Membership is not transferable.

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3.04 Admission of Members

The Board shall consider applications for membership in the Society. At its sole discretion, the Board may admit eligible applicants as Members of the Society. The Board may determine the form of application and process of admission.

3.05 Term

The term of membership shall be annual and shall expire on the Renewal Date each fiscal year.

(a) membership is automatically renewed upon payment of membership dues in accordance with Section 3.07;

(b) if no membership dues are payable, membership is renewed in accordance with the procedure prescribed by the Board; and

(c) if no renewal procedure is prescribed by the Board in accordance with Section 3.05(b), membership shall renew automatically upon the close of the annual meeting of the Members, subject to the Member being in Good Standing.

3.06 Good Standing

A Member of the Society shall be considered to be in Good Standing if:

(a) they meet all eligibility criteria in Section 3.01;

(b) they have paid their membership dues pursuant to Section 3.07, if applicable;

(c) they are not subject to disciplinary action pursuant to Section 3.09; and

(d) their membership has not been terminated pursuant to Section 3.10.

3.07 Membership Dues

(a) The Board may fix and collect membership dues in the amount and manner it determines from time to time, provided that:

  (i) membership dues may not be increased more than once in any 12-month period;

  (ii) the Board shall fix a Renewal Date, failing which the Renewal Date shall be the date of the Annual Meeting in a particular year; and

  (iii) the Society shall provide Members at least 30 days' notice in writing of any membership dues payable by them.

(b) A Member shall not be in Good Standing if they fail to pay their membership dues by the later of:

  (i) the Renewal Date; or

  (ii) 30 days following the date on which the Society issued notice to the Member pursuant to Section 3.09(a).

(c) A Member's membership shall terminate automatically if the Member fails to pay dues owing by the later of:

  (i) 30 days following the Renewal Date; or

  (ii) 60 days following the date on which the Society issued notice to the Member pursuant to Section 3.09(a).

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3.08 Discipline of Members

The Board may, in its sole discretion:

(a) discipline any Member of the Society on any of the following grounds:

  (i) violating the Society's Application, Bylaws, or policies;

  (ii) conduct that may be detrimental to the Society or its reputation; or

  (iii) any other reason that the Board considers reasonable; and

(b) issue any of the following disciplinary actions:

  (i) suspension of some or all rights of membership for a reasonable time;

  (ii) termination of the Member's membership;

  (iii) any other action that the Board considers reasonable.

3.09 Discipline Process

Discipline of Members shall be conducted as follows:

(a) If the Board determines that a Member should be disciplined, the Chair shall give 21 days' notice of the proposed disciplinary action to the Member, including reasons for the proposed disciplinary action and detail sufficient for the Member to offer a fulsome response.

(b) The Member may make a written submission to the Chair before the end of the 21-day notice period. The Board may, at its sole discretion, permit the Member to make an oral submission. The Board may set a reasonable limit to the length of the written and oral submissions.

(c) If the Chair does not receive a written submission from the Member within the 21-day notice period, the Board may enact the proposed disciplinary action.

(d) If the Chair receives a written submission from the Member within the 21-day notice period, the Chair shall convene a meeting of the Board to consider the submission. Following such consideration, the Board may enact, amend, or withdraw the proposed disciplinary action. The Board may also postpone its decision and/or investigate further.

(e) The Board shall reach a final decision with respect to the proposed disciplinary action and the Chair shall notify the Member of the same within 28 days from the date of receipt of the written submission. Where new facts or extenuating circumstances arise, the Board may, at its sole discretion, extend the 28-day deliberation period by a specific number of days, provided that it gives notice to the Member of the same.

(f) The Board's decision shall be final, binding, and without any right of appeal.

3.10 Termination of Membership

Membership in the Society terminates, without further formality, upon any of the following:

(a) the written resignation of a Member delivered to the Society;

(b) the death, insolvency, or incapacity of a Member;

(c) the expiration of a Member's term of membership;

(d) the non-payment of membership dues pursuant to Section 3.07;

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(e) the liquidation or dissolution of the Society under the Act; or

(f) as otherwise specified in the bylaws.

3.11 No Compensation for Termination

A Member shall not be entitled to any compensation upon the termination of membership. A terminated former member remains liable for all membership dues owing prior to the termination of their membership.

ARTICLE 4 - MEETINGS OF THE MEMBERS

4.01 Annual Meeting

An Annual Meeting shall be held no more than fifteen (15) months following the last Annual Meeting, provided an Annual Meeting shall always be held within six (6) months of the Society's financial year end.

4.02 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. Subject to and in accordance with the Act, the Board shall call a Special Meeting within 21 days of receipt of a requisition duly signed or otherwise endorsed by 15% of the Members eligible to vote on the issue for which the Special Meeting is to be called. A Special Meeting may be held separately from or together with an Annual Meeting.

