



THE GREATER BRAGG CREEK TRAILS ASSOCIATION BY-LAWS

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INTERPRETATION AND OBJECTS

Definitions

1. In these by-laws:
 - a) “Act” means the *Societies Act*;
 - b) “Board” or “Board of Directors” means the Board of Directors of the Society;
 - c) “By-laws” means the by-laws of the Society as amended from time to time;
 - d) “Director” or “Directors” means the Directors of the Society elected or appointed in accordance with these By-laws;
 - e) “Member” or “Members” means any Member approved by the Board of Directors in accordance with these By-laws;
 - f) “Officers” means the President, Vice President, Treasurer and Secretary;
 - g) “ordinary resolution” means a resolution passed by a vote of a majority of 50% plus one (1) of those individuals who, if entitled to do so, vote in person;
 - h) “Society” means The Greater Bragg Creek Trails Association; and
 - i) “Special Resolution” means:
 - (i) a resolution passed:
 - A. at a meeting of which not less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given; and
 - B. by a vote of not less than seventy-five percent (75%) of the those who, if entitled to do so, vote in person;
 - (ii) a resolution proposed and passed as a Special Resolution at a meeting of which less than twenty-one (21) days’ notice has been given, if all those entitled to attend and vote at the meeting so agree, or
 - (iii) a resolution consented to in writing by all those who would have been entitled at a meeting to vote on the resolution in person.

FUNDING

2. The activities of the Society shall be funded by the financial and in-kind contributions from the Members and volunteers and from other sources of funding available to the Society including, but not limited to, private donations, corporate and foundation financing and government grants.

3. The Society is to be self-financing and both the existence and the scope of the activities of the Society depend entirely on the in-kind contributions and funding raised by the Society. All the funding received by the Society shall be used for the objects of the Society and for no other purpose.
4. The liability of the Members of the Society for the debts and obligations of the Society shall be limited to the in-kind contributions and financial support agreed to by the Members.

MEMBERSHIP

5. The Society shall have a minimum of twelve (12) and a maximum of fifty (50) Members.
6. The number of Members shall be determined from time to time by a majority vote of the Directors at a meeting of the Board of Directors.
7. An individual can be a volunteer with the Society without becoming a Member, but all Members must be volunteers with the Society.

Eligibility

8. To be eligible to be a Member of the Society a person must:
 - a) if an individual, be 18 years of age or older;
 - b) be interested in advancing the objects of the Society;
 - c) agree to comply with the By-laws of the Society;
 - d) have done volunteer work for the Society within the previous 15 months; and
 - e) agree to contribute time, technical services, skills, expertise, in-kind or financial resources to the Society.

Application for Membership

9. Any interested person may apply to be a Member of the Society or may be invited by another Member to apply to be a Member of the Society.
10. Any application for membership in the Society must be approved by ordinary resolution of the Board of Directors.
11. The Board of Directors shall, at all time, have the power to:
 - a) reject or defer any application for membership; and
 - b) admit applicants to membership in the Society.

and the decision of the Board of Directors shall be final.

12. The terms upon which a person may be admitted as a Member shall be determined by agreement between the Board of Directors and the proposed Member at the time of admission.
13. Membership in the Society is not transferable.
14. Members who are not individuals shall appoint an individual 18 years of age or older to represent the Member.

Membership review and removal

15. The commitment and contribution of each Member may be evaluated by the Board of Directors and the Member at any time.
16. A Member may be removed from the Society, by a Special Resolution of the Directors if, in the opinion of the Directors, the Member:
 - a) has failed to live up to its commitments established by the terms of the agreement admitting the individual as a Member;
 - b) has not demonstrated goodwill toward the achievement of the vision, mission, principles, goals or objectives of the Society; or
 - c) has failed to comply with the *Occupational Health and Safety Act* and the Society's Safety Manual.
17. A Member may withdraw from the Society, at any time, by giving written notice to the President of the Society.

Member reinstatement

18. Subject to Articles 5 to 7, a Member who withdraws or is removed from the Society pursuant to Articles 16 and 17 may, after the expiration of sixty (60) calendar days, apply or be invited to have its membership reinstated.

