



**EDMONTON MOTORCYCLE ROAD RACING ASSOCIATION
BYLAWS**

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ARTICLE 1

1.1 Name

The name of the Society shall be Edmonton Motorcycle Road Racing Association (**the “Society” or “EMRA”**) and is incorporated pursuant to the laws of the Province of Alberta.

1.2 Dissolution

Upon the dissolution of the Society, after payment of all its debts and liabilities, any remaining funds and assets shall be donated to another non-profit organization with objectives similar to those of the Society. Members are to select the organization to receive the funds and assets by Special Resolution. In no event do any members receive any assets of the Society.

1.3 Society

The Society is a non-profit organization which shall not make any distributions of its assets or payments of profits to its Members, and all benefits and revenues will be used by the Society to promote its objectives.

1.4 Objectives

The objectives of the Society are:

- (a) to provide for the recreation of the members and to promote and afford opportunity for social activities;
- (b) to organize motorcycle road racing events in or nearby Edmonton, Alberta, and Western Canada;
- (c) to promote amateur motorcycle road racing in or nearby Edmonton, Alberta, and Western Canada;
- (d) to provide all necessary equipment for carrying on its various objectives;
- (e) to engage in fundraising activities.

ARTICLE 2

2.1 Interpretation

Definitions in this Bylaw and all other Bylaws of the Society, unless otherwise defined:

- (a) **“Act”** means the *Societies Act*, R.S.A. 2000, as from time to time amended, and every statute that may be substituted for such Act and, in the case of such substitution, any references in the Bylaws of the Society to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- (b) **“Anniversary Month”** means the month in each year that is the same as the month in which the certificate of incorporation of the Society was issued.
- (c) **“Board”** means the board of directors of the Society.

- (d) **“Bylaws”** means, collectively, this Bylaw and all other Bylaws of the Society, as amended from time to time, in force and effect.
- (e) **“Society”** means the Edmonton Motorcycle Road Racing Association.
- (f) **“In Writing”** and **“Written”** includes printing, typewriting and any other mode of representing or reproducing words in visible form including, without limitation, transmission in electronic format.
- (g) **“Member”** means any person residing in Canada who has paid the annual membership fee.
- (h) **“Member in good standing”** means any Member who has not been deemed to be on probation or has been suspended by decision of the Board.
- (i) **“Special Resolution”** means:
 - (i) a resolution passed:
 - (A) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given; and
 - (B) 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 general meeting or special meeting of which less than 21 day’s 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.

For greater certainty, all terms contained in the Bylaws which are not defined in the Bylaws and which are defined in the Act shall have the meaning given to such terms in the Act, and words importing the singular number only shall include the plural and vice versa. Words importing “persons” shall include individuals, bodies corporate, societies, companies, partnerships, syndicates, trusts and any number of persons. These Bylaws are to be interpreted broadly and generously.

2.2 Headings

The headings used throughout these Bylaws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these Bylaws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

2.3 Conflict with Bylaws

To the extent of any conflict between the provisions of the Bylaws or any other governing documents of the Society and the provisions of the Act, the provisions of the Act shall govern. Should there exist any conflict among other EMRA governing documents, they shall govern in the order of precedence as follows: Bylaws, Policy and Procedure Manual, then Rule Book.

2.4 Invalid Provisions

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

ARTICLE 3 – GENERAL

3.1 Registered Office

The registered office shall at all times be in Alberta. Subject to the foregoing, the Society may change the address of the registered office within Alberta at their discretion and at any time.

3.2 Execution Of Agreements

- (a) Agreements, instruments or any other documents requiring execution by the Society may be signed by any two appointed directors, who are not subject to a conflict of interest, and all such agreements, instruments or documents so signed shall be binding upon the Society;
- (b) The Board may from time to time by resolution appoint any director or any individual or individuals on behalf of the Society to sign agreements, instruments or other documents generally or to sign specific agreements, instruments other documents.
- (c) The corporate seal of the Society, if applicable, shall be in such form as the Board may from time to time adopt and, when so adopted, shall be retained by the Secretary of the Society at the registered office, or by the solicitors of the Society, or as the Board may otherwise direct. The seal of the Society may, when required, be affixed to agreements, instruments or other documents executed on behalf of the Society in the manner contemplated by this section. However, no agreement, instrument or other document is invalid merely because the corporate seal of the Society is not affixed on such agreement, instrument or other document.

