

A by-law relating generally to the conduct of the affairs of the ALBERTA BOBSLEIGH ASSOCIATION BE IT IS HEREBY ENACTED as a by-law of the ALBERTA BOBSLEIGH ASSOCIATION (hereinafter called the %Society+) as follows:

## **Division One**

### **INTERPRETATION**

1.01 In this by-law and all other by-laws of the Society, unless the context otherwise specifies or requires.

- (a) %Act+ means the Societies Act of Alberta, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Society to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) %Appoint+ includes %elect+ and vice versa;
- (c) %Articles+ means the Articles of Incorporation of the Society filed January 21, 1983, as from time to time amended;
- (d) %Board+ means the Board of Directors of the Society 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 Society;
- (e) %By-laws+ means this by-law and all other by-laws of the society from time to time in force and effect
- (f) %Meeting of Society+ includes an annual or other general meeting of Society and a special meeting of the Society;
- (g) %Regulations+ means the Regulations under the Act as published or from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Society to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
- (h) %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,
  - (i) is a Canadian citizen, or
  - (ii) has been lawfully admitted to Canada for permanent residence;
- (i) %Signing Officer+ means, in relation to any instrument, any person authorized to sign the same on behalf of the Society by virtue of Section 3.01 of this by-law or by a resolution passed pursuant thereto.
- (j) %Special Resolution+ means:
  - (i) a resolution passed
    - (a) at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and
    - (b) by the vote of not less than 75% of those members who, if entitled to do so, vote in person,

- (ii) A resolution proposed and passed as a special resolution at a general meeting of which less than 21 days notice has been given, if all members entitled to attend and vote at the general meeting so agree, or
- (iii) 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.

Save as aforesaid, all terms which are contained in these by-laws of the Society 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 individual, partnership, association, body corporate, corporation, company, syndicate, trustee, executor, administrator, legal representative, and any number or aggregate of persons.

## **Division Two**

### **BORROWING, BANKING AND SECURITIES**

- 2.01 General power: The Society 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 Society shall be used and dealt with for its legitimate objects only in accordance with its by-laws.
- 2.02 Borrowing Power: For the purpose of carrying out its subjects, the Society may borrow, raise or secure the payment of money in such a 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 Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.
- 2.03 Negotiable Instruments: For the purpose of carrying out its objects the Society 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.
- 2.04 Delegation: The board may from time to time delegate to a committee of the Board or a Director of the Society 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 a manner as the Board may determine at the time of such delegation.
- 2.05 Banking Arrangements: The banking business of the Society including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part

therefore shall be transacted under such agreements, instructions and delegations of powers as the Boards may from time to time prescribe.

### **Division Three**

#### **EXECUTION OF INSTRUMENTS**

- 3.01 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Society 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 Society 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 Society's corporate seal to any instrument requiring the same, but no instrument is invalid merely because the Society's corporate seal is not affixed thereto.
- 3.02 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 officer or officers or person or persons, whether or not officers of the Society, and in such manner as the Board of Directors may from time to time designate by resolution.

### **Division Four**

#### **DIRECTORS**

- 4.01 (a) Election and Term: The election of Directors shall take place at each annual meeting of the Society. There shall be elected sufficient Directors so that there are a total of nine Directors on the Board of Directors. Each Director shall be elected for a term of three 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. Where the Society adopts an amendment to the articles to increase the number or minimum number of Directors the Society may, at the meeting at which it adopts the amendment, elect the additional number of Directors if not held at the proper time the incumbent Directors shall continue in office until their successors are elected.
- 4.02 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.
- 4.03 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 bankruptcy; if he is not a member in good standing or if he is not a resident of Alberta.
- 4.04 Consent: No election or appointment of a person as Director shall be effective unless:
- (a) he was present at the meeting when he was elected or appointed and did not refuse to act as a Director, or
  - (b) he consents in writing to act as a Director before his election or appointment is within ten days thereafter, or
  - (c) he acts as a Director pursuant to the election or appointment.
- 4.05 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 society, or, if a time is specified in such resignation, at the time so specified, whichever is later, or upon the expiration of his term.
- 4.06 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 powers of the Directors.
- 4.07 Remuneration and Expenses: Unless authorized by ordinary resolution at a meeting of the membership of which notice of the same has been given no Director of the Society shall receive any remuneration for all reasonable expenses approved by the Board of Directors and incurred in the general conduct of the business of the Society.

