

EDMONTON BAR ASSOCIATION

BY-LAWS

# EDMONTON BAR ASSOCIATION

## BY-LAWS

### INTERPRETATION

#### **ARTICLE 1**

##### 1.01 ACT

All terms contained in the By-laws which are defined in the Act shall have the meanings assigned by the Act.

##### 1.02 DEFINED TERMS

In this By-law and all other By-laws of the Society unless the context otherwise requires:

- (a) "Act" means the Societies Act, R.S.A. 2000 c. S-14 and the regulations made thereunder as amended from time to time and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provision;
- (b) "Board" means the Directors of the Society from time to time;
- (c) "By-laws" means the by-laws of the Society from time to time in force and effect;
- (d) "Electronic Means" means a telephonic, electronic or other communication facility that permits all participants to hear and communicate with one another;
- (e) "Secretary" means the Secretary or any Assistant Secretary of the Society appointed by the Board pursuant to Section 14.01;
- (f) "Society" means the Edmonton Bar Association.
- (g) Unless the context otherwise requires words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa.

##### 1.03 HEADINGS

The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

#### **ARTICLE 2**

##### 2.01 REGISTERED OFFICE

The Society shall at all times have a registered office within Alberta. Subject to the Act, the Board may at any time:

- (a) change the address of the registered office within Alberta;
- (b) designate, or revoke or change a designation of, a records office within Alberta; or
- (c) designate, or revoke or change a designation of, a post office box within Alberta as the address for service by mail of the Society.

### **ARTICLE 3**

#### **3.01 SEAL**

The seal of the Society shall be such that the Board may from time to time adopt. The Secretary shall have custody of the seal.

### **ARTICLE 4**

#### **MEMBERSHIP**

#### **4.01 GENERAL**

The membership of the Society shall be the subscribers to the application and By-laws and such other persons as are admitted as members of the Society from time to time in the manner specified herein.

#### **4.02 APPLICATION AND CATEGORIES**

All applications for membership in the Society shall be submitted to the Board and upon approval by the Board the applicant shall become a member.

The Society shall consist of its members and the Board shall establish such categories of members of the Society as it deems fit from time to time including such categories or classes of members designed to encourage or recognize extra-ordinary contributions to the Society, and, the Board may appoint any person to such category or class.

The Board may discontinue one or more categories or members from time to time provided that the status of existing members in that category is not thereby affected until the next annual general meeting of the Society.

A member shall be deemed to be in good standing when not in arrears of the payment of any membership fee or other sums due from time to time to the Society.

The Board may provide for the membership of any firm or corporation to be a member of the Society.

#### **4.03 MINIMUM AGE**

No person shall be a member of the Society unless that person has attained 18 years of age.

#### 4.04 FEES

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by the Board. The Board shall fix the due date for payment of any dues or fees payable by members.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 60 days of the date of such notice thereof, the members in default shall thereupon automatically cease to be members of the Society.

Upon the failure of any member to pay any annual membership fee, any subscription, or indebtedness due to the association, the Board may cause the name of such member to be removed from the register of members, but such member may be readmitted to membership by the Board upon such evidence as they may consider satisfactory.

#### 4.05 TERMINATION OF MEMBERSHIP

In addition to any removal pursuant to Section 4.04 of these By-laws, a member may withdraw from the Society by that member tendering a resignation in writing to the Secretary or may be expelled from the Society by a resolution of the members passed at the annual general meeting or a special meeting called for that purpose, and such expulsion need not be for cause.

### MEETINGS OF MEMBERS

#### 4.06 ANNUAL GENERAL MEETING

Subject to section 25 of the Act, the annual general meeting of members of the Society shall be held at the registered office of the Society or at a place elsewhere within Alberta determined by the Board on such day in each year and at such time as the Board may determine. The Society shall present to that meeting an annual report including a financial statement setting out the income, disbursements, assets and liabilities for the last fiscal period of the Society, elect the Board, and transact such other business as may be required by the Act or otherwise be put before the meeting.

#### 4.07 SPECIAL MEETINGS

The Board may at any time call a special meeting of members of the Society to be held on such day and at such time and, at such place within Alberta as the directors may determine.

#### 4.08 MEETING ON REQUISITION OF MEMBERS

Members of the Society representing not less than the greater of (a) twenty (20) members of the Society; or (b) five (5%) percent of the members then in good standing, may requisition the Board to call a meeting of members of the Society for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each director and to the registered office of the Society. Upon receipt of the requisition, the Board shall call a meeting of members of the Society to transact the business stated in the requisition. If the directors

do not within twenty-one days after receiving the requisition call a meeting, any member who signed the requisition may call the meeting.