3.3 Banking Arrangements

The banking business of the Society including, without limitation, the borrowing of money and the giving of security to secure the obligations of the Society, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may be authorized by the Board. Such banking business shall be transacted under such agreements, instructions and delegations of powers as the Board may prescribe or authorize.

3.4 Cheques, Drafts and Notes

All bank drafts, cheques, promissory notes, bills of exchange or other negotiable instruments, and all withdrawals from the Society's accounts shall be executed in the name of the Society and signed by any two individuals that are:

- a) Designated by the Board; and
- b) 100% free and clear of any conflict of interest whatsoever as a member of the Board of the Society.

A minimum of three (3) signatures shall be required to be on file at the designated banking institution appointed for the execution of any financial agreements, instruments or any other documents requiring execution by the Society.

3.5 Fiscal Year

The fiscal year of the Society shall terminate on the 30th day of November in each year or as the Board may otherwise determine by Special Resolution.

3.6 Powers of the Society

The Society :

- (a) May acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, lease, mortgage, let, improve and develop it, and may erect and maintain necessary buildings;
- (b) May receive and hold payments, grants, devises, gifts and bequests made to it by any other agency of government, whether municipal, provincial or federal, or by any person or society; and
- (c) Shall use the funds, property, payments, grants, devises, gifts and bequests so obtained or received for its legitimate objects only and in accordance with the Act and these Bylaws.

3.7 Membership

There shall be one (1) class of membership in the Society. A register of current Members shall be maintained in accordance with the Act.

Membership in the Society shall not be transferable or assignable in any manner whatsoever.

3.8 Membership Fees

The membership fees payable by Members shall be fixed by the directors at the first meeting following the annual meeting of Members. Membership fees shall be due and payable prior to the first event to which any Member requests to be registered for and participates in.

Membership fees in the Society shall not be transferable or assignable in any manner whatsoever.

3.9 Admission Of Members

To become a Member, an individual shall:

- a) provide their full name, street address or mailing address;
- b) pay any annual membership fee required by the Board;
- c) abide by the Code of Conduct in the Policy and Procedure Manual.

The Board may, at its sole discretion, refuse to admit any applicant to the membership of the Society, in which case any membership fee tendered by such applicant shall be promptly returned to the applicant.

3.10 Termination of Membership

- (a) A Member's rights, privileges and interests in the Society cease upon termination of membership in the Society. Termination of membership in the Society shall not relieve the withdrawing Member from the payment of any dues or fees then due or accrued;
- (b) On termination of membership in the Society, a Member is not entitled to a refund of any membership fees paid;
- (c) Membership in the Society is terminated:
 - (i) When the Member resigns as a Member of the Society;
 - (ii) When the Member is required to resign as contemplated herein;
 - (iii) When the Member fails to renew his or her membership and pay the prescribed annual membership fee at the time of first event registration;
- (d) Any Member may resign from membership in the Society at any time by submitting a resignation, in writing, to any member of the Board of the Society;
- (e) Any Membership may be terminated by an affirmative vote of majority of the Board on the grounds that the Member:
 - (i) having been held by a court of competent jurisdiction to have violated some law (whether statutory, regulatory or policy in force as if enacted as a statute or regulations), has thereby subjected the Society or another Member to criticism or adverse publicity; or
 - (ii) for failure to comply with the Bylaws; or
 - (iii) for failure to comply with the Policy and Procedures Manual;

provided that notice of such proposed action and the reasons therefore are given to the Member at least 10 days in advance and the Member is given the opportunity to be heard at the meeting at which the action is to be taken and provided further that nothing herein shall be interpreted to prohibit any Member, at any time and on any issue, from taking a position or following a course of action at variance with that of the Society.

