



Alberta Skeleton Association Cooperate Access Number: 502935802

General By-Law

A by-law relating generally to the conduct of the affairs of the
ALBERTA SKELETON ASSOCIATION
BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the **ALBERTA SKELETON ASSOCIATION** (hereinafter called the "Association") as follows:

Division One - **NAME**

1.1 Name

Alberta Skeleton Association

Division Two - **INTERPRETATION**

In this bylaw and all other bylaws of the Association, unless the context otherwise specifies or requires;

2.1 Association: The "Alberta Skeleton Association" is a provincial organization for the promotion and support of the sport of Skeleton throughout Alberta. The Association is recognized by Bobsleigh Canada Skeleton.

2.2 "Act" means the Societies Act of Alberta, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Association to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;

2.3 "Appoint" includes "elect" and vice versa;

2.4 "Articles" means the Articles of Incorporation of the Association filed January 21, 1983, as from time to time amended;

2.5 "Board" means the Board of Directors of the Association which shall, subject to the By-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association;

2.6 "By-laws" means this by-law and all other by-laws of the Association from time to time in force and effect;

2.7 "Meeting of Association" includes an annual or other general meeting of Association and a special

meeting of the Association;

2.8 "Regulations" means the Regulations under the Act as published or from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Association to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new Regulations;

2.9 "Resident Albertan" means an individual who is ordinarily resident in Alberta or, if not ordinarily resident in Alberta, is a member of a class of persons prescribed by Regulations and, in any case,

2.9.1 is a Canadian citizen, or

2.9.2 has been lawfully admitted to Canada for permanent residence;

2.10 "Signing Officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Association by virtue of a resolution passed pursuant thereto.

2.11 "Special Resolution" means

2.11.1 a resolution passed

2.11.1.1 at a general meeting of which not less than thirty (30) days notice specifying the intention to propose the resolution has been duly given, and

2.11.1.2 by the vote of not less than two-thirds (2/3) of those members who, if entitled to do so, vote in person,

2.11.2 a resolution proposed and passed as a special resolution at a general meeting of which less than thirty (30) days notice has been given, if all members entitled to attend and vote at the general meeting so agree, or

2.11.3 a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person.

2.12 "Good Standing" means

2.12.1 An individual whose respective fees for the current financial year of the Association have been received by the Association; or as otherwise provided for herein;

2.12.2 If any member is in arrears for fees or assessment for thirty (30) days or more after payment is due, such member, without notice, shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.

2.12.3 The Board reserves the right to assess any sanctions (Section 4.9) as deemed appropriate. Any member of the Association who the Board finds to be guilty of violating the By-laws, code of conduct, policy & procedures or participates in any action that has the potential to negatively affect the good name or image of the Association shall no longer be considered to be in good standing upon written notice from the Board.

Save as aforesaid, all terms which are contained in these By-laws of the Association and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations. Words importing the singular number include the plural and vice versa; the masculine shall include the feminine; and the word "person" shall include an individual, partnership, association, body corporate, corporation, company, syndicate, trustee, executor, administrator, legal representative, and any number or aggregate of persons.

Division Three - REGISTERED OFFICE

3.1 The registered office and head office of the Association shall be in the city of Calgary in the province of Alberta, and at such place therein as the Board may from time to time determine.

Division Four - MEMBERSHIP

4.1 Requirement

4.1.1 Membership in the Association shall be unlimited in number and open to all "Resident Albertans".

4.1.2 Any person may become a member of the Association upon payment of the membership fee, if any, as determined by the Board of Directors from time to time and upon fulfilling such other reasonable requirements, if any, as may be determined by the Board of Directors from time to time.

4.2 Minors

A person under the age of 18 years who is admitted as a member of the Association is liable to the payment of fees and otherwise liable under the rules of the Association as if he were an adult.

4.3 Membership Application

Application for membership must be approved by the Board of Directors.

4.4 Withdrawal of membership

Any member wishing to withdraw from membership may do so upon notice in writing to the Board of Directors through its Secretary.

4.5 Categories

4.5.1 The Board of Directors, in its discretion, may create different classes of membership and to which may be attached different rights and powers.

4.5.2 Athlete: Any "Resident Albertan" participating in the associations sliding events or athletic programs and is 18 years of age or older prior to the beginning of the membership year. Each athlete member may attend all Annual and Special General Meetings and is entitled to one vote.