4.03 Notice of Meeting of Members

Notice of the date, time, and location for the holding of a Meeting of Members shall be given in the manner prescribed in Section 8.01 and in the Act to each Member entitled to receive such notice, to each Director, and to the Auditor not less than twenty-one (21) days before the date that the meeting is to be held.

4.04 Time and Place of Meeting

The date, time, and location of Meetings of the Members shall be determined by the Board. Subject to a unanimous vote of all Members entitled to vote at the meeting, all Meetings of the Members shall be held in Alberta.

4.05 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Society (if any), and such other persons who are entitled or required under any provision of the Act, the Application, or the Bylaws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.06 Chair of Members' Meetings

In the event that the Chair of the Board, the vice-chair of the Board (if any), and the Secretary of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

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4.07 Quorum at Members' Meetings

(a) No business shall be transacted unless a quorum is present at the beginning of a Meeting of Members.

(b) A quorum for the transaction of business at Meetings of Members shall be the lesser of 20 Members and 4 percent of Members eligible to vote at the meeting.

(c) If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.08 Voting at Members' Meetings

At any Meeting of Members every question shall, unless otherwise provided by the Act or the Bylaws, be determined by Ordinary Resolution. In the case of an equality of votes, whether on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a second or tie-breaking vote and the motion fails.

4.09 Participation by Electronic Means at Members' Meetings

If the Board makes available electronic means that permits all participants to communicate adequately with each other during a Meeting of Members:

(a) any person entitled to attend such meeting may participate in the meeting by such electronic means;

(b) a person participating in the meeting by such means is deemed to be present at the meeting; and

(c) Notwithstanding any other provision of this Bylaw and in accordance with the Act, any person participating in such meeting and who is entitled to vote at that meeting may vote by any electronic, telephonic or other method that the Society has made available for that purpose.

4.10 Written Resolution in Lieu of Meeting

A written resolution signed by all Members entitled to vote on that resolution is valid in lieu of a Meeting of Members.

4.11 Absentee Voting at Members' Meetings

A Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic, or other communication facility if the Society has a system that:

(a) enables the votes to be gathered in a manner that permits their subsequent verification; and

(b) permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each Member voted.

4.12 Record Date

To determine which Members are entitled to receive notice of a meeting and entitled to vote at said meeting, the record date shall be at the close of business on the day immediately preceding the day on which notice is given, or if no notice is given, the day of the meeting.

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ARTICLE 5 - DIRECTORS

5.01 Board of Directors

(a) Subject to the Act, the Board shall manage or supervise the management of the activities and affairs of the Society.

(b) The Board shall consist of a minimum of 5 and a maximum of 15 Directors.

5.02 Director Qualifications

An individual may only serve as a Director of the Society if they:

(a) are an individual at least 18 years of age;

(b) produce a vulnerable sector check or similar criminal record check within sixty (60) days of a request of a Board;

(c) are a Member of the Society, subject to the Board's discretion to determine otherwise on a case-by-case basis, acting in the best interests of the Society;

(d) are not absent from three (3) consecutive meetings of the Board without the consent of the Board, subject to the Board's discretion to determine otherwise on a case-by-case basis, acting in the best interests of the Society;

(e) do not have the status of bankrupt; and

(f) are neither incapable of managing property under any legislation, nor have been declared incapable by any court.

5.03 Term of Office of Directors

A Director's term shall be up to 2 years, expiring no later than the close of the Annual Meeting 2 years after the Director's election. Notwithstanding the foregoing, if no successor is elected, the Director's term continues and expires when a successor is elected.

5.04 Initial Election and Terms of Office

Notwithstanding Section 5.03, at the first Meeting of Members called to elect Directors after the enactment of this Bylaw, the Members may elect certain Directors to shortened terms of such a length and in such number as they approve by Ordinary Resolution for the sole purpose of establishing staggered terms of office.

5.05 Re-Election

A Director may be elected for four consecutive full terms, after which the Director's term shall end and the former Director shall be ineligible for re-election for a period of one (1) year. A Director whose final consecutive full term ends at an Annual Meeting shall be eligible for election at the subsequent Annual Meeting. A Director whose directorship is prematurely terminated during their final consecutive full term, shall be eligible for election at the second Annual Meeting following the termination of their directorship.

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5.06 Removal of Directors

The Members may remove a Director by Ordinary Resolution at a Special Meeting called for that purpose.

5.07 Termination

A Director automatically ceases to be a Director of the Society upon:

(a) the expiration of the Director's term pursuant to Section 5.03 (Term of Office of Directors);

(b) the resignation of the Director via a written statement delivered to the Board;

(c) the Director becoming disqualified pursuant to Section 5.02 (Director Qualifications); or

(d) the removal of the Director pursuant to Section 5.06 (Removal of Directors).

