

# **WATERTON PARK COMMUNITY ASSOCIATION**

## **BY-LAW NO.1 (Revised May 24, 2010)**

### **ARTICLE 1**

#### **INTERPRETATION**

##### **1.1 Interpretations**

In these By-Laws, the following shall have the ascribed meaning:

- (a) "Act" shall mean the Societies Act, RSA 2000, Chapter S-14 and applicable regulations, each as amended from time to time;
- (b) "Association" shall mean the Waterton Park Community Association;
- (c) "Board" shall mean the elected board of directors of the Association;
- (d) "Chairperson" shall mean a chairperson of a Committee as referred to in Article 4.20;
- (e) "Commercial Lease Sector Person" shall mean all those persons or corporations who are either a lessee or sublessee of commercial leases in Waterton Lakes National Park;
- (f) "Committee" shall mean any committee of the Association created by the Board pursuant to Article 4.20;
- (g) "Community Member" mean those persons as defined in Article 3.1;
- (h) "Designated Representative" means a person who has been designated in writing by a lessee or sublessee to represent any lessee or sublessee interest in Waterton Lakes National Park;
- (i) "Director" shall mean an elected director of the Association and member of the Board;
- (j) "Member" shall mean any Community Member provided such member has not lost their membership by virtue of Article 3.3;
- (k) "Officers" shall mean an officer appointed by the Board pursuant to Article 5.1 and shall comprise the following offices:
  - President
  - Vice President
  - Vice President, Finance
  - Secretary;

- (l) "Permanent Sector Person" shall mean a person who has a principal residence in Waterton Community and has resided in Waterton Community for at least 185 days in the immediate preceding calendar year;
- (m) "Residential Lease Sector Person" shall mean all those persons or corporations who are either a lessee or sublessee of residential leases in Waterton Lakes National Park;
- (n) "Special Resolution" means a resolution passed by a majority of not less than three-quarters (75%) of the Community Members as are present at a meeting of the Members of the Association, in person or by proxy who have received a notice at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution as a special resolution;
- (o) "Waterton Community" means, without limitation, Waterton Lakes National Park, its leaseholders, residents, business staff , visitors, community groups and organizations, Parks Canada and Improvement District #4, or the successors of any community group or organization, Parks Canada or Improvement District #4 or the successors of any of them

## **ARTICLE 2**

### **BUSINESS OF THE ASSOCIATION**

#### **2.1 Registered Office**

Until changed in accordance with the Act, the registered office of the Association shall be in Waterton Lakes National Park, in the Province of Alberta and at such location therein as the Board may from time to time determine.

#### **2.2 Execution of Instruments**

Unless determined otherwise by the Directors of the Association, all deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by two Directors, one of whom must be an Officer. In addition, the Board may, from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the seal of the Association to any instrument requiring the same.

#### **2.3 No Action Without Due Authority**

No Director, Officer or Member shall take it upon themselves to commit the time, resources or finances of the Association, the Board or the staff of the Association without the prior approval of the Board.

## **2.4 Corporate Seal**

The Association may have a corporate seal which may be affixed to any instrument by any member of the Board or signing officer so authorized from time to time by the Board.

## **ARTICLE 3**

### **MEMBERSHIP**

#### **3.1 Classification of Membership**

The Association shall have one classification of membership known as Community Member who shall be any person who is of the full age of 18 years; and a Permanent Sector Person, a Residential Lease Sector Person, or a Commercial Lease Sector Person, or a Designated Representative thereof. Notwithstanding anything herein contained, there may be only one membership per leasehold.

#### **3.2 Rights and Privileges**

Community Members shall have the following rights and privileges:

- (a) the right to receive notice of and to attend all meetings of the Members of the Association;
- (b) the right to vote on all matters properly brought before the meetings of the Members of the Association;
- (c) the right to inspect the books and records of the Association; and
- (d) all other rights and benefits generally available to Members of the Association and such other rights and benefits as may be determined by the Board from time to time.