4.5.3 Non-Resident: Any non-"Resident Albertan" participating in the associations sliding events or athletic programs and is 18 years of age or older prior to the beginning of the membership year. Each "Non-Resident" member may attend all Annual and Special General Meetings and is entitled to one vote but shall not be entitled to run for office.

4.5.4 Associate Membership: Any person who is an active participant in the Association's activities. Each individual member may attend all Annual and Special General Meetings and is entitled to vote.

4.5.5 Family Members: Family membership is mandatory for any athlete member not 18 years of age or older prior to the beginning of the membership year. A paid family membership is entitled to a maximum two (2) parent/guardian votes at Annual and Special General Meetings of the Association. All athletes falling under a Family membership are required to pay the Athlete membership fee.

4.5.6 Supportive Membership: Any person who participates at workshops, public awareness events, recruitment programs or any other of the association's promotional activities. Supportive members shall be entitled to receive notice of and attend meetings of members but shall not be entitled to vote thereat and shall not be entitled to run for office.

4.5.7 Lifetime: The Board may grant lifetime membership to individuals who have contributed meritorious service to the Association or who have made an outstanding contribution to the Association. Those individuals being proposed by the Board and ratified by the Annual General Meeting of the members of the Association will be lifetime members of the Association. Each Lifetime member may attend all Annual and Special General Meetings and is entitled to one vote.

4.6 Term of Membership

Membership shall be for a period of one year beginning May 1st of the current year and ending April 30th the following year.

4.7 Renewal of Membership

Membership must be renewed annually or the membership will lapse and the continuity of membership rights will be lost.

4.8 Voting

4.8.1 No member shall hold office or vote unless their membership is in "good standing". Each member is entitled to one vote.

4.8.2 Voting Privileges: No member of the Association shall be allowed to vote at any meeting of the members of the Association unless they are members in "good standing" for a period of at least 7 days prior to that meeting.

4.9 Sanctions

Sanctions may result in warnings, fines and / or expulsion. The Association may expel for cause, any member by resolution of a three-quarter (3/4) majority vote of voting members present at an Annual General Meeting or meeting duly called for that purpose.

4.10 Annual Dues

The annual membership fees of the Association shall be determined from time to time by the Board.

Division Five - **MEETINGS OF MEMBERSHIP**

5.1 Register of Members

The Association shall maintain a register of members which shall consist of all members who have not withdrawn from membership, or have been suspended or expelled, and have paid all annual dues or assessments levied by the Association as determined by the Board of Directors from time to time.

5.2 Annual Meetings

The Annual General Meeting of the members of the Association shall be held within six months from the Association fiscal year end. The annual meeting shall be at such place or places as the Board may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing Directors, appointing an auditor if required by the Act or the Articles, and for the transaction of such other business as may properly be brought before the meeting.

5.3 Special Meetings

The Board of Directors or the President shall have the power to call a special meeting of the membership at any time upon notice. A special meeting shall be called by the President or Secretary upon receipt by either one of them of a petition signed by one-third (1/3) of the members in good standing, setting forth the reasons for calling such meeting.

5.4 Place of Meetings

Meetings of members shall be held at any place within Alberta as the Directors may by resolution determine or, if all the members entitled to vote at the meeting so agree, outside Alberta.

5.5 Record Date for Notice

The Board may fix in advance a date, preceding the date of any meeting of members entitled to notice of the meeting. If no record date is fixed, the record date for the determination of the members entitled to receive notice of the meeting shall be the close of business on the date immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting is held.

5.6 Notice

A printed, written, or typewritten notice stating the day, hour and place of each meeting of members shall be given in the manner provided in Section 5.7 more than thirty (30) days before the date of the meeting to each Director, to the auditor, and to each member who at the close of business on the record date for notice is entered in the register of members.

Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report, election of Directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the members to form a reasoned judgement thereon and shall state the text of any Special Resolution to be submitted to the meeting.

5.7 Method of Giving Notices

Any notice or other document required by the Act, the Regulations, the Articles or the By-laws to be sent to any member or Director or to the auditor shall be delivered personally or sent by prepaid mail or by electronic mail, telegram or cable, fax or telex, to any such member at his latest address as shown in the register of members and to any such Director at his latest address as shown in the records of the Association or in the last notice filed under Sections 22 of the Act, and to the auditor at his business address. A notice shall be deemed to be given when it is delivered personally to any such person or to his address as aforesaid; a notice mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by him to be reliable.

