AIRDRIE PICKLEBALL CLUB
BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct and affairs of the Airdrie Pickleball Club (hereinafter, the "Society").

1.2 Definitions – The following terms have these meanings in these By-laws, unless context otherwise requires, expressions defined in the *Act* or any statutory amendment or modification thereof shall have the meaning so defined:

a) *"Act"* means the *Societies Act*, R.S.A. 2000, c S-14 of the Province of Alberta, as amended from time to time, and any legislation that may be substituted therefore;
b) *"Auditor"* means a duly qualified accountant or two Members of the Society appointed by the Members at the Annual General Meeting to review the books, accounts, and records of the Society for a report to the Members at the next Annual Meeting in accordance with the Act;
c) *"Board", "Board of Directors" and "Directors"* means the Directors of the Society;
d) *"days"* means days including weekends and holidays;
e) *"Director"* means an individual elected or appointed to serve on the Board pursuant to these By-laws;
f) *"in writing" or "written"* means both hard copy and electronic communication;
g) *"Officer"* means an individual elected or appointed to serve as an Officer of the Society;
h) *"Ordinary Resolution"* means a resolution passed by a majority of the votes cast by the Members present at the meeting on that resolution or consented to by all Members entitled to vote on that resolution;
i) *"Registrar"* means the Registrar of the Society or a Deputy Registrar of the Society appointed under section 263 of the *Business Corporations Act, RSA 2000, c B-9.*
j) *"Special Resolution"* means:
    i. A resolution passed:
        i. at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
    ii. A resolution proposed:
        i. and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree; or
        ii. A resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
k) *"Society"* has the meaning set out in Section 1.1.

1.3 Registered Office – The registered office of the Society will be located within the Province of Alberta. The Registrar shall be notified of any change in the location of the head office in accordance with the Act.

1.4 Seal of the Society – The Society may have a seal, which may be adopted and may be changed by Ordinary Resolution of the Board. The seal will be in the custody of the Secretary.

1.5 No Gain for Members – The Society will be carried on without the purpose of gain for its Members, and any profits or other accretions to the Society will be used in promoting its objects.

1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.7 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

ARTICLE II MEMBERSHIP

2.1 Categories – The Society has the following categories of Members:

a) The Directors of the Society; and
b) Any individual who is registered with the Society within its programs, who has applied to be Members of the Society, who have been approved as Members of the Society by the Board, and who have agreed to abide by the Society's By-laws, policies, procedures, rules and regulations.

Admission and Renewal of Members

2.2 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if the candidate:

a) Makes an application for membership in a manner prescribed by the Society;
b) Was previously a Member, it was in good standing with the Society as of the last day of its last Membership Year and is not currently subject to any disciplinary investigation or action by the Society;
c) Has paid all required fees, dues, and assessments;
d) Commits to adhering to the Society's Bylaws, Policies, Rules and Regulations and is interested in advancing the purposes and supporting the activities of the Society; and
e) Has met the applicable definition listed in Section 2.1; and

Membership Fees and Duration

2.3 Duration – Unless otherwise determined by the Board, membership with the Society begins as described below and ends as described below or when the Member resigns or is terminated from membership:

a) Director Member – begins on the date the individual becomes a Director of the Society and when the individual is no longer a Director.
b) Member – begins on the date the Society accepts the member's registration and ends on December 31st of each membership year, unless terminated earlier in accordance with this Agreement.

2.4 Fees – Membership fees will be determined by the Board.

Transfer, Withdrawal, Suspension and Termination of Membership

2.5 Transfer – Membership in the Society is non-transferable.

2.6 Withdraw – Any Member wishing to withdraw from membership may do so upon a notice in writing to the Society. The withdrawal becomes effective the day specified in the notice. The Member will not be entitled to any Membership fee refunds.

2.7 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.8 Termination – Membership in the Society will terminate (resulting in the forfeiture of Membership fees) immediately upon:

a) the expiration of the Member's membership, unless renewed in accordance with these By-laws;
b) the Member fails to maintain any of the qualifications or conditions of membership;

c) resignation by the Member;
d) dissolution of the Society;
e) a decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Society's policies;
f) the Member's death; or
g) by Ordinary Resolution of the Board in accordance with Section 2.9.