#### **3.3 Membership**

Members shall obtain Community Membership status in the Association at the time they become a Permanent Sector Person, a Residential Lease Sector Person, or a Commercial Lease Sector Person or the Designated Representative thereof and the Secretary has received the necessary contact information to be able to record the Member's name, address, telephone number and email address in the records of the Association. Any Member may choose to withdraw from membership in the Association by notice to the President.

#### **3.4 Expulsion of Member**

Any Member who willfully commits a breach of any of the provisions of the By-Laws of the Association or misuses any privileges or benefits of membership may be expelled from membership in the Association. For an expulsion to be effective:

- (a) the Member proposed for expulsion must be advised in writing at least two weeks in advance of a Board meeting at which the expulsion is to be considered;
- (b) the Member, if in attendance, must be given an opportunity to be heard at such meeting and such opportunity must be prior to any vote on the expulsion; and
- (c) at least three-quarters (75%) of the Directors present at such meeting must vote in favour of the expulsion.

### **3.5 Duplication of Membership**

Notwithstanding a person's qualifications, no person can hold two Community Memberships in the Association.

## **ARTICLE 4**

### **DIRECTORS**

#### **4.1 Powers of the Board**

The Board shall:

- (a) manage the affairs of the Association;
- (b) set general policy affecting the operation of the Association and set specific policies as may be required from time to time for Board and Association governance and procedures;
- (c) constitute any Committee pursuant to Article 4.20 and appoint all Officers and Chairpersons of Committees;
- (d) exercise general supervision over the Officers and Chairpersons;
- (e) hire and exercise general supervision over all personnel employed by or working for the Association;
- (f) manage all assets of the Association;
- (g) from time to time prepare and implement business plans in respect of the assets and undertakings of the Association;

- (h) prepare annual budgets and financial statements and prepare and submit all necessary filings under the Act;
- (i) perform such other duties as may generally be within the province of a Board of this nature;
- (j) make such rules, regulations and standing orders as it deems proper provided that such rules, regulations and standing orders are not inconsistent with the By-laws or the provisions of the Act;
- (k) prescribe such membership fees from time to time as are appropriate or requisite in the circumstances; and
- (l) in carrying out some or all of the above duties, the Board shall not borrow monies to finance its requirements without approval of the Members by special resolution, provided that the Board may establish an operating line of credit to facilitate operational cash flow and expenditures.

#### **4.2 Number of Directors**

The Board shall consist of a minimum of five (5) Members and a maximum of nine (9) Members, as determined by the Nominating Committee prior to an Annual General Meeting at which there is an election.

#### **4.3 Qualifications**

Any Community Member in good standing shall be qualified for election as a Director. If a Director, at any time during his or her term, ceases to be a Community Member of the Association, such Director shall immediately resign from holding the office of Director for the balance of his or her term and there shall be a deemed a vacancy on the Board.

#### **4.4 Nominating Procedure and Election of Directors**

- (a) The Board, not less than twenty (20) days prior to the annual general meeting, shall appoint a Nominating Committee consisting of the President and two Members (who may be current Directors) to present a slate of nominations of qualified persons to hold office as a Director. The Board shall advise the Nominating Committee of the number of Directors required and the slate shall contain that number of nominees.
- (b) The Nominating Committee shall consider the Guidelines for Nominating Committee set out in Article 4.5 hereof in determining the slate of nominees.
- (c) The appointment of a Member or Director to the Nominating Committee shall not disqualify that Member or Director from nomination as a Director if such Member qualifies for the position of Director.
- (d) The Nominating Committee shall communicate its slate of nominations to the President not less than fifteen (15) days prior to any annual general meeting at which the election of directors is to occur.