#### 4.09 NOTICE

A notice stating the day, hour and place of meeting and, if special business is to be transacted thereat, stating (i) the nature of that business in sufficient detail to permit a member of the Society to form a reasoned judgment on that business and (ii) the text of any special resolution to be submitted to the meeting, shall be sent to each member entitled to vote at the meeting, who on the record date for notice is registered on the records of the Society as a member in good standing; to each director of the Society; and to the auditor of the Society not less than fourteen (14) days (except where a longer time is required to be given pursuant to the Act or these By-Laws) and not more than fifty (50) days (inclusive of the day of mailing and of the day for which notice is given) before the date of every meeting of the members of the Society; provided that a meeting of members of the Society may be held for any purpose on any day and at any time and, at any place without notice if all the members and all other persons entitled to attend such meeting are present in person or represented by proxy at the meeting (except where a member or other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the members and all other persons entitled to attend such meeting and not present in person nor represented by proxy thereat waive notice of the meeting.

If a person is represented by proxy, such proxy should also be a member of the Society. Before voting the proxy, such member must produce and deposit the proxy with the Secretary a sufficient appointment in writing. The Secretary shall have complete discretion to determine whether the appointment or proxy is valid and sufficient.

A director of the Society is entitled to receive notice of and to attend and be heard at every meeting of members of the Society.

The auditor of the Society is entitled to receive notice of every meeting of members of the Society and, at the expense of the Society, to attend and be heard at every meeting on matters relating to such person's duties as auditor.

#### 4.10 WAIVER OF NOTICE

Notice of any meeting of members of the Society or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any member, any director or the auditor of the Society in writing or by facsimile, e-mail or other electronic means addressed to the Society or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a member or any other person entitled to attend at a meeting of members of the Society is a waiver of notice of the meeting, except when such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### 4.11 OMISSION OF NOTICE

The accidental omission to give notice of any meeting of members of the Society to or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance thereof, shall not invalidate any resolution passed or any proceeding taken at any such meeting.

#### 4.12 RECORD DATES

The directors may fix in advance a date as the record date for the determination of members entitled to receive notice of a meeting of members, but such record date shall not precede by more than fifty (50) days or by less than fourteen (14) days (inclusive of such date) prior to the date on which the meeting is to be held.

If no record date is fixed, the record date for the determination of members entitled to receive notice of a meeting of members shall be:

- (a) at the close of business on the last business day preceding the day on which the notice is sent; or
- (b) if no notice is sent, the day on which the meeting is held.

#### 4.13 CHAIRMAN OF THE MEETING

In the absence of the Chairman of the Board (if any), the President and any Vice-President who is a director, the members present entitled to vote shall elect another director as chairman of the meeting and if no director is present or if all the directors present decline to take the chair then the members present shall elect one of their number to be chairman.

#### 4.14 VOTES

Votes at meetings of members shall be given by one of the following methods:

- (a) show of hands or voice vote for those physically present at the meeting;
- (b) roll call vote for those who are not physically present at the meeting but who are participating in the meeting by Electronic Means;
- (c) electronic voting devices;
- (d) secret ballot; and
- (e) advance ballot, including e-mail or electronic ballots, provided that:
  - (i) the identity of the voter can be authenticated;
  - (ii) the votes can be gathered in a manner that permits their subsequent verification; and

- (iii) the tallied votes can be presented anonymously, in such a way as to be impossible to identify how an individual Member voted.

In the case of any of the methods noted in (c) through (e) above, such methods shall only be used if approved by the Board and then only in accordance with any policies relating thereto as the Board may establish.

A member or the Chairman of the Board may demand a secret ballot provided such demand is made before the vote is put forward to the members at the meeting. In the case of an equality of votes none of the chairman of the meeting or any officer of the Society (including any of the Chairman of the Board, the President or the Vice-President) shall have a second or casting vote in addition to the vote to which such person may be entitled to as a member.

At any meeting, unless a secret ballot is demanded as hereinbefore provided, before any vote by a show of hands or voice vote, a declaration by the chairman of the meeting that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

If at any meeting a secret ballot is demanded on the election of a chairman or on the question of adjournment or termination, the ballot shall be taken forthwith without adjournment. If a secret ballot is demanded on any other question or as to the election of directors, the ballot shall be taken in such manner and either at once or later at the meeting or after adjournment as the chairman of the meeting directs. The result of a secret ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a secret ballot may be withdrawn.

