



Corporate Registration Number 50237775

## Bylaws

Dated December 8, 2022

I hereby certify that the following Special Resolution was passed at the Special General Meeting of the members of The Edgemont Community Association on December 8, 2022 at which quorum as identified in the Bylaws Revised 2017 was achieved.

Moved by Bill Kirk that the bylaws identified as Bylaws Revised 2017 be rescinded and replaced with the attached Bylaws dated December 8, 2022. Seconded by Elaine Scobie. Carried unanimously.

Date: December 9, 2022

Signature: \_\_\_\_\_

Name/Title: Pamela Wilson, President

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## ARTICLE 1 – PREAMBLE

### 1.1 The Association

The name of the Association is The Edgemont Community Association, which may also be known or referred to as “ECA,” “The ECA” or “The Association.”

### 1.2 The Bylaws

The following articles set forth the Bylaws of The Edgemont Community Association.

## ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

### 2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 “Act” means the *Societies Act*, R.S.A. 2000, Chapter S-14 as amended or any statute substituted for it;
- 2.1.2 “Board” means the Board of Directors of the Association;
- 2.1.3 “Bylaws” mean only the bylaws of this Association as amended, approved by the membership of The ECA and the Corporate Registry of Alberta;
- 2.1.4 “Conflict of Interest” can be defined as a situation that has the potential to undermine or appear to undermine the impartiality of a person as a result of the possibility of a clash between the person's self-interest with Board or Community interest
- 2.1.5 “Director” means any person elected or appointed to the Board;
- 2.1.6 “Dispute” is a disagreement whereby a Member feels adversely affected by the application of the Association’s bylaws or policies or decisions of the Executive, Board, or staff.
- 2.1.7 “Executive Committee” means the Standing Committee comprised of the President, 1st Vice-President, 2nd Vice-President, Treasurer and Secretary;
- 2.1.8 “Household” means a group of one or more adults and dependents living together in a single residence.
- 2.1.9 “Fiscal Year” of the Association is January 1<sup>st</sup> through December 31<sup>st</sup>;
- 2.1.10 “General Meeting” means either an Annual General Meeting or a Special General Meeting;
- 2.1.11 “Mail” means a combined minimum of two of the following: letter, hand delivered notice, newsletter or flyer, e-mail, sign board prominently displayed to the membership or a notice posted at the Community Centre, the ECA website, or any other communication method generally accepted by the business community;
- 2.1.12 “Member” means a Member of the Association (the Household) in good standing;
- 2.1.13 “Notice” means:
  - a. Mail communication from the Board of Directors to the membership;
  - b. Mail communication from the President to the Directors or from the chairperson of a Committee to the Committee members; and
  - c. The Secretary controls the Notice to the membership for General Meetings or to the Directors for Board meetings, or to the Officers for Executive Committee meetings; a Committee chairperson controls notice to Committee members;

- 2.1.14 “Officers” - The Officers of the Association are the President, 1st Vice-President, 2nd Vice-President, Secretary, and the Treasurer;
- 2.1.15 “Presiding Officer” means the person who chairs a meeting of the Association;
- 2.1.16 “Registered Office” is located at 33 Edgevalley Circle, Calgary, AB T3A 4X1.
- 2.1.17 “Register of Members” means the records retained by the Secretary on behalf of the Association containing the pertinent details of the Members;
- 2.1.18 “Special General Meeting,” also known as “SGM;”
- 2.1.19 “Standing Committee” or “Committee” means a committee convened for an ongoing Association purpose and chaired by a Director.
- 2.1.20 “Sub-Committee” means a committee that can be chaired by a Director or a Member of the Association;
- 2.1.21 Any terms not defined within this document shall meet the definition in the *Societies Act of Alberta*.

## **2.2 Interpretation**

The following rules of interpretation must be applied to interpret these Bylaws:

- 2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa;
- 2.2.2 The male pronouns are used for the sake of convenience and are to be interpreted to include female and gender neutral pronouns.
- 2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws;
- 2.2.4 The Board has the authority to develop policies and to interpret these Bylaws in the best interests of the Association.

## **ARTICLE 3 – MEMBERSHIP**

### **3.1 Community Boundaries**

The Association shall represent the Community of Edgemont. The boundaries are determined by the City of Calgary in its definition of the Edgemont subdivision.