## **Division Five**

### **MEETING OF DIRECTORS**

- 5.01 Place of Meeting: Meetings of the Board of Directors and of committees of Directors (if any) may be held within or outside Alberta.
- 5.02 Place of Meeting: Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 8.06 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. 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.
- 5.03 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.
- 5.04 Regular Meetings: The Board may appoint a day or days in any month or months for regular meetings of the Board at the 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 regular meeting except where the Act or this By-law requires the purpose thereof or the business to be transacted thereat to be specified.
- 5.05 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. If no such officer is present, the Directors present, shall choose one of their number to be chairman.
- 5.06 Quorum: Subject to the following section, the quorum for the transaction of business at any meeting of the Board shall consist of one-third of the Directors holding office or such greater number of Directors as the Board may from time to time determine.
- 5.07 Voting: Questions arising at any meeting of the Board of Directors shall be decided by majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 5.08 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.

## **Division Six**

### **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

- 6.01 Conflict of Interest: 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 an interest in a material contract or proposed material contract with the Society. 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 Society'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 Society or to its membership for any profit or gain

- realized from such a contract or transaction if such contract or transaction is approved by the Directors, and it is fair and reasonable to the Society at the time it is 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 authorized or approved by the Directors, except attendance for the purpose of being counted in the quorum.
- 6.02 Limitation of Liability: No Director, officer or member of the Society is, in his individual capacity, liable for a debt or liability of the Society. Every Director or officer of the Society in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Society 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 Society 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, for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society, for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society 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 Society, 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 Society 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 Society, except such as shall have been submitted to and authorized or approved by the Board of Directors.
- 6.03 Indemnity: The Society shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Society's request, and his heirs, executors, administrators and other legal representatives, from and against.
- (a) 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
  - (b) All other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Society, except where such liability relates to his failure to act honestly and in good faith with a view to the best interests of the Society. The Society 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 indemnify to claim indemnity apart from the provisions of this section.

- 6.04 Insurance: Subject to the Act, the Society may purchase and maintain insurance for the benefit of any person referred to in the proceeding section against any liability incurred by him in his capacity as a Director or officer of the Society or where he acted at the Society's request.

## **Division Seven**

### **OFFICERS**

- 7.01 Election or Appointment of Officers: The Board shall elect or appoint from among themselves a president and a secretary, and may elect or appoint one or more vice-presidents (to which title may be added words indicating seniority or function), a treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so elected or appointed.
- 7.02 President: The President shall be the chief executive officer of the Society, and, subject to the authority of the Board shall have full power to manage and direct the business and affairs of the Society, (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 Society and may delegate to him or them authority to act. The President shall at all reasonable times give the directors or any of them all information they may require regarding the affairs of the Society. 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 Society.
- 7.03 Vice-President: During the absence or disability of the President, his/her duties shall be performed and his/her 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.
- 7.04 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/she 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, shall be the custodian of the stamp or mechanical device generally used for affixing the seal (if any) of the Society and of all, books, papers, records, documents and instruments belonging to the Society, except when some other officer or agent has

- been appointed for that purpose; and he/she 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 Society and their addresses and shall collect and receive annual dues and assessments levied by the Society, such monies to be promptly turned over to the Treasurer for deposit in whatever chartered bank or treasury branch the Board may order.
- 7.05 Treasurer: 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 Society; 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 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 Society appointed for the 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). The fiscal year of the Society in each year shall be March 31<sup>st</sup> or such other date as the Board of Directors from time to time may fix.
- 7.06 Technical Director: The Technical Director, if any, shall be appointed by the Board of Directors and shall exercise such powers, have such authority and perform such duties as may be delegated to him/her by the Board of Directors. In the discretion of the Board of Directors the Technical Director may be paid remuneration in an amount to be determined by the Board of Directors. The Technical Director shall report directly to the President and shall, in general, be responsible for organizing, implementing, co-ordinating and monitoring all services and programs undertaken by the Society. The Technical Director shall serve as an ex-officio member of the Board of Directors without a vote.
- 7.07 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 vote.
- 7.08 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.
- 7.09 Variation of Powers and Duties: The Board of Directors may from time to time and subject to provisions of the Act, may, add to or limit the powers and duties of any officer.
- 7.10 Vacancies: If the office of any officer of the Society 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.
- 7.11 Remuneration and Removal: The remuneration of all officers appointed by the Board of Directors shall be determined from time to time by resolution by the Board of Directors. The fact that any officer or employee is a Director of the Society shall not disqualify him/her from receiving such remuneration as may be determined. All officers, 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.
- 7.12 The Society, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Society in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