Member Rights

19. A Member may:
 - a) attend any meeting of the Members;
 - b) make representations on any matter at any meeting of the Members;
 - c) vote on any resolutions at any meeting of the Members;
 - d) vote in any election for Directors;
 - e) be nominated as a candidate in any election of Directors; and
 - f) hold office as a Director of the Society.

MEETINGS OF THE MEMBERS

Annual General Meeting

20. The Annual General Meeting of the Members shall be held on such day in each calendar year, and at such location, as the Board of Directors may from time to time determine, to enable the Members to:
 - a) receive the report of the Board of Directors and the Standing Committees;
 - b) receive and approve the financial statements and report of the auditor;
 - c) elect the Directors;
 - d) provide advice and recommendations to the Board of Directors with respect to the objects of the Society; and
 - e) raise such other business as may properly be brought before the meeting.
21. Notwithstanding Article 20, each Annual General Meeting shall be held no later than fifteen (15) months after holding of the last preceding Annual General Meeting.
22. Annual General Meetings shall be open to all volunteers of the Society.

Special General Meetings

23. The Board of Directors or the President shall have the power to call a special meeting of the Members at any time. The Board of Directors shall call a special meeting, as soon as possible, on written request of 50% of the Members. Such special meeting shall be called and held for the purpose stated in such request.

BOARD OF DIRECTORS

Management of the Society

24. The business and affairs of the Society shall be managed by the Board of Directors and the Directors shall exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting of the Members.

Powers

25. The Society may borrow money upon the credit of the Society, from a bank, corporation, firm or person upon such terms, covenants and conditions, only at such times, in such sums, to such an extent and in such manner as is approved in advance by special resolution of the Board of Directors.

26. The Society may buy, own, hold, lease, mortgage and sell such vehicles, equipment, supplies, materials and tools and hire contractors and employees as may be necessary or desirable in the carrying out of the objects of the Society.

Indemnities to Directors and officers

27. Except in respect of an action by or on behalf of the Society to procure a judgment in its favour, the Society shall indemnify a Director or Officer or a former Director or Officer of the Society and the Director's or Officer's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director or Officer in respect of any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Society, if
- a) the Director or Officer acted honestly and in good faith with a view to the best interests of the Society, and
 - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that the Director's or officer's conduct was lawful.
28. The Society may with the approval of the Court indemnify a person referred to in Article 27 in respect of an action by or on behalf of the Society to procure a judgment in its favour, to which the person is made a party by reason of being or having been a Director or Officer of the Society against all costs, charges and expenses reasonably incurred by the person in connection with the action if the person fulfils the conditions set out in clauses (a) and (b) of Article 27.
29. The Society may advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in Articles 27 or 28, but if the person does not meet the conditions of Article 27 he shall repay the funds advanced.
30. The Society may purchase and maintain insurance for the benefit of any person referred to in Article 27 against any liability incurred by the person in the person's capacity as a Director or Officer of the Society, except when the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Society.
31. The Society may enter into an agreement with its Directors and Officers with respect to the indemnification provided for in Articles 27 to 30.

ELECTION AND APPOINTMENT OF DIRECTORS

Number of Directors

32. There shall be a minimum of five (5) and a maximum of fifteen (15) Directors.
33. The number of Directors shall be determined from time to time by a majority vote of the Directors at a meeting of the Board of Directors.

Eligibility

34. To be elected or appointed as a Director, the nominee or appointee shall be:
- a) an individual, 18 years of age or older; and
 - b) a Member of the Society or a representative of a Member of the Society.

Election of Directors

35. At the Annual General Meeting the Members shall elect from among the individuals nominated to hold office as a Director, the number of Directors to be elected to the Board of Directors.
36. The candidates receiving greatest number of votes shall be elected as a Director.
37. In the event of a tie between two candidates the ballots shall be recounted. If the tie is confirmed then, at the discretion of the chair, there will either be another election between those candidates or the names of those candidates will be placed in a receptacle and a scrutineer shall draw one candidate's name. The candidate who receives the most votes on the second ballot or whose name is drawn shall be elected as a Director.
38. Individuals appointed or elected as Directors becomes Directors if they were present at the meeting when being appointed or elected and did not refuse the appointment. They may also become directors if they were not present at the meeting but consented in writing to act as directors before the appointment or election, or within 10 days after the appointment or election, or if they acted as directors pursuant to the appointment or election.
39. Where less than or only a sufficient number of individuals are nominated to fill the required number of positions of Director, the Directors so nominated shall be elected by acclamation.
40. Where less than the required number of Directors have been declared elected by acclamation the Directors that have been elected shall appoint eligible individuals to the remaining positions and the individuals so appointed shall hold office as if elected.