### **3.2 Classification of Members**

- 3.2.1 There is one class of members.
- 3.2.2 A Member is:
  - A Household within the Association boundaries who has satisfied the membership admission requirements.

### **3.3 Admission of Members**

- 3.3.1 An individual who is 18 years of age or older may apply to become a Member on behalf of his Household by completing the application form and paying associated fees;
- 3.3.2 The term for all memberships shall be established by the Board.

### **3.4 Membership Fees**

- 3.4.1 Membership Fees are determined by the Board;
- 3.4.2 Membership Fees are non-refundable.

### **3.5 Member in Good Standing with Rights and Obligations**

3.5.1 A Member in good standing is entitled to:

- a. Attend meetings of the Association;
- b. With reasonable notice, examine the articles, bylaws, minutes, and financial records of the Association subject to protection of personal information and other related legal considerations;
- c. Participate in General Meetings by bringing forth motions, take part in discussions, and voting.

3.5.2 A Member in good standing is expected to:

- a. Pay the Annual Membership Fee when due;
- b. Abide by the Bylaws and related policies and procedures of the Association;
- c. Provide the Association with all the information required for the Register of Members to communicate with said Member. Such information will include, but may not be limited to, name of Authorized Representatives, residential address, email address(es) and/or phone number(s).

### **3.6 Voting Members**

3.6.1 Notwithstanding that a Membership may include several individuals from one Household, a maximum of two (2) Authorized Representatives are permitted to vote on behalf of the Member.

### **3.7 Expulsion of Members**

3.7.1. The Board may expel a Member for causes deemed reasonable by three-quarters (75%) of all Directors;

3.7.2 Expulsion Notice to the Member

- a. The individual being considered for expulsion will receive three (3) weeks' Notice of the Board's intention to consider the Member's expulsion;
- b. The Notice will be sent by registered mail to the Member's address shown in the Association's Register of Members, stating the reason(s) why expulsion is being considered.

3.7.3 Expulsion Decision of the Board

- a. The Member will have an opportunity to appear before the Executive Committee to address the matter.
- b. The Executive Committee governs the dynamics of the meeting and renders a recommendation, concerning the expulsion, which is to be considered and voted upon by the Board at the earliest opportunity.
- c. Such Board decisions that affect the rights of a Member are subject to appeal as defined in Article 7 - Mediation and Dispute Resolution.

### **3.8 Termination of Membership**

3.8.1 Membership may be terminated by:

- a. Resignation;
- b. Expulsion;

- c. Death where the membership is held by a Household of one; or
- d. Relocation of the Member to a location outside of Edgemont.

### 3.8.2 Resignation

- a. Any Member may resign from the Association by providing written Notice to the Secretary or the President of the Association;
- b. Once the Notice is received the Member's name is immediately removed from the Register of Members.

### 3.9 Continued Liability of Members

Although a Member ceases to be a Member, the Authorized Representative is liable for any debts owing to the Association and for which recovery may be sought by the ECA.

### 3.10 Limitation on the Liability of Members

No Member is personally liable for a debt or liability of the Association.

### 3.11 Register of Members

The Register of Members is compiled under the direction of the Secretary. The official version of the Register of Members is to be retained at the Association's Registered Office. Information in the register is protected under privacy legislation in the Province of Alberta and can only be used by the Association in conducting Association business.

## ARTICLE 4 – MEETINGS OF THE ASSOCIATION

### 4.1 The Annual General Meeting

- 4.1.1 The Association holds its Annual General Meeting in Calgary AB, within six (6) months of the fiscal year end. The Board sets the place, day, and time of the meeting;
- 4.1.2 The Secretary will notify all Members by Mail at least forty-five (45) calendar days before the Annual General Meeting, of the place, date, and time of the Annual General Meeting;
- 4.1.3 The Notice does not need to detail matters of ordinary business;
- 4.1.4 Any Member who wishes the Members to consider a matter or proposal, which requires a Special Resolution, must submit a request in writing to the Secretary at least thirty (30) days before the meeting. This request shall identify the Authorized Representative of the Member who will move the motion, the Authorized Representative of the Member who will second it, and the supporting rationale or purpose for the motion. The Authorized Representatives aforementioned cannot represent the same Member. The Secretary shall consult with the Members involved to prepare the precise wording of the Special Resolution to be included in the meeting Notice. An addendum notification will be sent to the Members twenty-one (21) days prior to the meeting detailing any special resolutions under consideration;
- 4.1.5 All matters dealt with at the Annual General Meeting are special business requiring approval by Special Resolution except the following, which are matters of ordinary business:
  - a. Adopting the agenda;
  - b. Adopting the minutes of the previous Annual General Meeting;
  - c. Considering and adopting the President's report;
  - d. Considering and adopting Officers' and Directors' reports;