5.8 Non-Receipt of Notices

If a notice or document is sent to a member by prepaid mail in accordance with Section 5.7 and the notice or document is returned on three consecutive occasions, it shall not be necessary to send any further notice or document to the member until he informs the Association in writing of his new address; provided, always, that the return of a notice of a members' meeting mailed to a member in accordance with Section 5.7 of this By-law shall be deemed to be received by the shareholder on the date deposited in the mail notwithstanding the return of the notice.

5.9 Waiver of Notice

Attendance of a member and any other person entitled to attend a meeting of members shall constitute a waiver of notice of the meeting. Any objections to the transaction of any business on the grounds that the meeting is not lawfully called shall be given in writing prior to the meeting.

5.10 Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer, 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 thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

5.11 Signature on Notices

Unless otherwise specifically provided, the signature of any Director or Officer of the Association to any notice or document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

5.12 Right to Vote

Unless otherwise stated in the Act each member in "good standing" shall be entitled to one vote.

5.13 Chairman, Secretary and Scrutineers

The President or in his absence, the Vice-President, shall be chairman of any meeting of members. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the Secretary of the Association is absent, the chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.

5.14 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the Directors and auditors of the Association and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

5.15 Quorum

Subject to the Act, a quorum at any meeting of members shall be 18% of the members in good standing. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business.

5.16 Proxy

Each voting member may hold up to two (2) proxy votes of another voting member at Association General Meetings or Special Meetings, on condition that written notice of these is filed with the Secretary before the beginning of the meeting. The proxy shall be in writing and specify the name of the proxy holder. There will be a reminder of proxy rights in the notice of the meeting.

5.17 Votes to Govern

At any meeting of members every question shall, unless otherwise required by the Articles or By-laws or by law, be determined by a majority of the votes either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to a second or casting vote. In the event in a tie of the votes cast, the motion shall be considered defeated.

5.18 Show of Hands

Subject to the Act, any question at a meeting of members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

5.19 Ballots

On any question proposed for consideration at a meeting of members, a member entitled to vote may demand and the chairman may require that a ballot be taken either before or upon the declaration of the result of any vote by show of hands. If a ballot is demanded on the election of a chairman or on the question of an adjournment it shall be taken forthwith without an adjournment. A ballot demanded or required on any other question shall be taken in such manner as the chairman shall direct. A demand or requirement for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each member present who is entitled to vote may vote upon the question. The result of the ballot so taken shall be the decision of the members upon the question.

5.20 Resolution in Lieu of a Meeting

A resolution in writing signed by all the members entitled to vote on that resolution at the meeting is as valid as if it had been passed at a meeting of the members of the Association.

5.21 Adjournment

The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the time of the adjournment. Subject to the Act, if a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as notice for an original meeting.

Division Six - **DIRECTORS**

6.1 Constitution of the Board

The Board of Directors shall be comprised as follows:

6.1.1 Elected Directors - minimum of six

6.2 Powers of the Board

6.2.1 The Board of Directors shall administer the affairs of the Association in all matters and make or cause to be made for the Association in its name any kind of contract which the Association may lawfully enter and save as herein after provided; generally may exercise all other powers and do all such other acts and matters as the Association is by its charter or otherwise authorized to exercise and do.

6.2.2 The Board of Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an agent or agents the right to employ and pay salaries to employees. The agent shall have the power to make expenditure for the purpose of furthering the objects of the Association.

6.3 Election and Term

6.3.1 The election of Directors shall take place at the Annual General Meeting of the Association.

6.3.2 Elected positions of President, Secretary and one of the Directors shall be elected each even numbered year.

6.3.3 Elected positions of Vice-President, Treasurer and remaining Directors shall be elected each odd numbered year.

6.3.4 There shall be elected sufficient Directors so that there are a minimum of six Directors on the Board of Directors.

6.3.5 Candidates to be elected to the Board must be nominated by at least two members.

6.3.6 Each Director shall be elected for a term of two years, and the Directors so elected shall form a Board and shall serve until their successors are elected and installed. Upon the expiration of a Director's term, a Director, if qualified, shall be eligible for re-election.

