

**A by-Law relating generally to the conduct of the affairs of
THE FORT MCMURRAY CHAMBER
OF COMMERCE SOCIETY
(the “Society”)**

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PREAMBLE

Whereas the principle mission is that The Fort McMurray Chamber of Commerce is a community based, volunteer business organization whose purpose is to serve and represent the interests of its members through the promotion and development of trade and commerce; and the economic wellbeing of our Members, Community and Region.

BE IT ENACTED as a by-law of the Society as follows:

ARTICLE I INTERPRETATION

1.1 Definitions. In these By-laws and any amendments or supplements, unless the context otherwise requires:

“**Act**” means as the *Societies Act*, RSA 2000, c S-14 and the amendments thereto;

“**Annual General Meeting**” means as the Annual Meeting of the Members of the Society;

“**Board**” means as the Board of Directors of the Society;

“**Board Meeting**” means a duly constituted meeting of the Board;

“**By-laws**” means these By-laws of the Society and amendments thereto;

The “**Society**” means as “The Fort McMurray Chamber of Commerce” as a body.

“**Director**” means an individual elected or appointed to the Board;

“**Executive Director**” means the person employed by the Society to oversee the operations of the Society to implement the resolutions and directions of the Board;

“**Meeting of Members**” includes an annual meeting of Members and a Special Meeting of Members;

“**Member**” means a person, association, corporation, society, partnership or estate admitted to the membership of the Society and is currently in good standing;

“**Officer**” means any of the following individuals appointed pursuant to section 8.1 as officers of the Society: (a) the Chair and Vice-Chair (b) the Secretary, Treasurer, and the Executive Director of the Society, (c) any other individual who performs functions for the Society similar to those normally performed by an individual listed in clause (a) or (b);

“Ordinary Resolution” means a resolution passed at a general meeting by the Members of the Society by a simple majority of the votes cast in person or a resolution passed pursuant to section 4.6.

“Person” shall have the meaning prescribed by the *Business Corporations Act*, R.S.A. 2000, c-B-9, as amended from time to time.

“Region” means the Regional Municipality of Wood Buffalo.

“Regulation” means the regulations made under the Act, as amended, restated or in effect from time to time

“Special Business” has the meaning set out in Sections 4.2 and 4.7.

“Special Meeting of Members” means a special meeting of all Members entitled to vote at an annual meeting of Members and a Meeting of the Members entitled to vote on the question at issue called to consider Special Business; and

“Special Resolution” means a resolution passed at a Special Meeting of Members by not less than three-quarters (3/4) of the votes cast on that resolution and if a vote is required, shall mean a resolution passed by not less than three quarters (3/4) of the votes cast on that resolution by the Voting Members that are entitled to vote.

1.2 Interpretation. In this interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) Except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, shall have the meanings ascribed to them under the Act;
- (b) Words importing the singular number only shall include the plural and vice versa;
- (c) The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (d) Except where specifically stated otherwise, or as otherwise required by the Act, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Society to use electronic communication whenever possible.

ARTICLE II GENERAL

2.1 Registered Office. The registered office of the Society shall be situated at 105-9912 Franklin Avenue, Fort McMurray, Alberta T9H 2K5 or as otherwise determined by the Board.

2.2 Corporate Seal. The Society may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board, and the Secretary of the Board (or, in the event there is no Secretary appointed, any officer) shall be the custodian of the corporate seal.

2.3 Fiscal Year. The fiscal year of the Society shall end on December 31st of each year and commence on January 1st or such other date as the Directors may determine from time to time by resolution.

2.4 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“Documents”) in writing requiring execution by the Society may be signed by: (1) any one of the Chair of the Board, Vice-Chair of the Board or the Treasurer; and (2) the Executive Director. The Board may also from time to time direct the manner in which and the person or by persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

2.5 Banking. The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Society and/or other persons as the Board may, by resolution, from time to time designate, direct or authorize.

2.6 Invalidity. The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

2.7 Distribution of Bylaws. A copy of this By-law shall be furnished to each member of the Society, at request, free of charge or, if so resolved by the Directors, on payment of the sum prescribed by the Act.

ARTICLE III MEMBERSHIP

3.1. Entitlement. Any Person may become a Member in good standing of the Society if they:

- (a) Are a reputable Person directly or indirectly engaged or interested in the trade and commerce or the economic, civil and social welfare of the Region;
- (b) Have met the definition, description and qualifications for at least one of the classes of membership; and
- (c) Pay the applicable dues.