ARTICLE 4 – ANNUAL GENERAL MEETING OR SPECIAL MEETING

4.1 Calling of an Annual General Meeting

The Society shall hold an Annual General Meeting ("AGM") on or before December 30 in each year. At the AGM, there shall be elected directors which shall form the Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next general meeting of the Board. Any member in good standing shall be eligible for any office in the Society.

4.2 Calling of a Special Meeting

A Special Meeting may be called by any member of the Board stating the nature of the business to be transacted at it in sufficient detail to permit the Members to form a reasoned judgment

thereon. Notice shall be delivered to the Members by electronic mail not less than ten (10) days prior to the Special Meeting.

4.3 Quorum for Annual General Meeting or Special Meeting

A quorum for any AGM or Special Meeting shall be constituted where 15 Members in good standing are present. If a quorum is not present at the call to order for any AGM or Special Meeting, or quorum is lost at any time during any meeting, a discussion may occur, but voting must be suspended until quorum is re-established.

4.4 Voting

- (a) Any member in good standing, shall have the right to vote at the Annual Meeting or Special Meeting of the Society. Such vote shall be made in person unless virtual voting is deemed acceptable by Resolution in Writing by the Board.
- (b) Each person present and entitled to vote at the Annual General Meeting or Special Meeting shall have one vote. The majority of hands in favour shall be the decision of the Members upon the question and be binding upon the Society. In case of an equality of votes at any Annual General Meeting or Special Meeting, the motion at hand is deemed to be defeated.
- (c) Subject to the Act, applicable law and this Bylaw, and unless a ballot is demanded or required, voting at the Annual General Meeting or Special Meeting shall be by way of a show of hands. The Chairperson or any Member entitled to vote at the Annual General Meeting or Special Meeting may demand a ballot upon any question before any vote by show of hands. Any ballot shall be taken in such manner as the Chairperson shall direct. The result of the ballot so taken shall be the decision of the Members upon the question and be binding upon the Society.
- (d) A secret ballot shall be required for the election of the Directors.

4.5 Resolution in lieu of Meeting

- (a) A resolution in writing dealing with all the matters required by the Act to be dealt with at the Annual General Meeting or Special Meeting, and signed by a quorum of the Board and quorum of the Members entitled to vote at the meeting, satisfies all the requirements of the Act relating to any Annual General Meeting or Special Meeting.
- (b) Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed, and the same may be signed in counterpart.
- (c) A copy of every such resolution in writing shall be kept on the books and records of the Society.

4.6 Notice of Meetings

Notice of the time and place of each Annual General Meeting or Special Meeting shall be given in the manner provided in these Bylaws. Notice of an adjourned Annual General Meeting or Special Meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.7 Annual General Meeting

The Society shall present at the Annual General Meeting financial statements of the Society in accordance with the Act.

ARTICLE 5 – DIRECTORS (BOARD MEMBERS)

5.1 Number

The Board shall consist of not less than three (3) directors and not more than thirteen (13) directors. The number of directors within such range may be determined or amended by Board resolution.

5.2 Election

At each Annual General Meeting, any qualified Member wishing to be considered for a position on the Board of Directors, shall present themselves in-person or by written nomination to the Members for consideration. A Member may also be considered for a Director position by acceptance of nomination. Positions on the Board are filled by Members who receive the most votes for each position. Voting for positions on the Board shall take place in the following order: President, Vice-President, Secretary, Treasurer, Registrar, and General Directors.

5.3 Qualification

Directors shall be Members in good standing, at least 18 years of age and shall have the power under law to contract. No person outside of the Membership shall be considered for a position on the Board of Directors.

5.4 Term

Subject to Article 5.5, the term of office for a director shall be from the date of the meeting at which he or she is elected until:

- (a) the next Annual General Meeting of Members; or
- (b) he or she submits a written, signed resignation; or
- (c) the death of the director; or
- (d) the director is removed from the Board.