6.3.7 Where the Association adopts an amendment to the Articles to increase the number or minimum number of Directors, the Association may, at the meeting at which it adopts the amendment, elect the additional number of Directors.

6.4 Qualification

No person shall be qualified for election as a Director if he is less than 18 years of age; if he is of unsound mind and has been so found by a Court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt, or if he is not a member in good standing, or if he is not a voting member of the Association, or if he is not a resident of Alberta.

6.5 Consent

No election or appointment of a person as Director shall be effective unless:

6.5.1 he was present at the meeting when he was elected and did not refuse to act as a Director, or

6.5.2 he consents in writing to act as a Director before his election or within thirty (30) days thereafter, or

6.5.3 he acts as a Director pursuant to the election.

6.6 Committee of Directors

The Directors may appoint from among their number one or more committees of Directors, however designated, and subject to the Act may delegate to any such committee any of the powers of the Directors.

6.7 Vacation of office

A Director ceases to hold office when he dies; he is removed from office by the membership; he ceases to be qualified for election as a Director; or his written resignation is sent or delivered to the Association, or, if a time is specified in such resignation, at the time so specified, whichever is later, or upon the expiration of his term.

6.8 Removal of Directors

Subject to the Act, the membership may by Special Resolution passed at a meeting specially called for such purpose remove any Director from office, and the vacancy created by such removal may

be filled at the same meeting, failing which it may be filled by the Board.

6.9 Retirement

A retiring Director shall remain in office until the dissolution or adjournment of the Annual General Meeting at which time a successor is elected into office.

6.10 Remuneration and Expenses

Unless authorised by ordinary resolution at a meeting of the membership of which notice of the same has been given, no Director of the Association shall receive any remuneration for his services as Director but shall be reimbursed for all reasonable expenses approved by the Board of Directors and incurred in the general conduct of the business of the Association.

Division Seven - **MEETING OF DIRECTORS**

7.1 Place of Meeting

Meetings of the Board of Directors and of committees of Directors (if any) may be held within or outside Alberta.

7.2 Notice of Meeting

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 5.7 to each Director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

A special meeting of the Board of Directors may be called on the instructions of any two Directors provided they request the President in writing to call such meeting and state the business to be brought before the meeting. Provided, however, that a Director may in any manner waive notice of a meeting and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

For the first meeting of the Board of Directors to be held immediately following an election of Directors or for a meeting of the Board of Directors at which a Director is to be appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order to legally constitute the meeting, provided that a quorum of the Directors is present.

7.3 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, and forthwith to each Director subsequently elected or appointed, but no other notice shall be required for any such regular meeting except where the Act or this By-law requires the purpose thereof or the business to be transacted thereat to be specified.

7.4 Conference Telephone

If all the Directors of the Association consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board by means of a conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.

7.5 Chairman

The chairman of any meeting of the Board shall be the first mentioned of such of the following Officers as have been appointed and who is a Director and is present at the meeting: President, Vice-President, Secretary, Treasurer. If no such Officer is present, the Directors present shall choose one of their number to be chairman.

7.6 Quorum:

Subject to the following section, the quorum for the transaction of business at any meeting of the Board shall consist of one half (1/2) of the Directors holding office or such greater number of Directors as the Board may from time to time determine.

7.7 Voting

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.

7.8 Resolution in Lieu of Meeting

Notwithstanding any of the foregoing provisions of this By-law, a resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors or a committee of Directors, if any, is as valid as if it had been passed at a meeting of the Directors or the committee of Directors, if any.

7.9 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Division Eight - **OFFICERS**

8.1 Election of Officers to the Board of Directors

At the Annual General Meeting of the Association, the membership shall elect to the Board of Directors those Officers whose positions have become vacant or whose term of office has expired. These Officers are: President, Vice-President, Secretary, Treasurer, and a minimum of two additional Directors (including an Athlete Representative), for a two year term who together with the immediate past President shall be the Officers of the Association.