Except where these By-laws require that a matter be determined by unanimous or special majority, all matters shall be decided by a majority of the votes of the members present in person or represented by proxy and entitled to vote at such meeting.

#### 4.15 RIGHT TO VOTE

Every member of the Society in good standing shall be entitled to one (1) vote.

#### 4.16 PARTICIPATION BY ELECTRONIC OR OTHER MEANS

A member or any other person entitled to attend a meeting of members of the Society (including the annual general meeting or any special meeting) may participate in the meeting by Electronic Means provided that the Board may, from time to time, establish policies relating to the manner by which such Electronic Means will be implemented. A person participating in such a meeting by those means is deemed for the purposes of the Act to be present at the meeting.

#### 4.17 ADJOURNMENT

The chairman of the meeting may with the consent of the meeting adjourn any meeting of members of the Society from time to time to a fixed time and place and if the meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days it is not necessary to give notice of the adjourned meeting other than by announcement at the time of an adjournment.

If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

#### 4.18 QUORUM

A quorum for the transaction of business at any meeting of members shall consist of the lesser of: (a) at least one third of the members in good standing; or (b) fifteen (15) members, (or in each case their designated proxies). If a quorum is present at the opening of a meeting of members the members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

If a quorum for a meeting of members of the Society is not present within thirty minutes of the time fixed for the meeting it shall stand adjourned to the same day in the next week at the same time and place and a quorum for the transaction of business at the adjourned meeting shall consist of the lesser of: (c) at least one sixth of the members in good standing; or (d) 5 members (or in each case their designated proxies).

#### 4.19 RESOLUTION IN LIEU OF MEETING

A resolution in writing signed by all the members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the members of the Society. Any such resolution may be signed in counterpart and delivered by facsimile, portable document format or other electronic means.

### **ARTICLE 5**

#### BOARD OF DIRECTORS

##### 5.01 GENERAL

The business and affairs of the Society shall be managed by the Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the Act, the By-laws, any special resolution of the Society, or by statute expressly directed or required to be done in some other manner. Without limiting the foregoing such powers shall include:

- (a) To facilitate and promote the objects of the Society;
- (b) To create and define categories of members and, if the Board so resolves, to promote membership in the Society;



- (c) To engage, hire and discharge any employees, including administrative employees, in respect to the operations of the Society;
- (d) To maintain and properly protect the assets and property of the Society;
- (e) To prepare and approve the annual budget of the Society consistent with the good management of the Society;
- (f) To pay all approved expenses of and incidental to the operation and management of the Society;
- (g) To remunerate or indemnify any person for services rendered or liabilities incurred in connection with the affairs of the Society;
- (h) To invest and deal with the monies of the Society not immediately required in such securities and in such manner as from time to time may be determined by the Board;
- (i) To finance the operations of the Society and to borrow, raise or secure the payment of money in such manner as the Board may, from time to time, think fit;
- (j) To maintain all accounting and financial records of the Society;
- (k) To appoint legal counsel from time to time;
- (l) To make rules and regulations for the operation of the Society and the use of its facilities and assets; and
- (m) Without in any way abrogating or limiting the general responsibility of the Board, to delegate its powers and duties to any employee engaged as a manager of the Society.

#### 5.02 NUMBER

The number of directors shall be not less than three (3) persons and not more than fifteen (15) persons and shall be determined from time to time within such limits by resolution of the Board.

#### 5.03 VACANCIES

A quorum of directors may, between annual general meetings of members, fill any vacancy among the directors, including where the maximum number of directors specified in Section 5.02 has not been elected at any such annual general meeting, but not in the case a vacancy results from an increase in the maximum number of directors permitted pursuant to such Section 5.02. If there is not a quorum of directors, or if there has been a failure to elect the minimum number of directors, the directors then in office shall forthwith 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. If the members have adopted an amendment to the articles to increase the minimum or maximum number of directors, and have not, at the meeting at which they adopted

the amendment, elected an additional number of directors authorized by the amendment, the directors then in office shall forthwith call a special meeting of members to fill the vacancy.

A director appointed or elected to fill a vacancy holds office: (a) in the case where such appointment is made to replace a director who has ceased to be a director for any reason, for the unexpired term of such director's predecessor; or (b) in the case where a director is appointed or elected by the Board where the maximum number of directors was not elected at the last annual general meeting of members, until the next annual general meeting of members.