There is no limit to the number of terms, successive or otherwise, that a director may serve.

5.5 Removal of Board Member

A director who, without cause (or Board permission), fails to attend three (3) consecutive regular Board meetings may, at the discretion of the Board, be removed from the Board. Any director or any number of directors may be removed by a majority vote of the Board by secret ballot. Proper notice must be given to the director, not less than one meeting in advance, if the removal of a director is to be considered at a general meeting of the Board, along with the reasons for that consideration. That director shall be given an opportunity to respond by telephone or in person at or prior to the meeting of the vote.

5.6 Conflict of Interest

Should a director have a real, foreseeable or potential, or perceived or apparent conflict of interest, the director shall declare it to the Board when the conflict of interest is identified. The Board shall restrict the involvement of the director on the conflicting topic. The director may be asked to remain in the room to answer questions about the nature of the conflict and share relevant information, but may be asked to leave the room for the vote or the director may be restricted from both the discussion and the vote.

The measures taken to manage the conflict of interest will be at the discretion of the remainder of the Board.

Disclosure of any director who is in any way, directly or indirectly, in a conflict of interest with the Society, shall be noted in the Meeting Minutes.

No director shall execute any agreements upon the Society's behalf where conflict of interest exists, including but not limited to: rental contracts, financial agreements or negotiable instruments. Further, no director shall engage in purchasing equipment, prizes, or other items of monetary value without the prior approval of the majority of the Board where a conflict of interest exists for that Director.

5.7 Vacancies

If there is a vacancy on the Board with respect to a general director position, and upon the remaining directors deeming it necessary to fill the vacancy, the Member who received the next largest amount of votes at the Annual General Meeting prior to the vacancy becoming available, shall be presented with the opportunity to be appointed to the Board and, upon acceptance of same, shall fill the vacancy.

If any named positions of the Board become vacant, a Special Meeting of Members shall be called for the purpose of electing a new Director having a named position.

5.8 Remuneration

No director shall directly or indirectly receive any profit from his or her position with the Society. Notwithstanding the foregoing, directors may be reimbursed for reasonable out-of-pocket expenses incurred in the course of carrying out their duties as directors.

5.9 Named Position of Directors

- (a) Named director positions elected by the Members shall include: President, Vice-President, Secretary, Treasurer and Registrar.
- (b) Remaining director positions shall be General Directors, with duties assigned or appointed at a Meeting of the Board, at the Annual General Meeting or Special Meeting.
- (c) The Board may specify the duties of any directors and delegate any powers that the Board may lawfully delegate.

5.10 Action by the Board

Subject to the Bylaws, the Board shall manage or supervise the management of the affairs of the Society and may exercise all such powers and do all such acts and things as may be exercised or done by the Society and which are not expressly directed or required by the Act or other statute or the Bylaws to be done in some other manner.

5.11 Interpretation Of Bylaws

Subject to the jurisdiction of any applicable court, the interpretation of these Bylaws shall be the sole domain of the Board.

5.12 Appointment of an Auditor/Accountant

To the extent required under the Act, the Board shall each year appoint two members, who are not directors, to audit the financial statements of the Society. The audit of the financial statements shall take place within 3 months of the annual meeting date.

5.13 Insurance

The Board may make such arrangements as it deems expedient, either with an insurance company or in any other manner, for indemnifying its directors and/or volunteers against any issues that may arise during each term of service.

5.14 Indemnity of Directors

For greater certainty:

- (a) The Society shall indemnify each director against all costs or charges that may reset from any act done in the director's role for the Society unless the act arises out of bad faith, dishonesty or fraud.
- (b) No director is liable for the acts of any other director or volunteer of the Society. No director shall be responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Society. No director shall be liable for any loss due to an oversight or error in judgement, or for an act done in the director's role for the Society unless the act arises out of bad faith, dishonesty or fraud.
- (c) Directors may rely on the accuracy of any statement or report prepared by the Society's auditor or accountant, if any. Directors shall not be liable for any loss or damage as a result of relying on such statement or report.