- (e) The President shall provide notice of the nominees to the Members and shall post the nominees names in public places in the Waterton Community as deemed appropriate, not less than ten (10) days prior to the annual general meeting.
- (f) Any nominee so nominated shall have given his or her written consent to such nomination to the Nominating Committee.
- (g) Additional nominations may be made in writing by the submission of a nomination signed by a proposer, a seconder and ten (10) others, all of whom must be Members in good standing, and also signed by the nominee to signify his or her acceptance. Such nominations shall be delivered to the President not less than ten (10) days prior to any annual general meeting at which the election of directors is to occur and a copy of each such nomination shall be similarly posted in the Waterton Community.
- (h) Any person who has been nominated and consents shall stand for election. If the number of nominees is equal to the number of directors to be elected, the nominees shall be elected as Directors by acclamation.
- (i) If there are more nominees than the number of directors to be elected, a ballot will be held.
- (j) On the ballot prepared for the election, all nominees shall be listed alphabetically. One ballot shall be distributed to each Community Member or Community Member's nominee by proxy, in attendance at the meeting of Members at which the vote is to be taken.
- (k) A ballot shall not be counted if it is not marked in accordance with the instructions to Community Members as set out thereon, including the maximum numbers of directors that may be voted for in the election and restricted to only one vote for each nominee.
- (l) After the votes for each nominee have been counted, the nominees who have received the greatest number of votes, up to the number of directors to be elected, shall be declared elected as Directors of the Association.
- (m) If an equal number of votes are cast for two (2) or more nominees and, as a consequence, the election of one or more nominees is left undecided, the Secretary shall forthwith put into the ballot box a paper for each of those nominees with the nominee's name written on it and fold each paper so that the name is inside and is not distinguishable without the paper being opened. The papers shall be mixed together in the ballot box and the Secretary shall draw a paper by chance from the box and the nominee whose name is on the paper so drawn shall be declared by the Secretary to be elected as a Director.

#### **4.5 Guidelines for Nominating Committee**

For the purposes of these By-laws and to provide guidelines for the Nominating Committee in determining qualified persons to be nominated as a director of the Association, it is acknowledged that the Association represents the Waterton Community and such representation is a matter to be considered where possible and practical in determining nominees for directors, such that the directors elected to the Board are representative of the

various constituents of the Waterton Community, including but not limited to, Permanent Sector Persons, Commercial Lease Sector Persons, Residential Lease Sector Persons, other community groups and organizations, prominent religious and cultural organizations and other individuals, groups and organizations that may from time to time be representative of the Waterton Community.

#### **4.6 Term**

Elected Directors shall serve for a term of three (3) years commencing on the date of election and retiring at the commencement of the annual general meeting that their successors are to be elected. A retiring member of the Board shall be eligible for re-election.

#### **4.7 Removal of Directors**

Subject to the provisions of the Act, the Members, by Special Resolution at a meeting of the Members of the Association duly called and constituted, may remove any Director from office and the vacancy created by such removal may be filled by the remaining Directors.

#### **4.8 Vacation of Office**

A Director ceases to hold office when:

- (a) such Director dies;
- (b) such Director is removed from office by the Members;
- (c) such Director ceases to be qualified for election as a Director;
- (d) such Director's 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
- (e) such Director is absent for three (3) consecutive meetings of the Board; provided, however, that the Board upon being satisfied as to the reasons for such absence, may permit a Director to continue to hold office.

#### **4.9 Vacancies**

Subject to the Act and the provisions hereof, a quorum of the Board may fill a vacancy in the Board. In the absence of a quorum of the Board, the remaining Directors shall forthwith call a special meeting of the Members of the Association to fill the vacancy.

#### **4.10 Calling of Meeting**

Meetings of the Board shall be held from time to time but no less than two (2) times per year and at such time and place as the Board may determine. In addition, upon notice, the President or a majority of the Directors may call for a meeting of the Board.

#### **4.11 Notice of Meeting**

Notice of the time and place of each meeting of the Board, shall be given in the manner provided in Article 11.1 to each Director not less than seven (7) days prior to the meeting, unless waived by all of the Directors, before the time when the meeting is to be held, provided however, that immediately following the annual general meeting of the Association at which there is an election held, a Board meeting shall be held without notice. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting.

#### **4.12 Place of Meeting**

Meetings of the Board may be held at any place in the Province of Alberta as designated by the Board from time to time.

