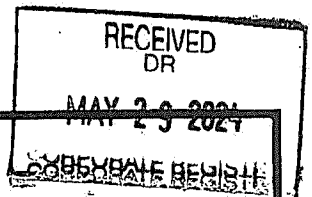


CI 401156 0057



SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of

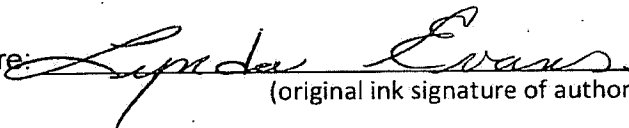
Grande Prairie & District Golden Age Centre

On May 1, 2024,

The by-laws were changed as follows:

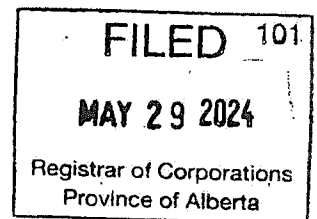
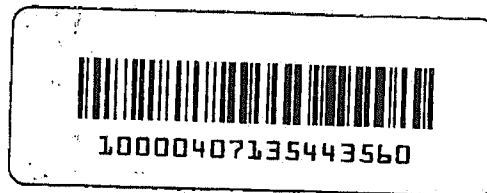
The existing by-laws are repealed. They are replaced by the attached by-laws

Date: May 23, 2024

Signature: 
(original ink signature of authorized officer)

Printed Name: Linda Evans

Title: Grande Prairie & District Golden Age Center Board President



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*** GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS**RECEIVED
DR

MAY 29 2024

CORPORATE REGISTRY

1. PREAMBLE

- 1.1. The following articles set forth the bylaws for the Grande Prairie & District Golden Age Centre, hereinafter referred to as the "Society".
- 1.2. The Registered Office of the Society is located at 10222 101 Ave, Grande Prairie, AB T8V 0Y5.

2. PURPOSE OF BYLAWS

- 2.1. These bylaws set out the basic framework for the governance and business affairs of the Golden Age Centre, which is a senior governed, not-for-profit Society that works with seniors to arrange activities and services which contribute to active living, healthier aging, and a better quality of life.

3. DEFINITIONS

- 3.1. Regular Member -Any interested person, over the age of fifty-five (55) years and residing within the Peace Region, who meets the requirements set out in 4.2.1.
- * 3.2. Honorary Member – Any interested person, over the age of fifty-five (55) years and residing within the Peace Region who meets the requirements set out in 4.2.2.
- 3.3. Associate Member – An individual under the age of fifty-five (55) years and residing in the Peace Region who meets the requirements set out in 4.2.3.
- 3.4. Board - The Board of Directors of this Society.
- 3.5. Board Executive – The President, Vice-President, Treasurer and Secretary of the Board of Directors.
- * 3.6. Annual General Meeting – A meeting held once a year in the last half of the calendar year that is open to all members and the public.
- 3.7. Facility – any real property owned, leased, or rented by the Society for the purpose of serving the Society and its members.
- 3.8. Regular Meeting – the meeting of the Board.
- 3.9. Senior - any person who is fifty-five (55) years of age or older.
- 3.10. Special General Meeting – A meeting called by the Board or by a request to the President of the Board signed by at least three percent (3%) of the Society voting members in good standing to address issues that cannot be tabled until the Annual General Meeting.
- 3.11. Special Resolution - An issue that is subject to a vote at a Special General Meeting.
- 3.12. Presiding Officer - The President of the Board will be the Presiding Officer at every meeting of the Society. The Vice-President will assume the Presiding Officer role in the President's absence.
- * 3.13. Society – Grande Prairie & District Golden Age Centre Society

FILED 101

MAY 29 2024

Registrar of Corporations
Province of Alberta

GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS

- 3.14. The Societies Act – Alberta Provincial Legislation governing registered non-profit societies in Alberta.

4. MEMBERSHIP

- 4.1. The Board shall prescribe the terms of admission of members to the Society and define their rights and obligations.

4.2. Membership Classes

4.2.1. Regular members of the Society:

- a) Are over the age of fifty-five (55) years,
- b) Have completed the membership application requirements,
- c) Have paid the membership fee as determined by the Board.

4.2.2. Lifetime members of the Society:



- a) Are over the age of fifty-five (55) years,
- b) Have completed the membership application requirements,
- c) Have paid the lifetime membership fee as determined by the Board.