## **Division Eight**

### **MEMBERSqMEETINGS**

- 8.01 Register of Members: The Society 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 Society as determined by the Board of Directors from time to time.
- 8.02 Annual Meetings: The Society shall hold an Annual Meeting of members on or before August 31<sup>st</sup> in each year or at such other time as may be fixed by the Board of Directors. 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.
- 8.03 Special Meetings: The Board of Directors or the President shall have the power to call a 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 of the members in good standing, setting forth the reasons for calling such meeting.
- 8.04 Place Meeting: 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.
- 8.05 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.
- 8.06 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 10.01 not less than 21 nor more than 50 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 judgment thereon and shall state the text of any special resolution to be submitted to the meeting.
- 8.07 Right to Vote: At any meeting if the members, every person shall be entitled to vote who, on the record date, or if no record date is set, at the close of business on the preceding the date notice is sent, or if no notice is sent, on the date of the meeting, is entered in the register of members. A member may only vote in person and not by proxy or otherwise.
- 8.08 Waiver of Notice: A member and any other person entitled to attend a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver notice of the meeting except where such person 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.
- 8.09 Chairman, Secretary and Scrutineer: 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 Society 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.
- 8.10 Persons Entitled to be Present: The only persons entitled to be present at a meeting of members shall be those to vote thereat, the Directors and auditors of the Society 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
- 8.11 Quorum: Subject to the Act, a quorum at any meeting of members shall be 10% of the voting 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
- 8.12 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.
- 8.13 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

- demande 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 favor 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.
- 8.14 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.
- 8.15 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 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 30 days or more, notice of adjourned meeting shall be given in the same manner as notice for an original meeting.
- 8.16 Resolution in Lieu of a Meeting: Notwithstanding any of the foregoing provisions of the by-law a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the members.

## **Division Nine**

### **INFORMATION AVAILABLE TO MEMBERS**

- 9.01 Except as provided by the Act, no member shall be entitled to obtain information respecting any details or conduct of the Society's business which in the opinion of the Directors would be inappropriate in the interests of the Society to communicate to the public.
- 9.02 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 Society 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 Society except as conferred by statute or authorized by the Board of Directors or by a resolution of the members.

## **Division Ten**

### **NOTICES**

- 10.01 **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 email, telegraph or cable, fax or telefax to any such any such Director at his latest address as shown in the records of the Society or in the last notice filed under Section 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.
- 10.02 **Non-Receipt of Notices:** If a notice or document is sent to a member by prepaid mail in accordance with Section 10.01 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 Society in writing of his new address; provided, always, that the return of a notice of a membersqmeeting mailed to a member in accordance with Section 10.01 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.
- 10.03 **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.
- 10.04 **Signature on Notices:** Unless otherwise specifically provided, the signature of any Director or officer of the Society to any notice or document to be given by the Society may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 10.05 **Waiver of Notice:** Any member, or other person entitled to attend a meeting of members, Director, officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under the Act, the

Regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of member or of the Board or a committee of the Board which may be given in any manner.

## **Division Eleven**

### **GENERAL**

- 11.01 **Members Approval to Amend By-laws:** The Directors shall not, without prior approval of the members entitled to vote at an annual meeting of the Society, given by special resolution, rescind, alter or add to the by-laws of the Society.
- 11.02 **Minors:** A person under the age of 18 years who is admitted as a member to the Society is liable to the payment of fees and otherwise liable under the rules of the Society as if he were an adult.
- 11.03 **Arbitration:** Any dispute arising out of the affairs of the Society and between any members of the Society or between
- (a) A member or a person who is aggrieved and who has for not more than six months ceased to be a member, or
  - (b) A person claiming through the member or aggrieved person as claiming under the by-laws of the Society and the Society or a Director shall be decided by arbitration under the Arbitration Act of Alberta and any decision arising therefrom shall be binding.
- 11.04 **Membership:** Any person being a member in good standing of an Alberta Bobsleigh club associated with the Society may become a member of the Society upon payment of the membership fee, if any, as determined by the Board of Directors from time to time. To be associated with the Society an Alberta Bobsleigh club shall be incorporated with by-laws approved by the Society, shall pay an annual fee as determined by the Board of Directors from time to time, shall have at least twelve fully paid members and shall be accepted by the Society by a majority vote of the Board of Directors. Any member wishing to withdraw from membership may do so upon notice in writing to the Board of Directors through its secretary. If any member is in arrears for fees or assessment for 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 Society until reinstated. Any member upon two-thirds vote of all members of the Society in good standing may be expelled from membership for any clause which the Society may deem reasonable.
- 11.05 **Associate Membership:** A person may become an associate member of the Society upon payment of an associate membership fee 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. The Board of Directors, in its discretion, may create different classes of associate membership and to which may be attached different rights and powers. Associate members shall be entitled to receive notice and attend meetings of members but shall not be entitled to vote thereat.

- 11.06 Fines: The Society may impose a penalty as determined by the Board of Directors on a member contravening a by-law of the Society. A penalty may be recovered as a debt due from the member of the Society, and all penalties so received belong to the Society.