8.2 President

The President shall be the chief executive officer of the Association and, subject to the authority of the Board shall have full power to manage and direct the business and affairs of the Association (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or the membership) and to employ and discharge agents and employees of the Association and may delegate to him or them authority to act. The President shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Association. Any agent or employee appointed by the President shall be subject to discharge by the Board of Directors. The President shall have such other powers and duties as the Board may specify. The President shall be ex-officio a member of all committees. The Board of Directors, if it deems necessary, may appoint a management committee with such powers as required to assist the President in the conduct of the business of the Association.

8.2.1 The President of the National Federation, Provincial Association, or Sliding Club cannot be the President of the Association.

8.3 Vice-President

During the absence or disability of the President, his duties shall be performed and his powers exercised by the Vice-President or, if there are more than one, by the Vice-President designated from time to time by the Board of Directors or the President. A Vice-President shall have such other powers and duties as the Board or the President may prescribe.

8.4 Secretary

The Secretary shall attend and be the secretary of all meetings of the Board, membership and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to members, Directors, Officers, auditors and members of committees of the Board; he shall be the custodian of the stamp or mechanical device generally used for affixing the seal (if any) of the Association and of all books, papers, records, documents and instruments belonging to the Association, except when some other Officer or agent has been appointed for that purpose; and he shall have such other powers

and duties as the Board or the President may specify. The Secretary shall keep a register of all members of the Association and their addresses

8.5 Treasurer

The Treasurer shall collect and receive the annual dues and assessments levied by the Association, such moneys to be promptly deposited in whatever chartered bank or treasury branch the Board may order.

The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; he shall render to the Board whenever required an account of all his transactions and he shall have such other powers and duties as the Board or the President may specify. The Treasurer shall prepare for submission to the Annual Meeting of members a statement duly audited by a qualified accountant or by two members of the Association appointed for that purpose by the Board of Directors. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s).

8.6 Accountant

The Board of Directors in their discretion, may, in each year after the annual general meeting, appoint an Accountant who shall exercise such powers, have such authority and perform such duties as may be delegated to him by the Board of Directors. The Accountant shall serve as an ex-officio member of the Board of Directors without a vote.

8.7 Powers and Duties of Other Officers

The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board, or the President may specify. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board of Directors or the President otherwise directs.

8.8 Variation of Powers and Duties

The Board of Directors may from time to time and subject to the provisions of the Act, may, add to or limit the powers and duties of any Officer.

8.9 Vacancies

If the office of any Officer of the Association shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors by resolution shall in the case of the President, Secretary, or Treasurer, and may, in the case of any other office, appoint a person to fill such vacancy.

8.10 Remuneration

The remuneration of all Officers appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors. The fact that any Officer or employee is a Director of the Association shall not disqualify him from receiving such remuneration as may be determined.

8.11 Removal

All Officers appointed by the Board of Directors, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

8.12 Agents and Attorneys

The Association, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Association in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

Division Nine - **PROTECTION**

9.1 Conflict of Interest

9.1.1 A Director or Officer shall not be disqualified by his office, or be required to vacate his office,

by reason only that he is a party to, or is a Director or Officer or has a material interest in any person who is a party to, a material contract or proposed material contract with the Association.

9.1.2 Such a Director or Officer shall, however, disclose the nature and extent of his interest in the contract at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Association's business would not require approval by the Board. Subject to the provisions of the Act, a Director shall not by reason only of his office be accountable to the Association or to its membership for any profit or gain realised from such a contract or transaction, and such contract or transaction is approved by the Directors, and it is fair and reasonable to the Association at the time it was approved and the Director refrains from voting as a Director on the contract or transaction and absents himself from the Directors' meeting at which the contract is authorised or approved by the Directors, except attendance for the purpose of being counted in the quorum.

9.2 Limitation of Liability

No Director, Officer or member of the Association is, in his individual capacity, liable for a debt or liability of the Association. Every Director or Officer of the Association in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee for joining in any receipt or act of conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the Regulations thereunder or from liability for any breach thereof. The Directors or Officers for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Association, except such as shall have been submitted to and authorised or approved by the Board of Directors.

9.3 Indemnity

The Association shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Association's request, and his heirs, executors, administrators and other legal representatives, from and against,

9.3.1 any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and

9.3.2 all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Association, except where such liability relates to his failure to act honestly and in good faith with a view to the best interests of the Association.

The Association shall also indemnify such persons in such other circumstances as the Act permits or requires. Nothing in this section shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this section.