3.2 Application for Membership. Any Person (the “Applicant”) may make an application (an “Application”) to the Board for membership in the Commerce. The Application shall be regarded

as a representation on the part of the Applicant of their interest in, and sympathy with, the objects of the Society and of their agreement to adhere, if accepted as a member, to the Society's By-Laws, Rules and Regulations.

3.3 Applicant Disclosure. An Applicant shall provide such information and documentation as requested by the Board to allow the evaluation of the Application.

3.4 Approval or Rejection Notice. The Board shall consider and notify the Applicant in writing no later than 60 days of receipt of the Application on whether the Applicant's Application has been approved or rejected.

3.5 Member Commencement Date. An Applicant shall become a Member at such time that the Board sends the Applicant written notice approving the Applicant's Application.

3.6 Application Fees. The Board may establish a fee payable to make an Application.

3.7 Membership Classes. Subject to the Articles, there shall be two classes of Members in the Commerce:

- a. Voting Membership Class;
- b. Non-voting Membership Class.

3.7.1 Voting Membership Class. There are 5 tiers of voting membership classes:

- a. Entrepreneurial Member is defined as any Person actively operating a for profit business in the Region and employs five individuals or less in the Region;
- b. Growth Member is defined as any Person actively operating a for profit business in the Region and employs 6 to 20 individuals in the Region;
- c. Pioneer Member is defined as any Person actively operating a for profit business in the Region and employs 21 to 100 individuals in the Region;
- d. Champion Member is defined as any Person actively operating a for profit business in the Region and employs 101 to 200 individuals in the Region; and
- e. Foundation Member is defined as any Person actively operating a for profit business in the Region and employs 201 or more individuals in the Region.

3.7.2 Non-Voting Membership Class. Any Person, not actively operating a for profit business in the Region. This class is referred to as the "Associate Member" class.

3.8 Voting. Each Voting Member is entitled to receive notice of, attend and vote at all Meetings of Members. The number of votes available to each Member is based on the tier of their membership:

- a. Entrepreneurial Member is entitled to one (1) vote at Meetings of Members;

- b. Growth Member is entitled to two (2) votes at Meetings of Members;
- c. Pioneer Member is entitled to three (3) votes at Meetings of Members;
- d. Champion Member is entitled to six (6) votes at Meetings of Members; and
- e. Foundation Member is entitled to ten (10) votes at Meetings of Members.

3.9 Assignment of Membership. A Member may assign its membership to an “Affiliate” as defined under the *Business Corporations Act* (Alberta), on approval of the Society.

3.10 Designation. A Member who is not an individual shall designate, in writing, a representative to exercise the rights and privileges of the Member in the Society. The representative must be a Director or employee of the Member. Such designation may be changed by the Member from time to time in writing.

3.11 Termination of Membership. The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) The Member dies, resigns or in the case of an association, corporation, society, partnership or estate, is dissolved;
- (b) The Member is expelled, or the Member’s membership is otherwise terminated in accordance with the Articles or this By-Law;
- (c) The Member’s term of membership expires and the Member fails to remit payment of their annual investment within 90 days of such payment being due or as authorized from time to time by the Board; or
- (d) The Society is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Society, automatically cease to exist.

3.12 Resignation. Any Member may resign as a Member at any time by delivering written resignation to the Chair. The resignation shall be effective ten (10) days after the Chair receives written notice from the Member and the Member discharges any lawful liability to the Society.

3.13 Discipline of Members. The Board shall have the authority to suspend or expel any Member for any one or more of the following reasons:

- (a) Violating any provision of the Articles, this By-Law, or written policies of the Society;
- (b) Carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion;

- (c) For any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Society.

In the event that Board determines that a Member should be expelled or suspended from membership in the Society, the Executive Director or such other officer as may be designated by the Board shall provide twenty-one (21) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Executive Director or the officer designated by the Board, in response to the notice received within such twenty-one (21) day period. In the event that no written submissions are received by the Executive Director or the officer designated by the Board, such officer may proceed to notify the Member that the Member is suspended or expelled from Membership in the Society. If written submissions received in accordance with this Section 3.14, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty-one (21) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.14 Expulsion of Members. The Members may, by Special Resolution passed at a Special Meeting of Members, expel a Member where the Member carries out any conduct which may be detrimental to the Society, provided that the Member shall be given the opportunity to be heard at such meeting.