5.08 Remuneration of Directors

(a) Unless authorized by the Board or by Ordinary Resolution of the Members, no Director of the Society shall receive any remuneration for their services. For certainty, such remuneration shall be in accordance with the Society's status as a "non-profit organization" under the *Income Tax Act* (Canada), as amended from time to time.

(b) A Director may be reimbursed for reasonable expenses incurred in the performance of their duties.

(c) An individual who is a Director may be remunerated for services rendered to the Society when acting in a capacity other than as a Director to the extent permitted by law.

5.09 Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any member of such a committee may be removed by resolution of the Board.

ARTICLE 6 - MEETINGS OF THE BOARD

6.01 Calling of Meetings of Board of Directors

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board, or any two (2) Directors at any time. If the Society has only one Director, that Director may call and constitute a meeting.

6.02 Regular Meetings of the Board of Directors

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings of the Board.

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6.03 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 8.01 of this Bylaw not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Bylaws otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

6.04 Quorum at Director' Meetings

A quorum for the transaction of business at meetings of the Board shall be at least a majority (50% +1) of the Directors.

If a quorum is present at the opening of a Meeting of Directors, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

6.05 Voting at Meetings of the Board of Directors

At all meetings of the Board, every question shall be decided by a majority (50% +1) of the votes cast on the question. In case of an equality of votes, the motion fails.

6.06 Written Resolution in Lieu of Meeting

A written resolution signed by all the Directors entitled to vote on that resolution is valid in lieu of a meeting of the Board.

ARTICLE 7 - OFFICERS

7.01 Appointment of Officers

The Board may designate the offices of the Society, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Society. A Director may be appointed to any office of the Society. An Officer may, but need not be, a Director unless this Bylaw otherwise provides. Two or more offices may be held by the same person.

7.02 Officers of the Society

The Board shall appoint a Chair of the Board from among its number. The Board may appoint other Officers as it deems necessary, who shall have such authority and shall perform such duties as the Board may prescribe from time to time. The duties described below are illustrative only, and the Board may prescribe different or additional duties for any office. There shall normally be the following offices:

(a) **Chair of the Board**– The Chair of the Board, shall be appointed by the Board from amongst their number. The Chair of the Board shall be a Director and shall, when present, preside at meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify.

(b) **President**– If appointed, the President shall be the chief executive officer of the Society and shall, subject to the supervision and authority of the Board, have general management of the affairs of the Society. The President shall be responsible for implementing the strategic plans and policies of the Society, shall report to the Board

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on the operations of the Society, and shall have such other duties and powers as the Board may specify.

(c) **Secretary**– If appointed, the Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Society's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Society.

(d) **Treasurer**– If appointed, the Treasurer shall have such powers and duties as the Board may specify.

(e) **Governance Director**– If appointed, the Governance Director shall oversee the governance practices of the Society, including the periodic review of the Bylaw and policies, and shall have such other duties and powers as the Board may specify.

(f) **Vice-President, Programs**– If appointed, the Vice-President, Programs shall oversee the planning and delivery of the Society's programs and activities, and shall have such other duties and powers as the Board may specify.

(g) **Vice-President, Operations**– If appointed, the Vice-President, Operations shall oversee the day-to-day operations and administration of the Society, and shall have such other duties and powers as the Board may specify.

A person may hold one or more of the above positions at the same time (e.g., Secretary-Treasurer), as determined to be appropriate by Ordinary Resolution of the Board.

7.03 Officer Vacancies

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Society. Unless so removed, an Officer shall hold office until the earlier of:

(a) the Officer's successor being appointed,

(b) the Officer's resignation,

(c) such Officer ceasing to be a Director (if a necessary qualification of appointment) or

(d) such Officer's death.

If the office of any Officer of the Society shall be or become vacant, the Directors may, by resolution, appoint an individual to fill such vacancy.

ARTICLE 8 – NOTICE

8.01 Method of Giving Notice

Any notice required to be sent to any Member, Director, Officer, Auditor, or other person entitled to notice shall be delivered in accordance with the Act, and shall normally be provided by email to the latest known email address as shown in the records of the Society. In the alternative, and at the sole discretion of the Board, such notice may be provided by other means such as by telephone, letter mail,

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or personal delivery to the last known contact information as shown in the records of the Society. Notwithstanding, a Member who wishes to receive notice by non-electronic means may by written request require notice by telephone or letter mail.

8.02 Notice Deemed Given

Notice shall be deemed to be given at the time that the Society causes an email to be sent, a call to be made, a letter to be expedited, or another communication to otherwise be issued to the recipient at their last known contact as shown in the records of the Society.