4.2.3. Honorary members of the Society:

- a) Are appointed by a motion of the Board,
- b) Membership will exist for the lifetime of the member unless it is ended by a motion of the Board.

4.2.4. Associate members of the Society:

- a) Are individuals who are under the age of fifty-five (55) and,
- b) Are sponsored by a Regular member of the Society in good standing.

4.3. Retaining Membership in the Society

4.3.1. Regular/Lifetime members must:



- a) Advise the Society of any changes of name or residential address on an annual basis,
- b) Be current with membership fees as determined by the Board,
- c) Be in full compliance with the bylaws and policies of the Society.

4.3.2. Honorary and Associate members must:

- a) Advise the Society of any changes of name or residential address on an annual basis,
- b) Be in full compliance with the bylaws and policies of the Society.

4.4. Rights and Privileges of Members

4.4.1. Regular/Lifetime members have the right to:



- a) Receive notice of and attend all Annual General and Special General Meetings of the Society,
- b) Vote on motions and resolutions at all Annual General and Special General Meetings of the Society,
- c) Be eligible to stand for election to the Board of the Society, unless said Member is restricted by the provisions Clause 5.9.2 of these bylaws,
- d) Participate in the general activities of the Society.

GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS

4.4.2. Honorary members have the right to:

- a) Receive notice of, attend and observe Annual General Meetings and Special General Meetings in a non-voting capacity.
- b) Honorary members may not speak at such meetings unless invited to do so by the meeting Chair.
- c) Use the Society's facilities during normal business hours and participate in programs, services, and activities.

4.4.3. Associate members have the right to:

- a) Use the Society's facilities during normal business hours and participate in programs, services, and activities while accompanied by their sponsoring member.

4.5. Membership Fees

- 4.5.1. Membership fees will be reviewed and set annually at the Annual General Meeting of the Society.

4.6. Cessation of Membership

4.6.1. A member may choose to end their membership in the Society by:

- a) Providing written or telephone notice to any member of the Board or,
- b) Failing to pay their annual membership fee on or before the last business day of December.

4.7. Suspension/Termination of Membership

4.7.1. Any membership in the Society may be suspended or terminated by the Board at its sole discretion if:

- a) The member has failed to abide by the bylaws, policies or the conditions and restrictions set out in the facility guidelines established by the Executive Director of the Society,
- b) The member has disrupted meetings or functions of the Society,
- c) The member has accepted full-time or contract employment with the Society,
- d) The member has a conflict of interest that cannot be resolved to the satisfaction of the Board,
- e) The member has done anything evaluated as harmful to the Society.

4.8. Membership Register

4.8.1. The Board will keep a register of active members which will be updated annually and periodically as required.

4.8.2. Upon quitting, termination or death, the name of the Member will be removed from the Member Register and is considered to have ceased being a Member on the date his/her name is removed from the register.

4.8.3. The member remains liable for any debts owed to the Society as of the date his/her name is removed from the register.

- a) There will be no refunds of membership fees paid.

GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS

4.9. Transfers of Membership

- 4.9.1. Members may not transfer any rights of privileges of membership to another person. All rights and privileges terminate upon a Member's quitting, death or upon being expelled from the Society.

5. BOARD OF DIRECTORS

- 5.1. The affairs of the Society will be managed by a Board of Directors which shall function within the provision of these Bylaws.

- 5.2. The Board of Directors will consist of not less than five (5) or more than ten (10) Regular/Lifetime members.

5.3. Board members will:

- 5.3.1. Be elected by the voting membership at the Annual General Meeting,
5.3.2. Serve without pay.

5.4. Board Structure

- 5.4.1. The structure of the Board shall be as follows:

- a) Voting members:
 - (i) President
 - (ii) Vice-President
 - (iii) Secretary
 - (iv) Treasurer
 - (v) Directors at large (6)
- b) Non-Voting members:
 - (i) Past President
 - (ii) Executive Director

5.5. Elections

- 5.5.1. A nominating committee, appointed at the Annual General Meeting, shall recruit prospective Board members prior to the next Annual General Meeting.
- 5.5.2. Prospective Board members will be presented to the voting membership in attendance at the Annual General Meeting.
- 5.5.3. Voting will take place by ballot, overseen by the chair of the Nominating Committee and their designates.
- 5.5.4. The elected Board shall take office at the Annual General Meeting.
- 5.5.5. The Board shall meet within one week of the Annual General Meeting to elect the Executive Committee as outlined in clause 7.1.).