- e. Reviewing the Association's financial statements and auditor's report;
  - f. Appointing the Auditor(s);
  - g. Electing Directors;
- 4.1.6 Attendance by twenty-five (25) Authorized Representatives of Members of the Association is a quorum for the Annual General Meeting;
- 4.1.7 In the absence of a Quorum, the Presiding Officer will wait for one half (1/2) hour after the scheduled meeting call to order time at which point, he shall declare that those personally present at the meeting shall constitute a quorum and the meeting will proceed with the Members in attendance.

## **4.2 Special General Meeting**

- 4.2.1 A Special General Meeting may be called at any time through a:
- a. Resolution from the Board of Directors; or
  - b. Written request of at least four (4) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted; or
  - c. Written request of at least thirty (30) Members of the Association. The request must state the reason for the Special General Meeting. If a Special Resolution is to be made, the written request must identify the Authorized Representative of the Member who will move the motion (s), the Authorized Representative of the Member who will second the motion and the purpose of the motion(s);
  - d. Written requests received shall be processed by the Board and a Special General Meeting will be called within fifteen(15) days of receipt of such request and thereafter the required 21-day Notice will be given to all Members;
- 4.2.2 The Secretary provides a Notice by Mail to Members at least twenty-one (21) days before the Special General Meeting. This Notice states the place, date, time, and purpose of the Special General Meeting;
- 4.2.3 Agenda for Special General Meeting:
- a. Only the matter(s) set out in the Notice for the Special General Meeting are considered at the Special General Meeting;
  - b. The removal of a Director by the membership is a special business requiring a Special Resolution by the membership at either a Special General Meeting or an Annual General Meeting;
- 4.2.4 Any Special General Meeting has the same quorum requirements as the Annual General Meeting.

## **4.3 Annual General Meeting and Special General Meeting Procedures**

- 4.3.1 Attendance.
- a. All in attendance must register in order to attend the Meeting.
  - b. Annual General Meetings are open to the public. A majority of the Members present may ask all persons who are not Members to leave;
  - c. Only Members and invited guests of the Board may attend a Special General Meeting;
- 4.3.2 Presiding Officer
- a. The Board shall appoint a Presiding Chair for each General Meetings.
  - b. If the designated Presiding Chair is unavailable, the Voting Members present should choose one (1) of the Directors, first, or one of the Members or any other person, second, to chair by nomination and majority vote.



#### 4.3.3 Recorder

The Secretary will record minutes of the Meeting; if in the absence of the Secretary, the Board will appoint one (1) Director to record minutes.

#### 4.3.4 Adjournment

- a. The Presiding Officer may adjourn an Annual General Meeting or a Special General Meeting with the consent of the Members at the meeting or once all business on the approved agenda has been completed. If the General Meeting needs to be reconvened it will only conduct unfinished business and only consider votes related to Special Resolution items previously identified in the agenda;
- b. No formal Notice is necessary if the General Meeting is adjourned for less than thirty (30) days but informal communication may be sent as a reminder to the members;
- c. The Association must give Notice when the General Meeting is adjourned for thirty (30) days or more. Notices must be issued in the same manner and form as the original General Meeting;

#### 4.3.5 Voting

- a. A show of hands, electronic tally or other agreed upon means of tallying votes is used for each vote at General Meetings;
- b. A majority of the votes of the Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution;
- c. A Member may not vote by proxy;
- d. A Special Resolution requires approval by seventy-five (75%) percent of the votes cast by Voting Members present at the meeting.
- e. Five (5) Voting Members may request a written ballot vote. In such cases, the Presiding Officer may set the time, place, and method for a ballot vote. The result of the ballot is the resolution of the meeting. Ballots must be destroyed after the count;
- f. The Presiding Officer may appoint an independent scrutineer to supervise the vote. The scrutineer shall have no voting rights;
- g. Members may withdraw their request for a ballot;
- h. The Presiding Officer does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated;
- i. The Presiding Officer declares a resolution carried or defeated. Such a statement is final and is not required to include the number of votes for and against the resolution.