2.9 Discipline – A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members or, upon fifteen (15) days' written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Authority of Members

2.10 Membership Authority – The Members of the Society will have the following powers:
a) to appoint the Auditor
b) to amend the By-laws
c) to elect Directors; and
d) as provided in the *Act* and in these By-laws

Good Standing

2.11 Definition – A Member will be in Good Standing provided that the Member:
a) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
b) has completed and remitted all documents as required by the Society;
c) has complied with the By-laws, policies, and rules of the Society, including but not limited to the Society's Code of Conduct;
d) is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
e) has paid all required membership fees, if any.

2.12 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Society, Members in Good Standing may be entitled to the following privileges:
a) to attend, participate, and vote at meetings of the Members;
b) to participate in the Society's activities; and
c) to participate in other events associated with the Society.

2.13 Cease to be in Good Standing – Members that cease to be in Good Standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of Good Standing.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual General Meeting – The Society will hold annual meetings of members on a date of each year at a time and place determined by the Board within the Province of Alberta. The Society will aim to hold the meeting on or before December 15th of each calendar year. At the Annual General Meeting the Board shall present the financial statements setting out the Society's income, disbursements, assets and liabilities.

3.2 Special Meeting of Members – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting.

3.4 Notice – Notice of the date, time and place of the Annual General Meeting will be given to all Members in Good Standing, Directors, and the Auditor (if appointed) at least twenty-one (21) days and not more than fifty (50) days prior to the date of the meeting.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

3.6 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such item of business has been submitted to the Board thirty (30) days prior to the meeting of the Members.

3.7 Quorum – The lessor of twenty (20) Members or twenty (20%) percent of the Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.8 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days.

3.9 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the Directors, the Auditors of the Society, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the *Act* to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.10 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President, or if they are appointed by the Board.

Voting at Meetings of Members

3.11 Voting Rights – Members in Good Standing at the time of the meeting of the Members at which a vote is to be taken have one (1) vote each at all meetings of the Members.

3.12 Proxy Voting – Every voting Member may appoint a proxy holder to attend and vote on behalf of the Member, provided that no Member may hold more than two (2) proxies at any meeting. The proxy holder need not be a Member. A proxy must:

a) be signed by the Member;
b) be in a form that complies with the *Act*;
c) comply with the format stipulated by the Society; and

d) be submitted to the Registered Office of the Society at least forty-eight (48) hours prior to the meeting of the Members.

3.13 Voting by Electronic Means – A Member may vote by electronic means if the:
a) Society has made available a procedure that permits voting by electronic means; and
b) Votes may be verified as having been made by the Member entitled to vote.

3.14 Determination of Votes – Votes will be determined by a show of hands, orally, or ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.15 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of between three (3) and seven (7) Director-at-Large positions:

4.2 Number of Positions – The number of Directors-at-Large will be fixed by the Board by Ordinary Resolution at least fourteen (14) days before the election of Directors. The Board's decision may not be used to reduce the term of a sitting Director.

Eligibility of Directors

4.3 Eligibility – To be eligible to serve as a Director, an individual must meet the following requirements:
a) be eighteen (18) years of age or older;
b) have the power under law to contract;
c) have not been declared incapable by a court in Canada or in another country; and
d) not have the status of bankrupt.

Election of Directors

4.4 Nomination – Any nomination of an individual for election as a Director will:
a) include the written consent of the nominee by signed or electronic signature;
b) comply with the procedures established by the Nominations Committee (if appointed); and
c) be submitted to the Registered Office of the Society ten (10) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.5 Nominations from the Floor – An individual will be permitted to be nominated from the floor for elections as a Director at a meeting of the Members only if there is no candidate nominated pursuant to Section 4.4. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

4.6 Elections – Elections for Directors will be decided in accordance with the following:
a) Equal number of Nominations and Available Positions – Winner(s) elected by Ordinary Resolution.
b) More Nominations than Available Positions – The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position(s), additional vote will be conducted between the tied nominees until a winner is declared.

4.7 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Society.

4.8 Terms – Directors will serve terms of two (2) years. Directors will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

Resignation and Removal of Directors

4.9 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Society or at the time specified in the notice, whichever is later.

4.10 Vacate Office – The office of any Director will be vacated automatically if the Director:

a) Is absent from three (3) consecutive Board meetings without the approval the President;
b) resigns;
c) is removed from office;
d) is found by a court to be incapable;
e) becomes bankrupt; or
f) dies.

4.11 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.12 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

Meetings of the Board

4.13 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.14 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

4.15 Notice – Written notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, the Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

4.16 Quorum – At any meeting of the Board, quorum will be four (4) Directors and must include at least one (1) individual who is serving in an Officer position.