5.6. Board Terms

- 5.6.1. The President and Vice President will be elected for a two (2) year term.
- 5.6.2. The Secretary and Treasurer will be elected for a two (2) year term on alternating years from the President and Vice President.
- 5.6.3. Three (3) members at large will be elected each year for a two (2) year term.

GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS

- 5.6.4. The term of elected executives and/or members at large in a position on the Board shall not exceed three consecutive terms.
- 5.6.5. The President may not serve more than three consecutive terms as President and one 1-year term as Past President.
- 5.6.6. A Member who has filled a Board vacancy as outlined in clause 5.10.2 who has served more than half a term will be deemed as serving a full term.

5.7. Board Office

- 5.7.1. Members shall hold no more than one elected office at a time.

5.8. Board Member Resignation

- 5.8.1. Any Board member desiring to resign from the Board may do so by submitting to the President his/her written resignation and thereupon he/she shall cease to be a Board member. Such action shall not preclude that member in the future.

5.9. Board Member Termination/Suspension

- 5.9.1. Any Board member may be expelled by a majority vote of all the members present at a duly called Annual General or Special General Meeting of the Society for:
 - a) Failing to abide by the bylaws and policies of the Society,
 - b) Any reason which is deemed by the Board to be prejudicial to the best interest of the Society,
 - c) Absence for three (3) consecutive Board meetings without submitting just reasons,
 - d) Actions judged by the Board to be harmful to the Society.
- 5.9.2. An expelled Board member shall not be eligible to stand for future Board elections without a resolution by the sitting Board with a majority vote.

5.10. Filling Board Vacancies

- 5.10.1. The Board shall have the power at any time to appoint any person they deem appropriate to fill a vacancy of the Board. Said member:
 - a) Will be considered by the Nominating Committee to stand for election at the next Annual General Meeting.
- 5.10.2. In the event of a vacancy of the Executive Committee, the remaining Board members shall be empowered to appoint a temporary replacement from among the elected Board members at the next Board meeting. Said member:
 - a) Will assume all duties of the position in which they were appointed and,
 - b) Will be considered by the nominating committee to stand for election at the next Annual General Meeting.

5.11. Conflict of Interest

- 5.11.1. Any Board member having a direct conflict of interest in a matter before the Board shall declare such conflict of interest and thereafter refrain from discussion and voting upon the issue presented.
- 5.11.2. Boards members with a conflict of interest can be terminated/suspended as provided for under 5.9 above if they:
 - a) Fail to disclose a potential conflict of interest and/or,
 - b) Fail to refrain from discussion.

GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS

5.12. Paid Administrator

- 5.12.1. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

5.13. Board Meetings

- 5.13.1. The Board shall meet at least eight (8) times a year, including the Annual General Meeting.
- 5.13.2. Board meetings shall be at such dates and times as decided upon by the Board members, but the President may also call special meetings to address an urgent or important matter or matters.
- 5.13.3. Except in emergency situations the members of the Board and the members of the Society shall be given at least three (3) days' notice of the date, time, location, and proposed agenda of each Board meeting by e-mail, on the Society's website and/or social media or a notice on the Society's notice Board.
- 5.13.4. The quorum for each Board meeting shall be fifty-one percent (51%).
- 5.13.5. The President shall have no vote on any matter unless there is a tie, in which case they may cast the deciding vote.
- 5.13.6. Minutes of each Board meeting must be taken and then must be approved at a subsequent Board meeting.
- 5.13.7. The Governance Policies shall govern the Board's other procedures.

6. POWERS OF THE BOARD

6.1. The Board Shall:

- 6.1.1. Appoint any committees it deems necessary,
- 6.1.2. Set policy affecting the Society,
- 6.1.3. Manage all assets and liabilities of the Society,
- 6.1.4. Make such rules and regulations as it deems proper provided that such rules and regulations are consistent with the bylaws,
- 6.1.5. Upon resolution, may borrow or raise or secure payment of money in such a manner as it deems fit, subject to the restrictions, if any, under law contained in The Societies Act or these bylaws.

7. COMMITTEES

7.1. Executive Committee

- 7.1.1. The Board is authorized to elect from its own body four (4) members, who shall constitute an Executive Committee. The positions of the Executive Committee shall be President, Vice-President, Secretary, and Treasurer.
- 7.1.2. The Past-President may serve as an advisory member of the Executive Committee and has no voting privileges.

GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS

- 7.1.3. The Board may authorize the Executive Committee to perform between the meetings of the Board such duties as the Board from time to time may deem expedient.
- * 7.1.4. The Executive Committee shall meet upon the request of any of its members by informing the Secretary who will call the meeting.
- 7.1.5. A quorum for any General or Special General Meeting of the Executive Committee members shall be fifty-one percent (51%) members in good standing.
- 7.2. Other Committees
 - 7.2.1. Other committees, as deemed necessary to carry on the work of the Society, shall be appointed by the President of the Society or the Board from time to time as required.
 - 7.2.2. The Chairperson for each committee shall be elected by the members of the committee.
 - 7.2.3. Committee meetings shall be held as often as the business of the Society requires with reports to be presented by the committee Chairperson to the next meeting of the Board.
 - 7.2.4. A quorum for any committee meeting, excepting the Executive Committee, shall be two (2) committee members in good standing.

8. DUTIES OF THE OFFICERS

- 8.1. The President shall:
 - 8.1.1. Create and ensure timely distribution of agenda for Board meetings and Society membership meetings (i.e. AGM),
 - 8.1.2. Chair Board meetings and other Society meetings (i.e. AGM, General and Special membership meetings),
 - 8.1.3. Review meeting minutes,
 - 8.1.4. Enforce rules of conduct as they apply to the Board and its individual members,
 - 8.1.5. Coach members of the Board,
 - 8.1.6. Ensure there is a process to evaluate the effectiveness of the Board,
 - 8.1.7. Serve as a spokesperson for the Society,
 - 8.1.8. Ensure full and timely communication with members of the Board,
 - * 8.1.9. Ensure the effectiveness of governing committees,
 - 8.1.10. Prepare for and chair the Annual General Meeting (AGM),
 - 8.1.11. Prepare an annual statement from the Board (Board or governance report) for presentation at the AGM and inclusion in the annual report,
 - 8.1.12. Act as a signatory for the Board.
- * 8.2. The Vice-President shall:
 - 8.2.1. In the President's absence, chair Board meetings and other Society meetings (i.e. AGM, General and Special meetings),
 - 8.2.2. Set the agenda for Board meetings in consultation with the Secretary and treasurer,
 - 8.2.3. Prepare and report to the AGM on the activities of the Board,
 - 8.2.4. Encourage Board participation in strategic planning and fundraising events,
 - 8.2.5. Monitor Board dynamics and support, guide, and coach fellow Board members inside and outside of Board meetings,

GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS

- 8.2.6. Participate in Board succession planning (recruitment, nominations, and orientation),
- 8.2.7. Act as a signatory for the Board,
- 8.2.8. Serve as public spokesperson for the Society when needed,
- 8.2.9. Represent the Society at external events.

8.3. The Secretary shall:

- * 8.3.1. Attend all meetings of the Society and of the Board and ensure the recording, filing and distribution of accurate meeting minutes,
- 8.3.2. Call meetings of the Executive Committee upon the request of one of the members,
- 8.3.3. Maintain a full contact list of Board members including Board Member appointment dates and term of appointments,
- * 8.3.4. Perform any other duties as the President may from time to time direct.

8.4. The Treasurer shall:

- 8.4.1. Keep accurate financial records for the Society,
- 8.4.2. Deposit all money, drafts and cheques in the name of and to the credit of the Society in the banks and depositories designated by the Board,
- 8.4.3. Endorse for deposit all notes, cheques, drafts received by the Society as instructed by the Board, making proper vouchers for them,
- 8.4.4. Disburse Society funds and issue cheques and drafts in the name of the Society, as instructed by the Board,
- 8.4.5. Submit to the President and the Board, as requested, an account of all transactions by the Treasurer and the financial condition of the Society,
- 8.4.6. Prepare and submit to the Board annual reports detailing the financial status of the Society,
- 8.4.7. Perform all other duties and carry out other responsibilities as prescribed by the Board or the President.

8.5. The Past-President shall:

- * 8.5.1. Act as an advisor to the Board on all matters pertaining to the operation of the Society during his/her term(s) in the office of the President and with which he/she has intimate knowledge.

8.6. The Members at Large shall:

- * 8.6.1. Be appointed by the President to sit on such committees, standing or special, to carry on the business or further the objectives of the Society,
- 8.6.2. Perform any other duties as the President may from time to time direct.