### **4.4 Failure to Give Notice of Meeting**

No action taken at either an Annual General Meeting or a Special General Meeting is invalid due to:

- a. accidental omission to give any Notice to any Member;
- b. a Member not receiving a Notice; or
- c. an error in a Notice that does not affect the context.

### **4.5 Written Resolution of All the Voting Members**

All Members may agree and sign a resolution. This resolution is as valid as one passed at an Annual General Meeting or Special General Meeting as long as it is passed unanimously by all the registered Members. The resolution can be subject to audit for validity before final acceptance. In this case, it is not necessary to give Notice or to call a Special General Meeting. The date on the resolution is the date it is passed. These resolutions will normally be extraordinary in nature, only arising when the

Members wish to pass a resolution on a subject normally requiring a Special Resolution.

## **ARTICLE 5 – GOVERNANCE, MANAGEMENT AND MEETINGS**

### **5.1 Board of Directors**

- 5.1.1 ECA shall be governed by a Board of Directors consisting of not fewer than seven (7) and not more than fifteen (15) Directors.
- 5.1.12 The Association's business is managed by the Board who may assign duties to paid employee(s).
- 5.1.3 Without limiting its general responsibility, the Board may delegate powers and duties to Directors, Officers and/or ECA employees. Delegation by the Board will be in writing and published in either the official Board minutes or the Boards Policies and Procedures Manual.
- 5.1.4 The Board shall be elected at the AGM or a Special General Meeting by Members. Authorized Representatives of Members are eligible to stand for election.
- 5.1.5 A Director elected at the AGM shall assume office immediately at the adjournment of the AGM at which he was elected.
- 5.1.6 At its first meeting after an AGM, the Board elects all Officers for the following year by majority vote from among the Directors. The Board will establish a transition process which enables the business of the Association to continue uninterrupted between Officer elections.
- 5.1.7 The Board may appoint Directors should vacancies on the Board arise provided that the number of Directors does not exceed fifteen(15).
- 5.1.8 The term of office of a Director elected to the Board shall be a maximum of two (2) years from the date that he assumes office or until the adjournment of the AGM two (2) years hence. A member who has served three (3) consecutive terms as a Director must remain off the Board for a period of one (1) year before seeking re-election. Such a Director may receive an extension of his term for a period not to exceed two (2) years by the passing of a Special Resolution at an AGM or Special General Meeting.
- 5.1.9 The term of office of a Director appointed to the Board shall be from the date appointed to the second AGM following the appointment.
- 5.1.10 At any time, if the number of Directors is fewer than seven (7), the Executive will determine a course of action to bring the complement back into compliance.
- 5.1.11 A Director may be removed from the Board by a motion with two-thirds (2/3) of the Board in favour of the removal. The Director whose conduct is under review may not vote on any motion related to his own removal.
- 5.1.12 A Director may be removed from office if fifty percent (50%) of Members sign a petition requesting the Director's removal and present that petition to the Board. Upon receipt of such a petition the Board will remove the Director at its next Board meeting.
- 5.1.13 A Director or Officer may resign from office by giving Notice in writing to the Secretary.

## 5.2 Meetings of the Board

- 5.2.1 The Board of Directors will meet on an as-needed basis and at such times as the President may determine but not less than eight (8) times per year.
- 5.2.2 At the direction of the Board, the President calls all meetings. Notice shall be given to each Director on a best efforts basis but generally no less than 72 hours prior to any meeting of the Board;
- 5.2.3 The President must call a meeting if any five (5) Directors make a request to the Board in writing and state the business for the meeting. Such a Board meeting will be held within fourteen (14) calendar days of the written request. Should the President fail to call such a meeting within one week of the Directors making this request, the Secretary will call the meeting to ensure the meeting is held within the fourteen days. Such meetings will not be cancelled except in the circumstances of force majeure.
- 5.2.4 The President will serve as chair of Board meetings. The 1st Vice-President chairs in the absence of the President. The 2nd Vice-President chairs in the absence of both the President and the 1st Vice-President. The Treasurer chairs in the absence of the President and the Vice-President(s); If none of the President or the Vice-Presidents or The Treasurer is present within one-half (1/2) hour after the set time for the meeting, the Directors in attendance should choose one of themselves to chair by nomination and majority vote;
- 5.2.5 If a chairperson has a conflict of interest with respect to the meeting agenda, a person without a conflict of interest should be appointed to preside during the consideration of the conflicting matter;
- 5.2.6 Attendance by a minimum of 50% plus one (1) of the Directors at any Board meeting is a Quorum for such Board meeting;
- 5.2.7 If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week, or another convenient time within two weeks which will likely result in attendance of 50% plus one (1) of the Directors. However, attendance of at least three (3) Directors present at this later meeting is a Quorum;
- 5.2.8 The business of the Board meeting will cease when Quorum is lost.
- 5.2.9 Each Director has one (1) vote. A majority vote is required to decide an issue. A majority of the attending Directors may request a secret ballot vote.
- 5.2.10 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote the motion is defeated;
- 5.2.11 Directors must declare any personal or business conflict of interest, and cannot participate in any discussion or vote on any issue for which a conflict of interest exists;
- 5.2.12 Directors must be present in order to participate in a Board Meeting; no proxy is allowed;
- 5.2.13 Meetings of the Board are open to Members and invited guests. Guests may be invited by any Director. Only Directors may vote. A majority of the Directors