#### **4.13 Quorum and Adjournment**

A quorum for the transaction of business at any meeting of the Board shall be a simple majority of the elected Directors including Directors participating by telephone as contemplated in Article 4.18 herein. If there is no quorum within one-half hour after the time for which the Board meeting has been called, the meeting shall stand adjourned to another reasonable date, time, and place, determined by the President who shall give notice thereof to all Directors. At the next meeting, the Directors present shall constitute a quorum, the meeting shall be conducted, and its conclusions and resolutions shall be binding.

#### **4.14 Chairperson of Directors Meeting**

At all Board meetings, the President shall preside. In the President's absence, the Vice-President shall preside and in the absence of both, the Board shall elect a Chairperson to preside.

#### **4.15 Resolutions of the Board**

Subject to Articles 4.17 and 4.18, the powers of the Board may be exercised by resolution passed by a majority of Directors present at a Board meeting at which a quorum is present. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

#### **4.16 Passage of Resolution**

At meetings of the Board, every question shall be determined by a majority of votes by a show of hands of the Directors. In the event of a tie vote, the Chairperson shall not have a second casting vote, and such tie vote shall defeat the resolution.

#### **4.17 Resolution in Writing**

A resolution in writing signed by all of the Members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such resolution may be signed in counterparts by the Directors

#### **4.18 Meeting by Telephone**

If all of the participating Directors of the Association consent, a Director may participate in a meeting of the Board by means of telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board.

#### **4.19 No Compensation**

No Director shall receive compensation for such person's services as a Director unless approved by Special Resolution.

#### **4.20 Committees**

The Board shall have the power to:

- (a) establish both standing and ad-hoc Committees of the Association for any period of time and determine the terms of reference thereof;
- (b) determine the composition of such Committees and the individuals to serve on such Committees;
- (c) from time to time, change the composition of such Committees and change the individuals serving thereon;
- (b) suspend the operation of or terminate any Committee or change any member thereof and:
- (e) from time to time, revise the titles, roles and responsibilities of Committees, Chairpersons of Committees, and members of Committees.

Each person appointed to a Committee shall be approved by the Board. For each Committee, unless otherwise approved by the Board, the majority of the members must be Community Members and the Chairperson must be a Director appointed by the Board. The Board may appoint any employee of the Association as a member of any Committee.

#### **4.21 Delegation**

The Board may, from time to time, delegate to one or more Directors and Officers of the Association or to one or more Committees such powers as the Board shall determine at the time of each such delegation.

#### **4.23 Governance**

Meetings of the Board shall be governed generally by Robert's Rules of Order Newly Revised, to the extent that such rules are not in conflict with these By-laws.

## **ARTICLE 5**

### **OFFICERS**

#### **5.1 Qualification and Term**

Officers shall be elected or appointed annually by the Board immediately following each annual general meeting. Each Officer shall be a Director and must remain a Director during such Officer's term of office.

#### **5.2 Vacancy**

In the event of a vacancy in the position of any Officer, the Board shall appoint a replacement Officer from among the Directors. Any such appointment shall be reported to the Members of the Association at the next meeting of the Members of the Association.

#### **5.3 No Compensation**

No Officer shall receive compensation for such person's services as an Officer unless approved by a Special Resolution.

#### **5.4 Performance of Duties**

Each Officer shall assume such Officer's duties immediately after the appointment of such Officer and shall continue in such office until such Officer's term expires, such Officer resigns, becomes disqualified to hold office, or until the Board by a resolution supported by a quorum of the Directors removes such Officer.

#### **5.5 President**

The President:

- (a) shall endeavor to preside at all meetings of the Association and of the Board;
- (b) shall be the official spokesman for the Association but he may delegate such power in regard to public pronouncements to such Member of the Association as he or she may decide;
- (c) shall be responsible for all of the Association's functions and activities;
- (d) shall be a voting ex officio member of every Committee established by the Board;
- (e) shall act at all times in accordance with the lawful directives of the Board;
- (f) shall cause to be brought to the attention of the Board all matters affecting the Association and its operations.

## **5.6 Vice-President**

The Vice-President:

- (a) shall preside at all meetings of the Association and the Board where the President is not available;
- (b) shall assist the President in all matters related to the governance and undertakings of the Board and Association;
- (c) shall act at all times in accordance with the lawful directives of the Board;
- (d) shall cause to be brought to the attention of the Board all matters affecting the Association and its operations; and
- (e) shall have such powers and duties as the Board or the President may specify.