9. MEETINGS OF THE MEMBERSHIP**9.1. Annual General Meeting**

- * 9.1.1. The Annual General Meeting of the Society shall be held in the first six months of the calendar year.
- 9.1.2. Agenda
 - a) The agenda of the Annual General Meeting shall include:

GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS

- i. Adoption of the minutes of the last Annual General Meeting and any Special General Meetings previously held,
- ii. Presentation of reports on the previous year's activities and on the current and planned activities for the current year,
- iii. Presentation and acceptance of the audited financial statement for the previous year and the auditor's opinion on same,
- iv. Appointment of the auditor for the current year,
- v. Presentation of the budget for the current year,
- vi. Election of members of the Board.

b) Additional items may be added to the agenda of an upcoming Annual General Meeting by any of the following means:

- i. A motion approved by the Board,
- ii. A petition which specifies the particular subject or subjects for discussion or decision to be added to the agenda, which is signed by three percent (3%) or more of the Society's voting members, and which is received by the President at least twenty-one (21) days before the Annual General Meeting.

9.2. Special General Meetings

9.2.1. The Board may call one or more Special General Meetings during the year for one or more of the following:

- a) Discuss important issues of concern with the members of the Society,
- b) Seek advice or direction from the members of the Society on financial, organizational, or other issues,
- c) Decide on the expulsion of one or more members of the Society,
- d) Consider the removal of a Board member from office,
- e) Borrow funds through issuing a debenture or debentures, or
- f) Consider proposed changes to these Bylaws.

9.2.2. Regular voting members may petition the Board to call a Special General Meeting for one or more of the following purposes, which must be specified in the petition:

- a) Provide important information to the Board, other members of the Society, or both,
- b) Discuss issues of concern with the Board and other members of the Society,
- c) Provide advice or direction to the Board on financial, organizational, or other issues,
- d) Consider the removal of a Board member from office,
- e) Borrow funds through issuing a debenture or debentures, or
- f) Consider proposed changes to these Bylaws.

9.3. Notice

9.3.1. The Board shall ensure that at least twenty-one (21) days' notice of each Annual General Meeting or Special General Meeting is given to the membership.

9.3.2. This notice shall include the agenda of the meeting, its date, time, and place, and the specific wording of any Special Resolution to be considered at the meeting, and shall be given by the following:

- a) A notice in the common area of the registered office of the Society,
- b) A notice in the newsletter,
- c) A notice on the Society's website, social media

GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS

- d) Additional means if the Board deems that additional means are appropriate,
- e) Written notice to the affected Member if the agenda includes a motion under clause 4.7 above, and
- f) Written notice to the affected Board member if the agenda includes a motion under clause 5.9 above.

9.4. Quorum

- 9.4.1. The quorum for the Annual General Meeting or a Special General Meeting will fifteen percent (15%) of the Society's current membership.
- 9.4.2. The Board Chair shall cancel the Annual General Meeting or Special General Meeting if a quorum is not present within one-half hour of the same time. If cancelled, the meeting shall be rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half hour of the set time of the second meeting, the meeting shall proceed in any event with the members in attendance.

9.5. Meeting Procedure

- 9.5.1. All meetings shall be conducted according to recognized rules of parliamentary procedure.
- 9.5.2. The Annual General Meeting of the Society is open to the public. Any persons who are not members may be required to leave during discussions of a sensitive nature.

9.6. Action By Directors Without a Meeting

- 9.6.1. Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all members of the Board or committee consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee.
- a) This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

9.7. Remote Meetings

- 9.7.1. Remote communication means any electronic communication including conference telephone, video conference, the internet, or any other method by which Board members not present in the same physical location may simultaneously communicate with each other.
- 9.7.2. A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.

10. VOTING AND ADJOURNMENT

- 10.1. Each member has one vote at every Annual General or Special General Meeting. A show of hands, unless a ballot is requested by a majority of the members beforehand, decides every vote at every Annual General or Special General Meeting.

GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS

- 10.1.1. If a ballot is demanded prior to any question being called, it shall be taken in such a manner and at such a time and place as the Chair of the meeting directs.
- 10.1.2. The demand of a ballot may be withdrawn.
- 10.1.3. In the case of any dispute as to the admission or rejection of a vote, the Chair shall determine the same and such determination made in good faith shall be final and conclusive.
- 10.2. In the case of a tie, the President shall cast the deciding vote.
- 10.3. There is no voting by proxy.
- 10.4. Seventy-five percent (75%) of the members present decide each issue and resolution unless specified otherwise in these bylaws.
- 10.5. The President declares a resolution carried or lost. This statement will be recorded in the meeting minutes as final and does not have to include the number of votes for and against the resolution.
- 10.6. The President may adjourn any Annual General Meeting or Special General Meeting with the consent of a majority of the members at the meeting.
- 10.7. The adjourned Annual General or Special General Meeting may only conduct the unfinished business from the initial meeting.
- 10.8. No notice is necessary if the Annual General Meeting or Special General Meeting is adjourned for less than 30 days.
- 10.9. The Society must give notice if an Annual General Meeting or Special meeting is adjourned for thirty (30) days or more. Notice must be the same as for an Annual General Meeting or Special General Meeting.
- 10.10. Electronic voting is acceptable for regular meetings of the Board and if a meeting is scheduled remotely following the provisions set out in Articles 9.7.1 and 9.7.2.