present may ask any Member(s) or other persons present to leave. The Board can use their discretion pertaining to privacy or legal considerations and both (a) to go in-camera and excuse people temporarily, and (b) to ask any non-board member to leave for the balance of the meeting;

5.2.14 All Directors may agree to sign a resolution in writing, and such a resolution shall be as valid as if passed at a Board meeting. It shall not be necessary to give Notice or to call a Board meeting and the date on the resolution shall be the date it is passed.

5.2.15 Virtual Board Meetings

5.2.15.1 At the discretion of the Board, meetings may be held virtually, by any technology that allows participants to hear one another and to speak to those assembled;

5.2.15.2 Board Members shall each pay their own costs, if any, associated with participating in a virtual meeting;

5.2.15.3 Policies specific to virtual meetings may be adopted by the Board from time to time;

5.2.15.4 The quorum for a virtual meeting shall be established by roll call. The business of the Board meeting will cease when Quorum is lost.

5.2.15.5 Written minutes of such meetings are kept by the Secretary in the ordinary manner.

### **5.3 Officers**

Officers of the Association are the President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer.

### **5.4 Committees and Standing Committees**

The Board may appoint Committees, from time to time, to advise the Board. Chairpersons of such Committees shall be a Director. The Board establishes the following Standing Committees:

5.4.1 Executive Committee;

5.4.2 Finance Committee.

## **ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS**

### **6.1 Finance and Auditing**

6.1.1 The fiscal year of the Association is January 1 to December 31 of each year;

6.1.2 There must be an annual audit of the books, accounts, and records of the Association. A qualified accountant appointed at each Annual General meeting must do this audit. At each Annual General Meeting, the auditor, or the Treasurer (or his designate) must present a complete report of the audited financial statements for the previous fiscal

- year; and
- 6.1.3 The auditor shall not be a Director or Officer.

## **6.2 Cheques and Contracts of the Association**

- 6.2.1 The signing authorities of the Association are its Officers. Two signatures are required on all cheques and all cheques must be supported by an invoice or a memo. Provided that the requirements prescribed by the bank have been complied with, electronic banking supported by invoices and memo is permitted;
- 6.2.2 All contracts of the Association must be signed by two Officers. Such contracts must be authorized by resolution of the Board.

## **6.3 The Keeping and Inspection of the Books and Records of the Association**

- 6.3.1 The Secretary keeps the original Minute Books at the Registered Office of the Society. These records contain minutes from all General Meetings, the Board meetings, and the Executive Committee meetings;
- 6.3.2 The Secretary keeps a copy of such Minutes which may be electronic ;
- 6.3.3 The Board keeps and files all necessary records of the Association as required by the Bylaws, the *Societies Act*, or any other statute or laws;
- 6.3.4 Members wishing to inspect the records of the Society must give reasonable Notice to the President or the Secretary of the Association of his/her intention to do so;
- 6.3.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours;
- 6.3.6 All records of the Association are also open for inspection, except for records that the Board designates as confidential. Reasonable Notice must be provided.

## **6.4 Conflict of Interest**

Any Director with a real or perceived Conflict of Interest must bring the situation to the Board in a timely fashion for assessment. The situation will be reviewed and resolved in accordance with the Association's policy on this matter.