Term of Office

41. The term of office of a Director shall be for a period of two years which shall:
- a) commence immediately on the Director being elected or appointed at the Annual General Meeting; and
 - b) expire immediately on a Director being elected or appointed at the Annual General Meeting that takes place in the second year following the year in which the term commenced.

42. There is no limit on the number of terms that a Member may hold office as a Director of the Society.

Vacancies

43. The office of a Director shall be automatically vacated if:
 - a) the Director is removed from office pursuant to Article 45;
 - b) the Director resigns his office by delivering a written resignation to the President; or
 - c) the Director ceases to be a Member.
44. Where a Director ceases to hold office before the expiry of that Director's term of office, the Board of Directors shall elect from among the Members another individual to serve as Director for the unexpired portion of that term of office.

Removal of Directors

45. The Members may, at a meeting of the Members and by Special Resolution, remove any Director from office. Where a vacancy is created by the removal of a Director the Members may, at the meeting at which the Director was removed, elect a Director from among the Members to serve for the unexpired portion of that term of office or if a Director is not so elected, the position may be filled pursuant to Article 44.

MEETINGS OF DIRECTORS

Place and Frequency of Meetings

46. The Board of Directors may hold its meetings at such date, time and place as it may determine from time to time.
47. The Board of Directors shall meet at least two times each year and at such other times as may be required for the proper management of the Society, provided that one of the meetings of the Directors shall be held in accordance with Article 49.

OFFICERS

48. The officers of the Society shall be the President, Vice President, Treasurer and Secretary.

Election

49. After the Directors have been declared elected at the Annual General Meeting the Society shall hold a meeting of the Board of Directors and that meeting must be held immediately following the close of the Annual General Meeting.

50. At the Board of Directors meeting held under Article 49, the Directors shall elect the Officers of the Society from among the Directors.
51. The chair may vote in respect of the election of the Officers.
52. Where only one Director has been nominated for each Officer position, the chair shall declare the Directors so nominated as being elected by acclamation.

Term of Office

53. The term of office of the Officers:
 - a) commences immediately on the Officers being declared elected at the first Board of Directors meeting held following the Annual General Meeting; and
 - b) expires immediately on the Directors being declared elected at the next Annual General Meeting.
54. There is no limit on the number of terms that a Director may hold office as an Officer of the Society.

Vacancy and Removal of Officers

55. The position of Officer shall be automatically vacated if:
 - a) the Officer has resigned his office by delivering a written resignation to the Board of Directors;
 - b) is no longer a Director; or
 - c) the officer is removed from office pursuant to Article 56.
56. The Board of Directors may by ordinary resolution remove any Officer from office.
57. Where an Officer ceases to hold office or where a vacancy is created by the removal of an Officer before the expiry of that Officer's term of office,
 - a) in the case of the President, the Vice President will serve as President for the unexpired portion of the term; and
 - b) in the case of the other Officers, the Board of Directors shall elect another Director to fill the position for the unexpired portion of the term.

General Responsibilities of the Officers

58. The officers shall be responsible for:
 - a) executing the decisions of the Board of Directors and oversight of such execution;

- b) providing leadership to the Board of Directors; and
- c) acting as the official signatories for any documents of the Society.

Duties of the President

59. The President shall:

- a) when present, preside at all meetings all meetings of the Board of Directors, Officers and Members;
- b) be an ex officio member of all the committees but shall not be a chair of any committee;
- c) act as the chief spokesperson for the Society;
- d) encourage consensus at meetings of the Board and monitor relationships between the Directors and between the Society and the Members; and
- e) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the President from time to time by the Board of Directors.

Duties of the Vice President

60. The Vice President shall:

- a) in the absence of the President, preside at all meetings the Board of Directors, Officers and Members;
- b) be an ex officio member of all the committees but shall not be a chair of any committee;
- c) be vested with all the powers and shall perform all the duties and exercise the powers of the President in the absence or inability or refusal of the President to act; and
- d) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Vice President from time to time by the Board of Directors.