5.15 Borrowing Powers

- (a) The directors of the Society may, without authorization of the Members, but only for the purpose of carrying out its objects:
 - (i) Borrow money on the credit of the Society;
 - (ii) Issue, reissue, sell or pledge debt obligations of the Society (including, without limitation, debentures);
 - (iii) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;

- (iv) To the extent permitted by the Act, give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- (v) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any obligation of the Society.
- (b) Notwithstanding subsection (a), in no case shall debentures of the Society be issued without approval by means of a Special Resolution;
- (c) The directors, by resolution, may delegate the powers mentioned in clause (a) to a director, to a committee of directors, or to any two directors.

ARTICLE 6 - MEETINGS OF THE BOARD

6.1 Place Of Meeting

Meetings of the Board and of any committee of the Board may be held at any place within Alberta.

6.2 Convening of Meetings

A meeting of the Board may be convened by the Chair of the Society, or in the Chair's absence, by any two directors at any time except as otherwise provided by the Act and the Bylaws. The directors (either as a Board or as a committee thereof) may convene, adjourn and otherwise regulate their meetings as they think fit.

6.3 Member Attendance

Meetings of the Board are open to Members of the Society upon prior permission of the Board and may only participate in discussions when permitted to do so or have previously requested to report on a matter of concern.

Attendance of a Member to a meeting of the Board may be in person or virtually.

A majority of the Directors present may ask any other Members, or persons present, to leave.

Only Board Members are entitled to vote at Meetings of the Board.

6.4 Virtual Meetings

One or more directors may participate in a meeting of the Board or a committee of the Board by virtual means, including but not limited to: telephone, video conference or any other communication facility that permits all persons participating in the meeting to hear each other. Any director participating in such a manner shall be considered present at the meeting.

6.5 Time of Notice

- (a) Notice of the time and place of each meeting of the Board shall be given in the manner provided in these Bylaws to each director.
- (b) The first meeting of the Board is to be held within 45 days following the election of directors at an annual meeting of Members or special meeting of the Members.

6.6 Quorum for Meetings of the Board

- (a) A quorum for any meeting of the Board shall consist of seven (7) Directors of the Board or such other number as the directors may by resolution determine.
- (b) Quorum must be present throughout the meeting. Where quorum is lost during a meeting, discussions may continue; however, no further voting may occur until quorum is re-established.
- (c) If a quorum is not present when the meeting is called to order, discussions may continue; however, no voting may occur until quorum is re-established.

6.7 President

The President shall, when present, preside at all meetings of the Society and of the Board as Chairperson. The President shall be an *ex officio* member of all sub-committees.

6.8 Vice-President

The Vice-President will become familiar with all responsibilities of the office of the President.

6.9 Secretary

It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of same. The Secretary shall have charge of the seal of the Society which seal whenever used shall be authenticated by the signature of the Secretary and President or, in the case of the death or inability of either to act, by the Vice-President.

6.10 Treasurer

The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever bank, trust company, credit union or treasury branch the Board may order. The treasurer shall properly account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested, and shall prepare a statement for submission to the Annual General Meeting.

6.11 Registrar

The Registrar shall keep a record of all the members of the Society and their addresses and may send notices of the various communications of the Board as required.

6.12 Chairperson of the Meeting

The President, Vice-President, Secretary, Treasurer or Registrar of the Society shall chair any meeting of the Board in which the preceding Board Member thereto is absent as herein listed.

6.13 Voting

Decisions of the Board shall be determined by a majority of votes of the directors present where quorum is established. In the case of an equality of votes, the motion at hand is declared defeated.

6.14 Resolution In Lieu of Meeting

- (a) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a

- meeting of the Board and satisfies all the requirements of the Act relating to meetings of directors;
- (b) Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed and may be signed in counterpart; and
 - (c) A copy of every such resolution in writing shall be kept on the books and records of the Society.

ARTICLE 7– AUDIT OF ACCOUNTS

7.1 AUDITING

The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the annual meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the Society. The fiscal year of the Society in each year shall be the 30th day of November. The fiscal year of the Society may be amended from time to time upon recommendation of the Board, upon receiving ratification by the membership.