4.17 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.18 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.19 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.20 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.21 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology.

Duties of Directors

4.22 Standard of Care – Every Director will:

a) act honestly and in good faith with a view to the best interests of the Society; and
b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.23 Powers of the Society – Except as otherwise provided in the *Act* or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be the President, Vice President, Secretary, and Treasurer.

5.2 Term – The term of the Officers will be at the discretion of the Board. Officers may be elected for a one-year term or a term that expires when the individual's term as a Director expires (or when the Director is removed from or vacates their position).

5.3 Election – The Officers of the Society will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. They shall take office immediately.

5.4 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Election of Officers will be decided in accordance with the following:

a) One Valid Nominee for an Office – Winner declared by acclamation.
b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.5 Duties – The duties of Officers are as follows:

a) The President will be the chair of the Board, will preside at the Annual General Meeting and Special Meetings of Members and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, and will perform such other duties as may from time to time be established by the Board.

b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.

c) The Secretary will be responsible for the documentation of all amendments to the Society's By-laws, will ensure that all official documents and records of the Society are properly kept and filed, as necessary, with the Corporate Registry, cause to be recorded the minutes of all meetings, will keep the registry of Members of the Society, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Society, and will perform such other duties as may from time to time be established by the Board.

d) The Treasurer will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Officer or Director.

5.7 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director (if applicable) will automatically and simultaneously be terminated.

5.8 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

ARTICLE VI COMMITTEES

Committees

6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

6.2 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

6.3 President Ex-officio – The President will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Society.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be September 1st to August 31st.

7.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual Meeting the Members will appoint an Auditor to review the books, accounts and records of the Society in accordance with the *Act*. The Auditor will hold office until the next Annual Meeting.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society but not more than six (6) months before the Annual General Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual General Meeting. Directors may access the Financial Statements at any time. The Financial Statements will include:

a) the financial statements;
b) the auditor's report or review engagement (if any); and
c) any further information respecting the financial position of the Society.

7.5 Access to Financial Statements – A Member in good standing is permitted to formally request in writing an opportunity to review the financial statements up to five (5) years preceding the current fiscal year. Upon receipt of this request and within twenty-one (21) days, the Treasurer will arrange a time and place satisfactory to the Treasurer for the inspection.

7.6 Books and Records - The necessary books and records of the Society required by these Bylaws or by applicable law will be necessarily and properly kept at the registered office of the Society. This includes maintaining a register of members containing their names, addresses, and dates of membership. The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time and place satisfactory to the Board. Directors shall at all times have access to such books and records.

7.7 Signing Authority – The signing authority of the Society shall be vested in the Officers of the Society and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two (2) of these Officers or persons shall be required on any financial instrument of the Society.

7.8 Annual Return - The Society shall make an annual return to the Registrar, which shall include the address of the registered office, names and addresses of officers and directors, and the audited financial statement.

7.9 Borrowing Powers – For the purpose of carrying out the objects of the Society, the Society 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 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. Any borrowed amounts will require a Special Resolution of the Members.

Remuneration

7.10 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.11 Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from

voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members.

8.2 Effective Date – By-law amendments are effective from the date they are registered with the Registrar.

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE X DISSOLUTION

10.1 Dissolution – The process for dissolution of the Society shall be as follows:

a) The Board shall propose a resolution for the voluntary dissolution of the Society.
b) The resolution must be approved by a Special Resolution of the Members at a meeting called for that purpose.
c) Upon approval of the resolution, the Board shall appoint a liquidator to wind up the affairs of the Society.
d) The liquidator shall:
    i. Identify all assets and liabilities of the Society;
    ii. Pay all debts and liabilities of the Society;
    iii. Convert remaining assets to cash where necessary;
    iv. Prepare a final statement of the Society's affairs.
e) The liquidator shall file all necessary documents with the Registrar to complete the dissolution process.

10.2 Distribution of Assets - Upon dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed to non-for-profit or charitable organization(s) with objects that are like those of the Society and which carry on their work solely in the province of Alberta, as determined by the Board of Director. In no event do any Members receive any assets from the Society.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director, member of a Committee, and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

11.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Society will not indemnify an individual unless:

a) the individual acted honestly and in good faith with a view to the best interests of the Society; and
b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.3 Insurance – The Society will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XII ADOPTION OF THESE BY-LAWS

12.1 Ratification – These By-laws were ratified by the Members of the Society at a meeting of Members duly called and held on October 22, 2025.

12.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.