3.15 Membership Dues. The Board shall establish the annual membership dues payable by Members of the Society. The Board may create different membership dues for different tiers and classes of Membership. Membership dues shall be non-refundable.

3.16 Other Assessments. Other assessments may be levied against Members, provided such assessment is recommended by the Board and approved by a majority of Members present at a General Meeting at which the Board provided the Members with 30 days of written prior notice.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Place of Meetings. Meetings of the Members may be held at any place within Regional Municipality of Wood Buffalo.

4.2 Annual General Meetings. The Board shall call an Annual General Meeting no later than six (6) months after the end of the Society's preceding financial year.

The Board shall call an Annual General Meeting of Members for the purpose of:

- (a) The adoption of the rules of order;
- (b) Considering the financial statements and reports of the Society required by the Act to be presented at the meeting;

- (c) The report of the directors;
- (d) The report of the auditors, if any;
- (e) Electing directors;
- (f) The appointment of the auditor, if required, and;
- (g) Such other business that, under this By-law, ought to be transacted at an Annual General Meeting, or business, which is brought under consideration by the report of the directors issued with the notice convening the meeting.

Any business transacted under (g) shall constitute Special Business.

4.3 Notice. Notice of the time and place of a Meeting of Members shall be sent to the following:

- a) To each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act); and
- b) To each Director.

4.4 Method of Notice. Notice is regarded as given and received:

- a) if delivered by hand, when left at the address given in the Membership directory;
- b) if sent by pre-paid post, on the 3rd day following the date of postage;
- c) if given by fax, on production of a transmission report by the machine from which the fax was sent which indicates that the fax was sent in its entirety to the recipient's fax number, unless the recipient informs the sender that the Notice is illegible or incomplete within 4 hours of it being transmitted; and
- d) if sent by email, at the time shown in the delivery confirmation report generated by the sender's email system which indicates that the email was sent to the recipient's email address.

A Notice delivered or received other than on a day on which trading banks are open for business in Fort McMurray or after 5:00 p.m. Mountain Time is regarded as received at 9:00 a.m. on the following Business Day.

4.5 Notice Period. The notice period for the Annual General Meeting shall be not less than twenty-one (21) days nor more than fifty (50) days. The notice period for any other General Meeting shall be not less than three (3) days nor more than fifty (50) days.

4.6 Proposals at Annual General Meeting. A Member entitled to vote at an Annual General Meeting may submit to the Society notice of any matter that the Member proposes to raise at an Annual General Meeting (a “Proposal”). Any such Proposal may include nominations for the election of directors if the Proposal is signed by not less than 5% of Members entitled to vote at the meeting at which the Proposal is to be presented. Provided the Proposal complies with the Act, the Society shall include the Proposal in the notice of meeting, and, if so, requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the Meeting.

4.7 Special Meetings of Members. The Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members, which shall constitute Special Business. The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than five percent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.8 Special Meeting of Members Notice. The notice shall be not less than twenty-one (21) days. Notice of the Special Meeting of Members must be provided by circulating written notice to all the Members.

4.9 Persons Entitled to be Present. The only persons entitled to be present at a Meeting of Members as herein defined, are Members, Directors, and the Auditor of the Society. Any other Person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

4.10 Chair of the Meeting. In the event that the Chair and the Vice-Chair are both absent, the Members who are present and entitled to vote at the meeting shall choose one of their Members to chair the meeting.

4.11 Quorum. A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be ten (10) Members.

4.12 Participation at Meetings by Telephone or Electronic Means. Any Person entitled to attend a Meeting of Members shall not be able to participate in the meeting using telephonic, electronic, or other communications. All members must be physically present at the Meeting of Members to be able to vote.

4.13 Adjournment. The Chair of the meeting may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.14 Votes to Govern. Other than as otherwise required by the Act or this By-Law, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

4.15 Show of Hands. Except where a ballot is demanded, voting any question proposed for consideration at a Meeting of Members shall be by a show of hands, and a declaration by the Chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of the evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the motion.