#### 5.04 DUTIES

Every director and officer of the Society in exercising such director's or officer's powers and discharging such director's or officer's duties shall:

- (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.

#### 5.05 QUALIFICATION

A director shall at the time of such person's election and throughout such person's term of office be a member of the Society. A director shall cease to be a director at the time that person ceases to be a member of the Society. Any member of the Board shall be eligible for re-election to the Board.

#### 5.06 TERM OF OFFICE

Directors shall hold office for a term of one year which shall be from the date of the meeting at which such person is elected until the close of the first annual meeting following such person's election or until such person's successor is elected or appointed. If directors are not elected at a meeting of members, the incumbent directors continue in office until their successors are elected.

#### 5.07 ELECTION

If a meeting of members fails to elect the number or the minimum number of directors required by the By-laws by reason of the disqualification or death of any candidate, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum.

#### 5.08 CONSENT TO ELECTION

A person who is elected or appointed a director is not a director unless such person was present at the meeting when that person was elected or appointed and did not refuse to act as a director or, if that person was not present at the meeting when that person was elected or appointed, such person consented to act as a director in writing before such person's election or appointment or within 10 days after it or such person has acted as a director pursuant to the election or appointment.

#### 5.09 REMOVAL

The members of the Society may by ordinary resolution at a special meeting called for that purpose remove any director from office before the expiration of such person's term of office and may, by a majority of votes cast at the meeting, elect any person in such person's stead for the remainder of such person's term.

#### 5.10 VALIDITY OF ACTS

An act of a director or officer is valid notwithstanding an irregularity in such person's election or appointment or a defect in such person's qualification.

### **ARTICLE 6**

#### MEETINGS OF THE BOARD OF DIRECTORS

##### 6.01 PLACE OF MEETING

Meetings of directors and of any committee of directors may be held at any place. A meeting of directors may be convened by the Chairman of the Board (if any), the President or any director at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of directors.

##### 6.02 NOTICE OF DIRECTORS MEETING

Notice of the time and place for the holding of any meeting of directors or any committee of directors shall be sent to each director not less than two (2) days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the date of the meeting; provided that the meetings of directors or of any committee of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent directors have waived notice. The notice of a meeting of directors need not specify the purpose or the business to be transacted at the meeting.

For the first meeting of directors to be held following the election of directors at an annual or special meeting of the members or for a meeting of directors at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

##### 6.03 WAIVER OF NOTICE

Notice of any meeting of directors or of any committee of directors or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any director in writing or by telegram, cable or telex addressed to the Society or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a director at any meeting of directors or of any committee of directors is a waiver of notice of the meeting, except when a director attends a meeting for the

express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

#### 6.04 OMISSION OF NOTICE

The accidental omission to give notice of any meeting of directors or of any committee of directors to or the non-receipt of any notice by any person or any error in any notice not affecting the substance thereof shall not invalidate any resolution passed or any proceeding taken at such meeting.

#### 6.05 ELECTRONIC OR OTHER PARTICIPATION

A director may participate in a meeting of directors or of any committee of directors by Electronic Means, and a director participating in a meeting by those means is deemed for the purposes of the Act to be present at that meeting. The Board may, from time to time, establish policies relating to the manner by which such Electronic Means will be implemented.

#### 6.06 ADJOURNMENT

Any meeting of directors or of any committee of directors may be adjourned from time to time by the chairman of the meeting, with the consent of the meeting, to a fixed time and place. Notice of an adjourned meeting of directors or committee of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### 6.07 QUORUM AND VOTING

A majority of the number of directors constitutes a quorum at any meeting of directors and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. The directors shall not transact business at a meeting of directors unless a quorum is present. Questions arising at any meeting of directors shall be decided by a majority of votes. Each director shall have one (1) vote. In the case of an equality of votes, neither of the chairman of the meeting or the President shall have a second or casting vote.

#### 6.08 RESOLUTION IN LIEU OF MEETING

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. Any such resolution may be signed in counterpart and delivered by facsimile, portable document format or other electronic means.

## ARTICLE 7

### COMMITTEES OF DIRECTORS

#### 7.01 GENERAL

The Board may from time to time appoint from their members a committee of directors, any one or more of their members and may delegate to such committee any of the powers of the directors except that no such committee shall have the authority to:

- (a) submit to the members of the Society any question or matter requiring the approval of the Society;
- (b) fill a vacancy among the directors or in the office of auditor; and
- (c) approve any financial statements to be placed before the members of the Society.