## **5.7 Vice President, Finance**

The Vice President, Finance shall;

- (a) be responsible for the maintenance of all required books of account and financial records;
- (b) ensure the establishment and maintenance of an effective source deductions system, including but not limited to, source deductions in respect of employee's wages, unemployment insurance, Canada Pension Plan and worker's compensation;
- (c) establish and maintain adequate systems for the control of all expenditures of the Association;
- (d) if requested by the Board, Secretary/Treasurer prepares or has prepared a proposed budget to be presented for approval or amendment;
- (e) establish and maintain adequate systems to ensure that the funds of the Association are properly received, adequately protected and properly deposited and accounted for in accordance with normal accounting procedures and as directed by the Board;
- (f) ensure that all necessary appointments of signing officers for banking and borrowing documentation are made from time to time by the board; and
- (g) endeavor to assist the President in such other areas of financial control as the President may require.

## **5.8 Secretary**

The Secretary shall:

- (a) maintain minutes of all meetings of the Members of the Association and the Board and the minute book of the Association.

The minute book will contain the following information;

- (i) Certificate of Incorporation;
  - (ii) A copy of the aims and objectives of the Association and any special resolution altering the same;
  - (iii) A copy of the By-Laws and any special resolution altering the By-Laws;
  - (iv) A copy of all approved minutes of any meeting of the Association, the Board, and any Committee thereof, signed by the Chairperson and Secretary;
  - (v) Copies of originals of all documents, registers and resolutions required by law;
  - (vi) Copies of originals of all documents directed to be inserted into the minute book by the Board;
- (b) maintain accurate records of Members and their addresses;
  - (c) be responsible for the transmission of all notices on the directions of the President;
  - (d) be directly responsible for the filing of all documents prescribed by the Act;
  - (e) be responsible for the safekeeping of the seal and all documents of the Association;
  - (f) perform such other duties as the President may from time to time direct; and
  - (g) ensure that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable statute or law are regularly and promptly kept.

## ARTICLE 7

### **MEETING OF THE MEMBERS OF THE ASSOCIATION**

#### **7.1 Annual General Meeting**

The annual general meeting shall be held once each calendar year prior to July 1<sup>st</sup> at such place within Waterton Lakes National Park as the Board may from time to time determine. For the purposes of considering the financial statements and annual reports to be placed before the meeting, the election of Directors and the transaction of such other business as may properly be brought before the meeting.

#### **7.2 Special Meeting**

A special meeting of the Members may be called at any time by the Board. Such meetings may also be called by twenty five (25) Community Members of the Association on written notice to the President and such notice shall specify in detail the reasons for the request and the matters to be discussed at the meeting.

#### **7.3 Notice**

Publication of notice of each meeting of the Members of the Association shall be made by notice in accordance with Article 11.1 remitted to each Member at the recorded address of such Member not less than ten (10) days prior to the proposed date of the meeting, or not less than twenty one (21) days prior to such date if a Special Resolution is to be proposed to the members at such meeting. Such notice shall contain all such information as required by these By-Laws and such other Information as the Directors shall decide.

#### **7.4 Quorum**

Ten (10) Community Members or such Members' nominees by proxy, in good standing, exclusive of the Board, shall constitute a quorum at any meeting of the Members. In the event that no quorum is present within thirty (30) minutes from the time appointed for the meeting, the meeting, if convened upon the requisition of Community Members, shall be terminated; in any other case, upon the expiration of thirty (30) minutes from the time appointed for the meeting, the Community Members present, or such Members' nominees by proxy, may by majority vote declare the meeting properly constituted.

#### **7.5 Proxies**

Votes at meetings may be given by Community Members either personally or by proxy.

A proxy shall be executed by a Community Member and is valid only at the meeting in respect to which it is given or any adjournment of that meeting. A person appointed by proxy need not be a Member of the Association.