4.16 Ballot. For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands has been taken, the Chair of the meeting, or any Member may demand a ballot, in which case the ballot shall be taken in such a manner as the Chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

4.17 Minutes. The Minutes of the proceedings of all Meetings of Members shall be entered in books to be kept for the purpose of the Executive Director, or his designate. The Chair shall sign the minutes of all Meetings of Members.

ARTICLE V BOARD OF DIRECTORS

5.1 Powers. The Board shall manage or supervise the management of the activities and affairs of the Society.

5.2 Number. The Board shall be comprised up no less than nine (9) and no more than thirteen (13) voting members henceforth known as Directors.

5.3 Ex-Officio Members. The Board may appoint up to an additional three (3) ex-officio Members. Ex-Officio Members do not have voting privileges. The Executive Director shall be an ex-officio member of the Board.

5.4 Qualifications. The following persons are disqualified from being a Director of the Society:

- (a) Anyone who is less than 18 years of age;
- (b) Anyone who has been declared incapable by a court in Canada or in another country;
- (c) Anyone who is not an individual;
- (d) Anyone who is not a good standing member of Voting Membership Class as outlined in Section 3.7.1;
- (e) A person who has the status of bankrupt; and

(f) A person who is an ineligible individual under the *Income Tax Act* (Canada).

5.5 Election and Term. The Members shall elect by Ordinary Resolution at each Annual General Meeting at which the election of directors is required, directors to hold office for a term expiring not later than the close of the second Annual General Meeting of Members following the election. Not all Directors elected at a Meeting of Members need to hold office for the same term. A Director not elected for an expressly stated term ceases to hold office at the close of the first Annual General Meeting of Members following their election, but, if qualified, is eligible for re-election. If Directors are not elected at a Meeting of Members, such person may continue in office until their successors are elected at the next Annual General Meeting. Such a person is eligible for re-election.

5.6 Election Rules. All Members of the Society will be informed of the final call for nominations no less than 21 days prior to the event itself. The final call for nominations will occur at a Meeting of Members prior to the Annual General Meeting with occurrence of the meeting to occur no less than 21 days prior to the Annual General Meeting.

5.7 Term Limits. A Director who has served for three (3) consecutive two (2) year terms or served as a Director for six (6) consecutive years is ineligible to be re-elected until at least one fiscal year has elapsed from the time that they served as Director on the Board.

5.8 Consent. A Director who is elected or appointed must consent to hold office as a Director:

- (a) If present at the meeting at which the election or appointment takes place, by not refusing to hold office; and
- (b) If not present at the meeting at which the election or appointment takes place, by either:
 - i) Consenting to hold office in writing before the election or appointment takes place;
or
 - ii) By acting as a Director after such person's election or appointment.

5.9 Vacation of Office. A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director.

5.10 Resignation. A Director may resign from office by giving a written resignation to the Society and such resignation becomes effective when received by the Society or at the time specified in the resignation, whichever is later.

5.11 Removal. A Director may be removed from office before the expiration of such Director's term by unanimous vote of the remaining Board. Additionally, if a Director of the Board of Directors misses three (3) consecutive Board meetings, such a Director may be removed from the Board by applicable motion ratified by two-thirds vote of the full Board of Directors. In such instances the Board may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director.

5.12 Vacancies. Subject to Section 5.10, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Directors. Notwithstanding the above, if there is not a quorum of Directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of Directors provided in this By-Law; or (b) a failure to elect the number or minimum number of Directors provided in this By-Law, the Directors then in office shall call a Special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

5.13 Remuneration. The directors and officers shall serve as such without remuneration and no directors or officers shall directly or indirectly receive any profit from their positions as such. Any director, officer or employee of the Society may receive reimbursement for their expenses incurred on behalf of the Society in their respective capacities as Director, Officer, or employee. In addition, a Director or Officer may receive reasonable remuneration and expenses for any services to the Society that are performed in a capacity other than as a Director or Officer.

5.14 Borrowing Powers and Other Powers. The Board of Directors may, without authorization of the Members:

- (a) Sue, hold, sell, lease or mortgage real estate;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
- (c) give a guarantee on behalf of the Society;
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society;
- (e) authorize expenditure on behalf of the Society and delegate, by resolution, to an Officer or Officers of the Society, such authority to such maximum amounts determined by the Board.
- (f) enter into contracts or negotiable instruments for furthering the purpose of the Society; and
- (g) employ and pay salaries to agents and employees on behalf of the Society and delegate, by resolution, to an officer or officers of the Society such authority;

ARTICLE VI COMMITTEES

6.1 Governance Committee. The Board may appoint a committee of directors (which shall be referred to as the Governance Committee) and delegate to the committee the power to fix its quorum at not less than a majority of its members, to elect its Chair, to prepare the agenda for each Board meeting, and to otherwise regulate its procedures.