#### 7.02 COMMITTEES

Each committee created by the Board shall be headed by one of its members appointed by the President or failing the President, the Board, to be the chairman of that committee.

Each committee created by the Board shall meet at the call of the chairman of that committee, record minutes of its proceedings, distribute the minutes to members of that committee and to the chairman of the other committees and furnish reports at the request of the President prior to each Board meeting.

A majority of the number of directors comprising the committee constitutes a quorum at any meeting of such committee. The committee shall not transact business at a meeting of the committee unless a quorum is present. Questions arising at any meeting of a committee shall be decided by a majority of votes. Each committee member shall have one (1) vote. In the case of an equality of votes, there shall be no casting vote.

#### 7.03 AUDIT COMMITTEE

The directors may elect annually from among their number an audit committee to be composed of not fewer than three directors, a majority of whom are not officers or employees of the Society.

Each member of the audit committee shall serve during the pleasure of the Board and, in any event, only so long as such person shall be a director. The directors may fill vacancies in the audit committee by election from among their number.

The audit committee shall have power to fix its quorum at not less than a majority of its members and to determine its own rules of procedure subject to any regulations imposed by the Board from time to time and to the following paragraph.

The auditor of the Society is entitled to receive notice of every meeting of the audit committee and, at the expense of the Society, to attend and be heard thereat, and, if so requested by a member of the audit committee, shall attend every meeting of the committee held during the term of office of the auditor. The auditor of the Society or any member of the audit committee may call a meeting of the committee.

The audit committee, if any, shall review the financial statements of the Society prior to approval thereof by the Board and shall have such other powers and duties as may from time to time by resolution be assigned to it by the Board.

## **ARTICLE 8**

### **REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

#### **8.01 GENERAL**

No person shall be entitled to any remuneration by reason of being a director of the Society provided that the directors may, by resolution, award special remuneration to any director in undertaking any special services on the Society's behalf other than the routine work ordinarily required of a director of the Society. The confirmation of any such resolution by the members shall not be required. The directors, officers and employees shall also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Society.

The aggregate remuneration paid to the five highest paid officers, other than directors, if any, shall be disclosed to the members at every annual meeting.

## **ARTICLE 9**

### **SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL**

#### **9.01 GENERAL**

The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual meeting of the members or at any special meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by any other By-law) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and/or confirmed by every member of the Society.

#### **9.02 BORROWING POWER**

For the purpose of carrying out its objects, 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 Society, and in no case without the sanction of a special resolution of the Society.

## ARTICLE 10

### CONFLICT OF INTEREST

#### 10.01 GENERAL

A director or officer of the Society who is a party to a material contract or proposed material contract with the Society, or is a director or an officer of or has a material interest in any person or entity who is a party to a material contract or proposed material contract with the Society shall disclose fully the nature and extent of the interest held by such director or officer. No such director of the Society shall vote on any resolution to approve such contract. If a material contract is made between the Society and one or more of its directors or officers, or between the Society and another person of which a director or officer of the Society is a director or officer or in which such person has a material interest, (i) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors or committee of directors that authorized the contract, and (ii) a director or officer or former director or officer of the Society to whom a profit accrues as a result of the making of the contract is not liable to account to the Society for that profit by reason only of holding office as a director or officer, if the director or officer disclosed the director's or officer's interest in accordance herewith and the contract was approved by the directors or the members and it was reasonable and fair to the Society at the time it was approved.

## ARTICLE 11

### FOR THE PROTECTION OF DIRECTORS AND OFFICERS

#### 11.01 GENERAL

No director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or 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 by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such person's respective office of trust or in relation thereto, unless the same shall happen by or through such person's failure to exercise the powers and to discharge the duties of such person's office honestly, in good faith with a view to the best interests of the Society, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise

in comparable circumstances, provided that nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or relieve such person from liability under the Act. The directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the directors. If any director or officer of the Society shall be employed by or shall perform services for the Society otherwise than as a director or officer or shall be a member of a firm or a member, director or officer of a body corporate which is employed by or performs services for the Society the fact of such person being a member, director or officer of the Society or body corporate or member of the firm shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

## ARTICLE 12

### INDEMNITIES TO DIRECTORS AND OTHERS

#### 12.01 GENERAL

Except in respect of an action by or on behalf of the Society or body corporate to procure a judgment in its favour, the Society shall indemnify a director or officer of the Society, a former director or officer of the Society or a person who acts or acted at the Society's request as a director or officer of a body corporate of which the Society is or was a member or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Society or body corporate (collectively "**Claims**"), if:

- (a) such person acted honestly and in good faith with a view to the best interests of the Society; and
- (b) 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 person's conduct was lawful.