Duties of the Treasurer

61. The Treasurer shall:

- a) have the custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society and shall deposit all monies,

- securities and other valuable effects in the name and to the credit of the Society in a chartered bank or trust company;
- b) support the Board of Directors in the preparation of budgets and financial reports; and
 - c) oversee the financial activities, accounting procedures and systems used by the Society;
 - d) ensure that the Society meets its financial responsibilities.
 - e) disburse the funds of the Society as may be directed by the proper authority, taking voucher for these disbursements;
 - f) render to the President and Directors at regular meetings of the Board, or whenever the President or the Directors may require it, an accounting of all transactions and statements of financial position of the Society;
 - g) unless delegated to another Director, keep such records and file such reports and documents as may be required by the *Workers Compensation Act* to maintain WCB coverage on the Society's employees, Directors and Officers, and volunteers;
 - h) unless delegated to another Officer or Member, keep such records and file such documents as may be required to maintain the Society as a registered charity with Canada Revenue Agency;
 - i) unless delegated to another Officer or Member maintain and renew the following insurance for the Society:
 - (i) non-profit organization and directors and officers insurance;
 - (ii) commercial general liability insurance;
 - (iii) property insurance;
 - (iv) motor vehicle insurance;
 - (v) special event and liquor insurance if not included in the Society's commercial general insurance.
 - j) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Treasurer from time to time by the Board of Directors.

Duties of the Secretary

62. Secretary shall:
- a) conduct all correspondence of the Society;
 - b) issue notices of meetings of the Society and Directors;
 - c) record all votes and attend and keep minutes of all meetings of the Society and the Directors in the books to be kept for such purpose;
 - d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - e) have custody of the seal of the Society, if required;
 - f) maintain the register of Members, Directors and Officers;
 - g) unless delegated to another Officer or Member:
 - (i) maintain the Minute Book of the Society;
 - (ii) file the Annual Returns of the Society and ensure that the Society remains in good standing; and
 - (iii) acts as the Registered Office and the Records Office of the Society;
 - h) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Secretary from time to time by the Board of Directors.
63. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Delegation of Duties of Officers and Board of Directors

64. In case of the absence or inability of the President, Vice President, Treasurer or Secretary to act or for any other reason that the Directors may deem sufficient, the Directors may grant and delegate, without implying any loss of powers, and revoke as the case may be, all or any of the powers of the Board of Directors, or any Officer to any other Officer, Director, Member or other person or agent, as the case may be, without the need for any resolution or consent of the Members or of any other kind.
65. The President may, for any reason he may deem sufficient, grant and/or delegate, without this implying any loss of his powers, and revoke all or any of his powers to any other Officer, Director, Member, or other person or agent without the need of any resolution or consent of any kind.

STANDING COMMITTEES

66. The Board of Directors shall establish the following Standing Committees which shall serve in an advisory capacity and report to the Board of Directors:

- a) **Fundraising Committee** which shall:
 - (i) be responsible to obtain private donations, corporate and foundation financing and government grants and hold fundraising activities to secure financial and other resources required to carry out the objects of the Society and
 - (ii) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Fundraising Committee from time to time by the Board of Directors.

- b) **Health and Safety Committee** which shall:
 - (i) be responsible for the Society's compliance with the *Occupational Health and Safety Act*;
 - (ii) be responsible for the maintenance and update of the Society's Safety Manual, as may be required from time to time;
 - (iii) carry out its delegated responsibilities in accordance with the Society's Safety Manual; and
 - (iv) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Health and Safety Committee from time to time by the Board of Directors.

- c) **Finance and Audit Committee** shall be:
 - (i) be responsible for developing and implementing measures to ensure the Society's financial assets are safeguarded and the Society's financial position is fairly reported;
 - (ii) oversee the annual audit of the Society's financial records and internal and external controls; and
 - (iii) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Finance and Audit Committee from time to time by the Board of Directors.

Standing Committee Chairs

67. At the meeting of the Board of Directors, held immediately following the Annual General Meeting, after the Directors have been declared elected, the Board of Directors

shall elect the chair of each of the Standing Committees and the Chair may vote for such Standing Committee chairs.