## **6.5 Bylaws, Policy, and Procedure Review**

The Board is required to review bylaws, policies, and procedures periodically at a Board meeting to ensure understanding, compliance and take action to make revisions as noted from the review.

## **6.6 Borrowing Authority and Fundraising**

- 6.6.1 With the approval of the Members via a Special Resolution, the Association may borrow funds to meet its objectives and operations. Any such proposal will include all details necessary for the Members to make an informed decision, including a statement that the loan can be repaid with priority out of anticipated revenues. This course of action should only be considered as a last resort and to resolve a short-term, unique situation. It should not be used to fund normal business plan operations;

6.6.2 The Board may raise funds and apply for grants for programs, facility, and site development.

## **6.7 Remuneration**

6.7.1 Directors and Officers are not eligible for remuneration and perform duties on a voluntary basis. Directors and Officers do not enjoy any financial benefit or gain in the performance of duties. Directors, Officers, and Members of Committees may be reimbursed for out-of-pocket expenses;

6.7.2 The Board approves staff compensation annually in conjunction with the Budget cycle.

## **6.8 Protection and Indemnity of the Directors and Officers**

6.8.1 The Association shall forthwith indemnify and save the Directors and Officers and each of them, both past and present, harmless from and against any liabilities, losses, costs, claims, actions or damages of any kind whatsoever, whether direct or indirect and whether contractual or tortuous, to which such Directors and Officers may be put, incur or suffer as a result of or in any way attributable to any act or omission, whether negligent or otherwise, of such Directors and Officers while conducting or carrying out their duties as Directors or Officers save to such extent such liabilities, losses, costs, claims, actions or damages are a direct result of or directly attributable to the gross negligence or willful misconduct of such Directors and Officers ;

6.8.2 A Director or Officer is not liable for the acts of any other Director or Officer or employee or for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. A Director or Officer is not liable for any loss due to an oversight or error in judgment or action taken based on errors in reporting.

## **ARTICLE 7 – MEDIATION AND DISPUTE RESOLUTION**

7.1 The appeal process for any Dispute is as follows:

- a. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by
- b. Written appeal to the Board for a decision. If resolution is not achieved, then by
- c. Mediation pursuant to the National Mediation Rules of the Alternative Dispute Resolution Institute of Canada (ADRIC) or to mediation practices agreed upon by the parties. If resolution is not achieved, then by
- d. Arbitration pursuant to the National Arbitration Rules of ADRIC, or to arbitration practices agreed upon by the parties. This decision will be binding on all parties.
- e. All efforts will be made to use a no-fee mediator or arbitration service. If such a service cannot be secured, any costs related to the mediation or arbitration will be shared equally between the Member and ECA.

## **ARTICLE 8 - AMENDING THE BYLAWS**

### **8.1 Amending the Bylaws**

These Bylaws may be canceled, altered, replaced, or added to by a Special Resolution.

### **8.2 Filing the Amended Bylaws**

The amended bylaws take effect after they have been accepted by the Corporate Registry of Alberta.

## **ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION**

- 9.1 The Association does not pay any dividends or distribute its property among its Members.
- 9.2 In the event the Members determine the Association should be dissolved, the dissolution decision will be achieved by a Special Resolution at a General Meeting;
- 9.3 The Facility and any Improvements (as described in the License of Occupation with the City of Calgary) become the property of The City of Calgary;
- 9.4 Funds held in the Gaming Account and the Consolidated Gaming Account, if any, assets purchased with gaming proceeds will be returned to the Alberta Gaming, Liquor and Cannabis or distributed to another charitable organization with the approval of the Alberta Gaming, Liquor and Cannabis ;
- 9.5 Any funds held in accounts other than the Gaming Account and the Consolidated Gaming Account, if any, and assets not purchased with gaming proceeds, will, after paying off all debts, be distributed to eligible charitable or religious groups or purposes;
- 9.6 The Association assets shall not be distributed to any Member.

## **ARTICLE 10 - RULES OF ORDER**

- 10.1 In the event that the Bylaws, The Association's Articles of Incorporation, the internal rules, policies and procedures established from time to time by the Board, and the Societies Act R.S.A. 2000 as amended do not address all matters which may arise, then the current edition of *Parliamentary Procedure At A Glance New Edition* by O. Garfield Jones shall govern the conduct of all meetings of The Association except where they may be in conflict with the aforementioned.