A proxy shall be in the following form:

"The undersigned Community Member of the Waterton Park Community Association hereby appoints \_\_\_\_\_ as the nominee of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the meeting of the Members of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ and at any adjournment or adjournments thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Signature of Community Member

\_\_\_\_\_  
Printed Name of Community Member

Such proxy shall be presented to the Secretary prior to the commencement of any meeting so that the Community Member's nominees by proxy can be properly recognized and afforded voting privileges of a Community Member for such meeting,

#### **7.6 Chairperson**

At all meetings of the Members of the Association, the President shall preside. In the absence of the President, the Vice-President shall preside and in the absence of both the President and the Vice-President, the Board shall elect a Chairperson to preside from among the Directors present.

#### **7.7 Agenda**

The agenda of all meetings of the Members of the Association shall be compiled and prepared by the President, or the Vice-President in the President's absence, prior to the commencement of such meeting. Unless so authorized by the Chairperson, no additions may be made to the prepared agenda.

#### **7.8 Order of Business for General Meetings**

The order of business at general meetings shall be:

- (a) If the President or Vice president shall be absent or elects to vacate the chair or refuses to act, the election of the Chairman of the meeting;
- (b) Call to order by the Chairman and establish a quorum;
- (c) Proof of notice of meeting;
- (d) Reading or waiver and tabling of any prior minutes;
- (e) Approval of any Special Resolutions;
- (f) Election of Directors;

- (g) Financial report
- (h) Reports of officers;
- (i) Reports of Committees;
- (j) Appointment of auditors;
- (k) New business;
- (l) Termination.

After the conclusion of a general meeting the Board may conduct an open forum to discuss with the Members any matters of interest in respect of the Association.

### **7.9 Voting**

At any meeting of the Members, a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Community Members or such Members' nominees by proxy, present at such meeting and entitled to vote, unless a poll is demanded at the meeting by a majority of Community Members, or such Members' nominees by proxy present, either before or on the declaration of the result of the show of hands. A declaration by the Chair that a resolution has, on a show of hands, been carried or lost and an entry to that effect in the minutes of the proceeding of the Association, shall be conclusive evidence thereof.

### **7.10 Poll**

If a poll is duly demanded, it shall be taken in such manner as the Chairperson directs and the result of the poll shall be entered in the minutes of proceedings of the Association and shall be conclusive evidence thereof.

### **7.11 Tie Vote**

In the event of a tie vote, the Chairperson shall have a second or casting vote.

### **7.12 Governance**

Meetings of the Association shall be governed generally by Robert's Rules of Order Newly Revised, to the extent that such rules are not in conflict with these By-laws.

## ARTICLE 8

### FINANCE

#### **8.1 Fiscal Year**

The fiscal year of the Association shall be determined by the Board from time to time.

#### **8.2 Operations Accounts**

Operations accounts may be established for the Association or for any Committee for routine operations of the Association to which the Board may approve the transfer of or allow funds to remain for approved budget expenditures or operations.

#### **8.3 Annual Accounting Audit**

The books, accounts and records of the Association shall be audited at least once a year by a duly qualified chartered accountant approved for that purpose at the annual general meeting. Complete and proper financial statements for the previous year shall be presented at the annual general meeting of the Association for approval.

#### **8.4 Inspection of Books by Member**

The financial books and records of the Association may be inspected by any Community Member of the Association at any time upon giving reasonable notice of not less than thirty (30) days and arranging a time satisfactory of the Officer or Officers having charge of the same. The books and records of the Association may not be removed by any Member from the place of inspection.

#### **8.5 Borrowing Powers**

Subject to article 4.1 (I), for the purpose of carrying out its aims and objectives, the Directors, on behalf of the Association, may borrow or 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 in accordance with these By-Laws, and in no case shall debentures be issued without the sanction of a Special Resolution.

#### **8.6 No Compensation**

No Member shall introduce or vote on any motion or consideration dealing with the allocation or expenditure of Association funds when such Member has a vested interest in the outcome of the vote on such a motion or consideration or when the matter deals with a monetary consideration that will affect that Member, directly or indirectly.