The books and records of the Society may be inspected by any voting Member of the Society at the annual meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Director or Directors having charge of same. Each member of the Board shall at all times have access to such books and records.

ARTICLE 8 – NOTICES

8.1 Manner of Notice

Unless specifically stated elsewhere in the Bylaws, any notice required to be given pursuant to the Act, the Bylaws or otherwise, shall be declared sufficiently given if notice is: delivered in person, mailed to the last known valid address and 7 days since the date of mailing has passed, or emailed to the last known email address provided.

8.2 Notices & Computation of Time

In computing the time when notice must be given under any provision requiring a specific number of hours' notice, the hour of giving the notice and the hour of commencement of the meeting shall be excluded, and in computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.3 Returned Notices

Where notices or other documents required to be given by the Society to its Members have been returned to the Society or is deemed to be undeliverable, the Society is not required to give to the Member any further notices or other documents until such time as the Society receives written notice from the Member requesting that notices and other documents be sent to a specified address or email.

8.4 Signature

The signature of any director of the Society to any notice may be written, stamped or typewritten.

8.5 Certificate of Director

A certificate of any director of the Society in office at the time of the making of the certificate as to facts in relation to the mailing or delivery or service of any notice or other document to any Member, director, or auditors (if any) or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, director, or auditor (if any) of the Society, as the case may be.

8.6 Omissions and Errors

The accidental omission to give any notice to any Member, director, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such omission.

ARTICLE 9 - ADDITIONAL GENERAL PROVISIONS

9.1 Minutes, Books and Records

The Secretary of the Society shall be responsible for taking minutes at any meetings of the Society and shall also be responsible for keeping the minutes of such meetings. The Secretary is further responsible to upload a copy of the final meeting minutes to a secured, general virtual folder in which all current Directors shall have unlimited access to.

Any and all Directors shall be responsible for preparing and keeping other books and records of the Society as deemed necessary and shall upload a copy of any said document to a secured, general virtual folder in which all current Directors shall have unlimited access to.

All books and records of the Society may be inspected by any Member during regular business hours at the Society's registered office upon the Boards receipt of a written request to do so.

9.2 Register of Members

The Society shall maintain a register of its Members containing the name of every person who is admitted as a Member of the Society, together with the following particulars of each person:

- (a) The full name and mailing address thereof;
- (b) The date on which the person was admitted as a Member.

9.3 Annual Report

To the extent such is required under the Act, the Society shall each year, on or before the last day of the month immediately following its anniversary month, make a return to the Corporate Registrar containing:

- (a) The address of the registered office of the Society;
- (b) The full name, address and occupation of each director of the Society;
- (c) Any information respecting the Members of the Society that may be required by

any act or regulation, in the form and manner prescribed by those acts or regulations; and

- (d) The financial statements of the Society presented at the last annual general meeting of the Society.

9.4 AMENDMENTS

These Bylaws shall only be rescinded, altered or added to by Special Resolution as defined in the *Societies Act*, RSA 2000, c S-14.

9.5 NOTICE OF CHANGES

Notwithstanding anything in the foregoing section, where there is a change:

- (a) In the membership of the directors of the Society; or
- (b) In the name, address or occupation of a director of the Society,

the Society shall, within 30 days from the day that the change occurs, give notice to the Corporate Registrar in a form acceptable to the Registrar setting out the changes.

DATED at City of Edmonton, in the Province of Alberta, on the ____ day of _____, 2023.

President
Name: Jon Bullee

Vice-President
Name: Brian Wordsall

Secretary
Name: Jordanna Bobowsky

Treasurer
Name: Corinne Powell

Registrar
Name: Grace O'Brien

Director
Name: Joe Preston

Director
Name: Norbert Dworzynski

Director
Name: Rodrigo Naranjo

Director
Name: Linda Moebes

Director
Name: Scott Kammer

Director
Name: Cory Raketti