9.4 Insurance

Subject to the Act, the Association may purchase and maintain insurance for the benefit of any person referred to in the preceding section against any liability incurred by him in his capacity as a Director or Officer of the Association or where he acts or acted at the Association's request.

10.1 Legal Documents

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by two persons, one of whom holds the office of President, or Vice-President and the other of whom holds one of the said offices or the office of Secretary, Treasurer, or any other office created by By-law or by the Board provided, however, in the event the Association has only one Director his signature alone shall be sufficient. In addition, the Board or the said two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any Signing Officer may affix the Association's corporate seal to any instrument requiring the same, but no instrument is invalid merely because the Association's corporate seal is not affixed thereto.

10.2 Cheques, Drafts and Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such agent or agents or person or persons, whether or not Officers of the Association, and in such manner as the Board of Directors may from time to time designate by resolution.

Division Eleven - **FINANCIAL**

11.1 General Power

The Association may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings. The funds and property of the Association shall be used and dealt with for its legitimate objects only in accordance with its By-laws.

11.2 Borrowing Power

For the purpose of carrying out its objects, the Association may borrow, raise or secure the payment of money in such manner as it thinks fit, and in particular, by the issue of debentures, but this power shall be exercised only under the authority of the By-laws of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

11.3 Negotiable Instruments

For the purpose of carrying out its objects the Association may, subject to its By-laws, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

11.4 Delegation

The Board may from time to time delegate to a committee of the Board or a Director of the Association or any other persons as may be designated by the Board all or any of the powers conferred on the Board by the preceding section of this By-law or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.

11.5 Banking Arrangements

The banking business of the Association including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organisations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

11.6 Fiscal Year

The fiscal year end of the Association in each year shall be April 30th or such other date as the Board of Directors from time to time may determine.

Division Twelve - **GENERAL**

12.1 Members' Approval to Amend By-laws

The Directors shall not rescind, alter or add to the By-laws of the Association without the prior approval of the members entitled to vote at a meeting of the Association, given by Special Resolution. As provided in Section 2.11 of this By-law the vote is sanctioned by an affirmative vote of least two-thirds (2/3) of the members present.

12.2 Information Available to Members

12.2.1 Except as provided by the Act, no member shall be entitled to obtain information respecting any details or conduct of the Association's business which in the opinion of the Directors would be inappropriate in the interests of the Association to communicate to the public.

12.2.2 The Directors may from time to time, subject to rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Association or any of them shall be open to the inspection of members and no member shall have any right to inspect any document or book or register or account record of the Association except as conferred by statute or authorized by the Board of Directors or by a resolution of the members.

12.3 Arbitration

Any dispute arising out of the affairs of the Association and between any members of the Association or between

12.3.1 a member or a person who is aggrieved and who has for not more than six months ceased to be a member, or

12.3.2 a person claiming through the member or aggrieved person as claiming under the By-laws of the Association and the Association or a Director or Officer of the Association shall be decided by arbitration under the Arbitration Act of Alberta and any decision arising therefrom shall be binding.

12.4 Dissolution

The Association cannot voluntarily be dissolved or wound up except by a two-thirds (2/3) vote of the members present at a meeting, especially called for this purpose by a written notice more than thirty (30) days before the date of the meeting. In the event of such dissolution or winding up, the officers shall supervise the dissolution and relinquishing of the Letters Patent as stipulated by law. All Association assets remaining after payment of its debts, obligations and liabilities shall be distributed to one or more charitable organisation in Canada having objects or purposes consistent with the objects of the Association.

12.5 Languages

The official languages of the Association are English and French and, in the event of a conflict of interpretation by reason thereof, the English interpretation shall prevail.

Division Thirteen – **SEAL**

13.1 The Officers, subject always to the approval of the Board of Directors, may adapt a seal to be used for all proper purposes of the Association, and such seal shall be affixed to any documents requiring a seal, by such officers as may be authorized from time to time by the Board of Directors. Custody of the seal is to be the responsibility of the Secretary.

13.2 The seal of the Association shall have the words "Alberta Skeleton Association" endorsed thereon.

ENACTED this 29th day of September, 1998, by Special Resolution of the Members of the Association at the Special Meeting of the Association. By-laws amended this 12th day of September, 2015, by Special Resolution of the Members of the Association at the Special Meeting of the Association.