68. The Board of Directors may remove the chair of a Standing Committee from office by a motion at a meeting of the Board of Directors. If the Director is removed as chair of a Standing Committee, the Board of Directors shall, at that meeting elect another Director to fill the position for the unexpired portion of the term

AD HOC COMMITTEES

69. The Board of Directors may establish such other committees (to be known as “Ad Hoc Committees”) as it deems necessary, to assist it in the fulfillment of its duties and responsibilities and the Board of Directors may delegate to such committees any of the Board’s responsibilities that may be lawfully delegated.
70. The Board of Directors may from time to time dissolve, suspend or re-establish any Ad Hoc Committee.
71. The Board of Directors may provide for the appointment and removal of Ad Hoc Committee chairs and members and provide for the terms of reference, governance, operation, duties and functions of the Ad Hoc Committees.

GENERAL MEETING PROVISIONS

72. Unless otherwise stated, the following provisions apply to any meeting of the Society, whether a meeting of the Members, Board of Directors, Officers, Standing Committee or Ad Hoc Committee.

Holding Meetings

73. Any meeting, other than a Board of Directors meeting where a special resolution will be considered and the Annual General Meeting, may be held by telephone or such other electronic means provided that all persons participating at the meeting can hear each other, and any person participating in such meeting by such means is deemed to be present at the meeting.

Notice of Annual General Meetings

74. Twenty-one (21) days’ written notice of the time and place of each Annual General Meeting shall be sent to each Member by e-mail to the last e-mail address of the Member on record with the Society and posted on the Society’s Website.

Notice of all other meetings

75. Notice of Board of Director, Officer and committee meetings may be telephoned or sent by e-mail to the Director, Officer or committee member. A statement by the meeting chair that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice.

76. Notice of the meeting stating the day, hour and place of the meeting shall be provided no less than:
 - a) twenty-four (24) hours before a meeting by telephone is to take place;
 - b) five (5) calendar days before a meeting in person is to take place.
77. A meeting may be held on shorter notice, or without notice, provided all those entitled to notice have given their consent to the meeting being held. A record of such consent shall be entered in the minutes.
78. A notice of meeting need not specify the purpose of or the business to be transacted at the meeting except in the case where a special resolution will be considered, and, in that case, the notice shall contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken
79. Any abridgement of the notice period or an error or inadvertent omission in a notice of a meeting shall not invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any person entitled to attend the meeting may at any time waive notice of any such meeting and may ratify and approve any all proceedings taken or had thereat.
80. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any person and such waiver may be validly given either before or after the meeting to which such waiver relates.
81. If an urgent meeting is called for a specific purpose, those entitled to attend may by majority vote of those present, waive or reduce the notice requirement for that meeting and all proceedings and resolutions passed at that meeting relating to that specific purpose shall be valid notwithstanding that the otherwise required notice had not been given.

Quorum

82. A quorum for the transaction of business at a meeting, other than the Annual General Meeting or Special General Meeting, shall be 50% plus one (1) of those individuals entitled to attend the meeting and eligible to vote.
83. A quorum for the transaction of business at an Annual General Meeting or Special General Meeting shall be 25% of those individuals entitled to attend the meeting and eligible to vote.
84. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be transacted at any meeting unless quorum is present at the commencement of the meeting, but quorum need not be present throughout the meeting.

85. If a meeting cannot be convened because there is not a quorum, it shall be at the discretion of those present to delay the opening of the meeting until such future time and place as may be proposed by the chair. Only business which might have been brought before or dealt with at the original meeting shall be dealt with at the adjourned meeting.

Voting

86. Every question submitted to a meeting shall be decided by a show of hands or, if individuals are participating by telephone or other electronic means, by verbal or electronic response, either in the positive or negative.
87. Those entitled to vote, including the chair, shall have one (1) vote on each matter put to the question at any meeting.
88. A majority of votes cast by those present at the meeting and eligible to vote shall determine the questions in meetings except where the vote or consent of a greater number is required by these By-laws or by statute.
89. In the case of an equality of votes, the chair shall not have a casting vote and an equal vote will defeat the question.

Resolutions

90. A declaration of the person chairing the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the books of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
91. A resolution consented to in writing by all those who would have been entitled to vote on such resolution shall be as valid and effective as if it had been passed at a meeting duly called and constituted. A written resolution may be held to relate back to any date stated in the resolution to be the effective date. Any such resolution may be signed in counterpart or electronically, or both.