11. FINANCIAL STATEMENTS/AUDITING

- 11.1. The fiscal year of the Society shall end on the 31st of December each calendar year unless otherwise ordered by the Board.
- 11.2. The books, accounts and records of the Society shall be audited by a qualified Chartered Professional Accountant (CPA) or by two members of the Society designated by the Board.
- 11.3. Complete and proper financial statements of the previous year shall be presented at the Annual General Meeting of the Society for approval.
- 11.4. The financial records shall be kept regularly and properly by the Board. These records may be examined by members of the Board and those persons to whom the Board may grant permission.
- 11.5. All monies belonging to the Society shall be deposited in a bank account in the name of the Society by a Board member or by an employee so designated by the Board.

GRANDE PRAIRIE & DISTRICT GOLDEN AGE CENTRE BYLAWS

12. SIGNING AUTHORITY

- 12.1. All cheques, bills of exchange, or other orders for payment of money or notes shall be signed by two members of Executive Committee except for the Past-President.
- * 12.2. Any cheque issued to a director must be signed by two other directors.

13. INSPECTION OF RECORDS OF THE SOCIETY

- 13.1. The Secretary or his/her delegate shall ensure that all necessary books and records of the Society are kept and filed as required by the Bylaws, the Societies Act, or any other statute or law.
- 13.2. A copy of the minutes of the Board's meetings shall be kept at the registered Office of the Society.
- 13.3. A Regular member wishing to inspect the books or records of the Society will give a minimum of seven (7) days' written notice to the President or Secretary.
 - 13.3.1. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office during normal business hours in the presence of a Board member.
 - 13.3.2. All financial records of the Society are open for such inspection by the member.
 - 13.3.3. Other records of the Society are also open for inspection except records that the Board deems as confidential.

14. PARLIAMENTARY AUTHORITY

- 14.1. The rules contained in "Robert's Rules of Order Revised" shall govern the Society in all cases to which they are applicable and in which they are consistent with these by-laws.

15. LIMITED LIABILITY

- 15.1. No Board member of the Society shall be personally liable, subject to applicable law, for any act, deed, or liability of the Society, provided he/she is acting within the scope of his/her authority.
- 15.2. Each Board member holds office with protection from the Society. The Society indemnifies each Board Director or Officer against all costs or charges including legal fees and costs that result from any act done in his/her role for the Society. The Society does not protect any Board Director or Officer for acts of fraud, dishonesty, or bad faith.
- 15.3. No Board member is liable for the acts of any other Board member or employee.
- 15.4. No Board member is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society.

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- 15.5. No Board member is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Society, unless the act is fraud, dishonesty, or bad faith.
- 15.6. Board members can rely on the accuracy of any statement or report prepared by the Society's accountant. Board members or Officers are not held liable for any loss or damage resulting from acting on that statement or report.

16. AMENDMENTS TO THE BYLAWS

- 16.1. The bylaws of the Society may be amended by a special resolution of the Society passed by a seventy-five (75%) vote of the members of the Society present at the Annual General Meeting, a Special General Meeting called for that purpose. Twenty-one (21) days' notice shall be given of any meeting at which amendment is to be made.
- 16.2. No amendment to the bylaws shall have any effect until it has been registered.

17. DISSOLUTION OF THE SOCIETY

- 17.1. The Society may be dissolved, or the Certificate of Incorporation surrendered in accordance with the provisions of The Societies Act (or any successor legislation thereto).
- 17.2. Upon termination of the Society, all assets held by the Society shall be donated in kind or liquidated, and the proceeds donated to one or more recognized "non-profit" charitable organizations.

18. SEAL OF THE SOCIETY

- 18.1. The Board may adopt a seal which shall be the common seal of the Society.
- 18.2. The common seal of the Society shall be under the control of the directors and the responsibility for its custody and use from time to time shall be determined by the directors.