## **ARTICLE 9**

### **AMENDMENT OF BY-LAWS**

#### **9.1 Amendment of By-Law**

These By-Laws may be rescinded, altered or added to by a Special Resolution at a meeting of the Members of the Association.

## **ARTICLE 10**

### **WINDING UP OR DISSOLUTION**

#### **10.1 Winding Up or Dissolution**

By Special Resolution, the Association may be voluntarily wound up. Upon the winding up of the Association and the satisfaction of all debts and liabilities of the Association, all remaining assets of the Association will be distributed in the manner described by the Act unless by Special Resolution the Association has properly decided on such distribution.

## **ARTICLE 11**

### **NOTICE**

#### **11.1 Method of Giving Notice**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations there under, these By-Laws or otherwise to a Member, Director or Officer, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to such person's recorded address or if mailed to such person at the address recorded in the books of the Association by prepaid ordinary mail or if sent to such person at the said address by any means of prepaid transmitted or recorded communication including without limitation by email or similar communication to the last known email address of the recipient on the records of the Association. A notice so delivered shall be deemed to have been given when it is delivered personally or to the said recorded address; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given on the day when dispatched or delivered through to the appropriate communication system company or agency. Notices may also be posted in public places to notify potential Members not otherwise recorded in the books of the Association. The Secretary may change or cause to be changed the recorded address of any Member, Director or Officer in accordance with any information believed by the Secretary to be reliable.

## **11.2 Error or Omissions in Giving Notices**

No error or omission in giving notice of any meeting, unless such error or omission was deliberate, invalidates the meeting or makes void any proceeding taken so long as the requirements of Article 11.1 are met.

## **ARTICLE 12**

### **PROTECTION OF DIRECTORS AND OFFICERS OF THE ASSOCIATION**

#### **12.1 Limitation of Liability**

No Director or Officer shall be liable for:

- (a) the acts, negligence or malfeasance of any other Director or Officer or employee of the Association;
- (b) any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association;
- (c) the insufficiency or deficiency of any security in or upon which any of the money of the Association shall be invested;
- (d) any loss of damage arising from the bankruptcy, insolvency or tortuous acts of any persons with whom any of the moneys, securities or property of the Association shall be deposited;
- (e) any loss occasioned by any error of judgment or oversight on the part of any Director or Officer;
- (f) any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of a Director or Officer;

unless the same are occasioned by such Director's or Officer's own gross negligence or willful misconduct; provided that nothing herein shall relieve any Director or Officer from such Director's or Officer's duty to act in good faith with a view to the best interests of the Association or from exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **12.2 Indemnity**

The Association shall indemnify each:

- (a) Director;

- (b) former Director;
- (c) Officer;
- (d) former Officer;
- (e) and each other person who acts or acted at the request of the Board in some capacity on behalf of the Association;
- (f) and the heirs and legal representatives of any such person, against all costs, charges and expenses, including an amount to be paid to settle an action or satisfy a judgment, penalty, or fine reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which any such person is made a party by reason of acting in any of the above capacities, if:
- (g) such person acted honestly and in good faith with a view to the best interests of the Association, whether or not such person exercised the same degree of care, diligence and skill that a reasonably prudent person would in comparable circumstances; and
- (h) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that such conduct was lawful.

## **ARTICLE 13**

### **MISCELLANEOUS**

#### **13.1 Effective Date**

This By-Law shall come into force upon the consent and approval of a Special Resolution of the Members at the annual general meeting of the members duly called to convene May 24, 2010.

#### **13.2 Construction**

Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnership, trusts and unincorporated organizations.

#### **13.3 Headings**

The headings used throughout these By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any By-law.

#### **13.4 Conflict with Act**

If there is any conflict between the By-laws and the Act, the Act prevails.

#### **13.5 Severability**

The provisions of these By-laws shall be deemed independent and severable and the invalidity of any part or provision herein shall not affect the validity of any other part or provision herein which shall continue in full force and effect as if the invalid part or provision had never been included herein.

#### **13.6 Not For Profit**

The Association is a not for profit society incorporated under the Act. No member of the Board or Community Member shall receive or shall be lawfully entitled to receive any pecuniary profit from the operations of the Association.