8.03 Waiver of Notice

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to such notice. Notice is not necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

8.04 Time

With respect to calculating a notice period, the notice period begins on the day after notice is issued and ends at 11:59 PM of the day on which the notice period expires. The time zone used to calculate dates and times shall be that of the Registered Office of the Society.

ARTICLE 9 - GENERAL

9.01 Conflicts of Interest

Subject to the Act and any written policy of the Society, a Director or Officer who has an interest in any resolution, transaction, or other activity of the Society, whether real or proposed, direct or indirect, must fully and promptly disclose the nature and extent of the conflict to the Board and cause the same to be recorded in the minutes of the Society. Directors and Officers who make such disclosure shall comply with all obligations related to conflicts of interest and may not debate or vote on a resolution related the disclosed conflict of interest.

9.02 Insurance

The Society may purchase and maintain liability insurance for the benefit of the Society and each Protected Person, including property and public liability insurance, and Directors' and Officers' insurance. The Society shall ensure that each Protected Person is insured under such insurance policies.

No coverage shall be provided for any liability relating to a failure to act honestly, in good faith, and in the best interests of the Society.

9.03 Exclusion of Liability for Good Faith Acts

Provided that a Protected Person has acted honestly, in good faith, and in the best interest of the Society in the performance of their duties, such Protected Person shall not be personally liable for any loss, damage, or expense to the Society arising from:

(a) insufficiency or deficiency of title to any property acquired by or for the Society;

(b) insufficiency or deficiency of any security interest belonging to the Society,

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(c) loss or damage arising from the bankruptcy or insolvency of any person, including one with whom the Society has deposited monies or assets;

(d) loss or damage arising from any dealings with monies or assets of the Society;

(e) loss or damage arising from the execution of the duties of the Protected Person's office; and

(f) loss or damage arising from any willful act or omission.

9.04 Indemnification of Directors, Officers, and Others

A Protected Person shall be indemnified, held harmless, and have the right to first dollar payout for all costs, charges, and expenses incurred in relation to any claim or proceeding against them relating to the exercise of their office or otherwise in connection with the affairs of the Society. Such indemnity applies only:

(a) after the exhaustion of the insurance provided to the Protected Person by the Society; and

(b) provided that the Protected Person has carried out their duties which are subject of the claim honestly, in good faith, in the best interests of the Society, and in accordance with the relevant insurance policies.

9.05 Discontinuing Insurance

Where the Society maintains an insurance policy for any Protected Person, such policy may only be altered or cancelled by Ordinary Resolution of the Members and subsequent written notice of at least fourteen (14) days to the Directors and Officers.

9.06 Keeping of Records

The Society shall prepare and maintain records containing:

(a) the Application and the Bylaws, and amendments to them, and a copy of any unanimous member agreement;

(b) the minutes of Meetings of Members and any committee of Members;

(c) the resolutions of Members and any committee of Members; and

(d) registers of Directors, Officers, and Members.

Such records shall be kept at the Society's registered office or at such other location in Alberta as may be designated by the Board. Such records shall be prepared and maintained in any form, provided that they are reproducible in intelligible written form within a reasonable time.

9.07 Access to Books and Records

(a) The books and records of the Society may be inspected by any Member of the Society at anytime upon giving a minimum of ten (10) days' notice in writing with a detailed request of the documents to be inspected and arranging a time satisfactory to the Officer or Officers having charge of same.

(b) Notwithstanding the above, in accordance with the Act, the Society shall keep the register of its Members at its registered office and shall, on each regular business day during not less than two

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(2) regular business hours as determined by the Society at a general meeting of the Members, permit a Member of the Society to inspect the register without payment of a fee.

(c) Each Director shall at all times have access to such books and records.

9.08 Invalidity of Provisions of this Bylaw

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions.

9.09 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with this Bylaw or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9.10 Bylaws and Effective Date

(a) Pursuant to section 15 of the Act, bylaws of the Society shall not be rescinded, changed or added to, except by Special Resolution of the Members.

(b) The Board may provide the Members with proposal to rescind, change, or amend the Bylaws, including by providing a draft amended and restated bylaw (in this section, the "**Proposed Changes**"). The Members may, by Special Resolution, confirm or amend the Proposed Changes to this Bylaw or any other Bylaws of the Society. For certainty, the Proposed Changes are not approved by a Special Resolution of the Members, the Bylaws shall remain unamended.

[signatures on next page]

DRAFT

DULY enacted by the Board on the __ day of _____ 2026.

DULY confirmed by the Members on the __ day of _____ 2026.

IN WITNESS WHEREOF the following affix their signatures below:

_____
[Name]
[Address]

_____
[Name]
[Address]

_____
[Name]
[Address]

_____
[Name]
[Address]

_____
[Name]
[Address]

WITNESS:

Name: _____

Signature: _____

Address: _____

Date: _____

DRAFT