Minutes

92. The Board of Directors shall ensure minutes are duly entered in books provided for the purpose:
- a) of the approval of Members;
 - b) of all appointments of Directors, Officers, committee chairs and committee members;
 - c) of the names of those present at each meeting of the Directors, any committee and the Annual General Meetings; and

d) all resolutions made at meetings of the Board of Directors, Standing Committees, Ad Hoc Committees and at the Annual General Meetings.

93. Any minutes of any meeting of the Board of Directors, of any committee or any Annual General Meeting, if approved at a subsequent meeting, shall be sufficient and conclusive evidence of the matters stated in such minutes.

BUSINESS MATTERS

Remuneration of Directors and officers

94. The Members, Directors and Officers shall serve as such without remuneration from the Society and no Member, Director or Officer shall directly or indirectly receive any profit from his position as such.

Head Office

95. The head office of the Society shall be in Bragg Creek, Alberta or such other location in Alberta as the Board of Directors may, from time to time, determine.

Fiscal Year

96. Unless otherwise determined by the Board of Directors, the fiscal year end of the Society shall be December 31.

Auditor

97. Each year the Board of Directors shall appoint a duly qualified accountant or two Members of the Society, other than a Director or Officer of the Society, to audit the books and records of the Treasurer, the Society's accounts and the annual financial statements.

98. The audited financial statements and the auditor's report shall be presented to the Members at the Annual General Meeting.

Communication of Notices

99. For the purposes of sending notices to Members, Directors or Officers for any meeting or otherwise, the electronic (e-mail) address of the Members, Directors or officers shall be their last electronic (e-mail) address recorded in the books of the Society.

100. The Members, Directors or officers may change and e-mail address by written notice to the Secretary of the Society.

101. Notices sent by e-mail shall be deemed to be received on the day of sending but if it is not a business day, on the next business day and communication sent by e-mail is valid on proof that sending e-mail account obtains or receives a confirmation that the transmission to the e-mail address of the person to be served was successfully received.

102. Members, Directors and Officers are responsible:
- a) for ensuring that their e-mail addresses on record with the Society are current and that they can receive and send e-mail messages;
 - b) enabling their e-mail service to allow for “received receipts”; and
 - c) to provide a “read receipt” when requested to do so.

Books and Records

103. The Directors, President and other Officers shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.
104. The books and records of the Society may be inspected by any Member or Director at such place and time as may be agreed upon by the Society and the Director or Officer maintaining those books and records, upon giving reasonable notice to the President.

Seal

105. The Directors may provide a corporate seal for the Society. If the Society has a corporate seal, it shall be of such form and device as may be adopted by the Directors and the Directors may make such provision as they see fit with respect to affixing of the said seal and the appointment of a Director or Directors, President or other persons, to attest by their signatures that such seal was duly affixed.
106. The Directors shall have the power from time to time to destroy the seal and substitute a new seal in place of the seal destroyed.

Execution of Instruments

107. The Directors shall have power from time to time to appoint grant, delegate and revoke powers to individuals to sign specific contracts, documents and instruments in writing on behalf of the Society. Contracts, documents or any instruments in writing requiring the signature of the Society, may be signed by one or two authorized individuals, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.
108. The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by individuals appointed by resolution of the Board of Directors.

BY-LAWS

109. A copy of the Application for Incorporation of Society, the By-laws of the Society and a copy of the Act shall be available to the Members on the Society’s Website.

110. The By-laws may be repealed, amended or replaced by a Special Resolution of the Board of Directors at a meeting duly called to consider the said repeal, amendment or replacement of the by-laws.
111. A notice of the fact that the By-laws have been amended or replaced shall be sent by e-mail to the Members and posted on the Website.

TRANSITION

112. The persons who were Members of the Society immediately before these By-laws came into effect shall continue to be Members of the Society provided they are eligible to be Members of the Society pursuant to Article 8 and are subsequently approved as Members pursuant to Article 10.
113. The individuals who were the Directors and Officers of the Society immediately before these By-laws came into effect shall continue to hold office until their terms of office to which they were elected expire, or their successors to the positions are sooner elected or replaced under these By-laws.