6.2 Finance Committee. The Board may appoint a committee of directors (which shall be referred to as the Finance Committee) and delegate to the committee the power to review the Society's annual three (3) year budget as prepared by the Executive Director; to oversee the financial affairs of the Society as directed by the Board; to act as the audit committee of the Board; to assist the Executive Director or designate with the preparation of unaudited financial reports; and to perform such other duties as the Board may or the Governance Committee may direct.

6.3 Other Committees. The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors of the Society.

6.4 Executive Director. The Executive Director is an ex-officio member of each committee.

ARTICLE VII MEETINGS OF DIRECTORS

7.1 Place of Meetings. Meetings of the Board may be held at the registered office of the Society or at any other place within the Regional Municipality of Wood Buffalo.

7.2. Calling of Meetings. Meetings of the Board may be called by the Chair, the Vice-Chair, or any three (3) Directors at any time.

7.3 Notice of Meeting. Notice of the time and place for the holding of a meeting of the Board shall be delivered to the last known address of each Director; the last known email address of each Director; or published in the Society's monthly publication. Notice to every director of the Society shall be given not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Every notice of meeting must specify the purpose or the business to be transacted at the meeting.

7.4 First Meeting of New Board. Provided that a quorum of directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

7.5 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director immediately after being passed. There shall be a minimum of ten (10) Board meetings.

7.6 Quorum. A majority of the number of Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a director must be present in person. A quorum

must be maintained throughout the meeting. Ex-Officio members do not count for the purposes of determining quorum.

7.7 Resolution in Writing. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the meeting of Directors or committee of Directors.

7.8. Chair of the Meeting. In the event that the Chair and the Vice-Chair are both absent, the Directors who are present shall choose one of their members to Chair the meeting.

7.9 Votes to Govern. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote. Directors may not appoint proxies to attend meetings in their stead.

ARTICLE VIII OFFICERS

8.1 Appointment. The Board may designate the offices of the Society, appoint individuals as officers on an annual basis, specify their duties and delegate such officers the power to manage the affairs of the Society. A director may be appointed any office of the Society. A Director must hold the officer positions of the Chair of the Board, Vice-Chair of the Board, Secretary and Treasurer.

8.2 Description of Offices. Unless otherwise specified by the Board, the officers of the Society shall have the following duties and powers associated with their positions:

- (a) Chair of the Board - The Chair of the Board, if one is appointed, shall be a director. The Chair, if any, shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify.
- (b) Vice-Chair of the Board - The Vice-Chair of the Board, if one is appointed, shall be a director. If the Chair is absent or is unable or refuses to act, the Vice-Chair, if any, shall, when present, preside at all meetings of the Board and of the Members and shall have such other duties and powers as the Board may specify.
- (c) Executive Director - If appointed, the Executive Director shall be the chief executive officer of the Society and shall be responsible for the day-to day administration of the affairs of the Society; and implementing the strategic plans and policies of the Society established by the Directors. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Society.
- (d) Secretary - If appointed, the Secretary shall attend and be the secretary of all meetings of the Board Members and committees of the Board. The Secretary shall enter or cause to be entered in the Society's minute book, minutes of all proceedings at such meetings; the

Secretary shall give, or cause to be given, as and when instructed, notices to Members, directors, the public accountant and Members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Society.

- (e) Treasurer - If appointed, the Treasurer shall have such powers and duties as the Board may specify.

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

8.3 Election. The Directors shall elect by Ordinary Resolution at the first Board Meeting held after the annual meeting the position of Chair, Vice-Chair, Secretary and Treasurer.

8.4 Term of Chair. The term of the Chair will expire upon the election of a new Chair.

8.5 Term of Vice-Chair, Secretary and Treasurer. The term of the Vice-Chair, Secretary and Treasurer shall expire at the earlier of one (1) year or occurrence of the next Annual General Meeting.

8.6 Officer Term Limits. Directors who have served for two (2) consecutive one (1) year terms in the role of Chair or Vice-Chair are ineligible to be re-elected for the respective position until at least one (1) fiscal year has elapsed from the time that they served in these positions. The ineligible Director is eligible to be elected for any other Officer position other than the one that they are ineligible to be elected for.

8.7 Vacancy in Office. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Society. Unless so removed, an officer shall hold the office until the earlier of:

- (a) The officer's successor being appointed;
- (b) The officer's resignation;
- (c) Such officer ceasing to be a director; or
- (d) Such officer's death

If the office of any officer of the Society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

ARTICLE IX CONFLICT OF INTEREST

9.1 Conflict of Interest. A director or officer who is in any way directly or indirectly interested in a contract or proposed contract with the Society shall make the disclosure to the Board. A Director,

Officer, or Employee affected by a conflict of interest shall not participate in any discussions that deal with the matter with respect to which a conflict exists; be absent from any part of a meeting at which the alleged conflict of interest is being reviewed; not be entitled to vote on any matter involving the alleged conflict of interest; and at all times refrain from attempting to influence the outcome of the review, unless and until the affected Director, Officer or Employee receives written confirmation from the Board that he or she is not in a position of conflict of interest.

ARTICLE X PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.1 Standard of Care. Every Director and Officer of the Society, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Society and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and officer of the Society shall comply with the Act, the Regulations, Articles, By-Law and policies of the Society.

10.2 Limitation of Liability. Provided that the standard of care required of the Director or officer under the Act and this By-Law has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security or upon which any of the money of the Society will be invested, or any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Society shall be deposited, or for any loss occasioned by any error judgement or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or officer's own willful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act or the regulations.

10.3 Indemnification of Directors and Officers. The Society shall indemnify a Director, and Officer of the Society, a former Director or Officer of the Society, or another individual who acts or acted at the Society's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Society or other entity if:

- (a) The person acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Society's request; and
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Society may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

10.4 Insurance. The Society may purchase and maintain insurance for the benefit of its Directors and Officers as such against any liability incurred by them as the Board may from time to time determine.

ARTICLE XI DISPUTE RESOLUTION

11.1 Mediation and Arbitration. Disputes or controversies among Members, Directors, or Officers of the Society are, as much as possible, to be resolved in accordance with mediation and/or arbitration as provided in Section 11.2.

11.2 Dispute Resolution Mechanism. In the event that a dispute or controversy among Members, Directors, or Officers of the Society arising out of or related to the Articles or this By-Law, or out of any aspect of the activities or operations of the Society, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers the Society as set out in the Articles, this By-Law or the Act and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a confidential process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed appoint jointly a third mediator" The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before one arbitrator, who shall not be any one the mediators referred to above, in accordance with the laws of the Province of Alberta. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the Arbitrators shall be final and binding and shall not be subject to appeal or review on a question of fact, law or mixed fact and law.

ARTICLE XII
SPECIAL RESOLUTIONS

12.1 Special Resolutions. A Special Resolution of the Members is required to make any amendment to this By-Law or to the Articles to:

- (a) Change the Society's name;
- (b) Change the province in which the Society's registered office is situated;
- (c) Add, change or remove any restriction on the activities that the Society may carry on;
- (d) Create a new class or group of Members;
- (e) Change a condition required for being a Member;
- (f) Change the designation of any class or tier of Members or add, change or remove any rights and conditions of any such class or tier;
- (g) Add, change or remove a provision respecting the transfer of a membership;
- (h) Change the statement of the purpose of the Society;
- (i) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Society; or
- (j) Change the method of voting by Members not in attendance at a meeting of Members;

ARTICLE XIII
BY-LAW AND EFFECTIVE DATE

13.1 By-Law and Effective Date. Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Society. Any such By-Law, amendment or repeal shall be effective from the date of the Special Resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If this by-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in form in which it was confirmed. The by-Law, amendment or repeal ceases to have effect if it not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

Despite the forgoing, a By-Law amendment that requires a Special Resolution as set out in Article XII is only effective when confirmed by Members.

CERTIFIED to be By-Law No.1 of the Society, as enacted by the directors of the Society by resolution dated the _____ day of _____, 2019 and confirmed by the members of the Society by resolution dated the _____ day of _____, 2019.