All costs, charges and expenses incurred by a director or officer (or former director or officer) with respect to any Claims may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder. The failure of a director or officer (or former director or officer) of the Society to comply with the provisions of the Act, or of the application for the Society or these Bylaws, will not invalidate any indemnity to which such person is entitled under this Section.



## ARTICLE 13

### OFFICERS OF THE SOCIETY

#### 13.01 APPOINTMENT

The Board annually or as often as may be required may appoint from among themselves a Chairman of the Board and shall appoint a President, a Vice-President, a Secretary, a Treasurer, and a Faculty of Law Representative, and if deemed advisable may appoint one or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers. Two or more offices of the Society may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer such person may but need not be known as the Secretary-Treasurer. The Board may from time to time appoint such other officers, employees and agents as they shall deem necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the directors. The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the duties and powers of any officer.

The officers shall be elected from among the members provided that the Faculty of Law Representative shall be a member of the Faculty of Law, University of Alberta, nominated by the Dean of Law of such faculty.

#### 13.02 REMOVAL OF OFFICERS AND VACATION OF OFFICE

All officers, employees and agents, in the absence of agreement to the contrary, shall be subject to removal by resolution of the directors at any time, with or without cause.

An officer of the Society ceases to hold office when such person dies, resigns or is removed from office. A resignation of an officer becomes effective at the time a written resignation is sent to the Society, or at the time specified in the resignation, whichever is later.

#### 13.03 VACANCIES

If the office of President, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, or any other office created by the Board pursuant to Section 13.01 hereof shall be or become vacant by reason of death, resignation or in any other manner whatsoever, the directors shall, in the case of the President and Secretary, and may, in the case of any other officers, appoint an individual to fill such vacancy.

#### 13.04 CHAIRMAN OF THE BOARD

The Chairman of the Board (if any) shall, if present, preside as chairman at all meetings of the Board and of members. Such person shall sign such contracts, documents or instruments in writing as require the Chairman of the Board's signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to such person by resolution of the directors.

### 13.05 PRESIDENT

The President shall be the chief executive officer of the Society (except as may otherwise be specified by the Board) and shall, subject to the direction of the Board, exercise general supervision and control over the business and affairs of the Society. In the absence of the Chairman of the Board (if any), and if the President is also a director of the Society, the President shall, when present, preside as chairman at all meetings of directors and members, and act as ex officio member of all committees. The President shall sign such contracts, documents or instruments in writing as require the President's signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by resolution of the directors or as are incident to the President's office.

### 13.06 VICE-PRESIDENT

The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President, provided, however, that a Vice-President who is not a director shall not preside as chairman at any meeting of directors or members. The Vice-President or, if more than one, the Vice-Presidents shall sign such contracts, documents or instruments in writing as require the signatures of a Vice-President and shall also have such other powers and shall perform such other duties as may from time to time be assigned to a Vice-President by resolution of the directors.

### 13.07 SECRETARY

The Secretary shall give or cause to be given notices for all meetings of directors, any committee of directors and members when directed to do so and shall, subject to the provisions of the Act, maintain the records referred to in subsections hereof. It shall be the duty of the Secretary to attend all meetings of directors, any committee of directors or members, and to keep accurate minutes of the same. If the Board has determined that there shall not be a Vice-President, the Secretary shall be vested with the same powers and duties as a Vice-President. The Secretary shall sign such contracts, documents or instruments in writing as require the Secretary's signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to such person by resolution of the directors or as are incident to the Secretary's office.

### 13.08 TREASURER

Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the records, and oversee the handling of the funds and securities of the Society and shall deposit the same in the name of the Society in such bank or banks or with such other depositary or depositaries as the Board may by resolution direct. The Treasurer shall prepare and maintain adequate accounting records. The Treasurer shall sign such contracts, documents or instruments in writing as require the Treasurer's signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by resolution of the Board or as are incident to the Treasurer's office. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board in their uncontrolled discretion may require and no director shall be liable for failure to require any such bond or for the

insufficiency of any such bond or for any loss by reason of the failure of the Society to receive any indemnity thereby provided.

#### 13.09 ASSISTANT SECRETARY AND ASSISTANT TREASURER

The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall be vested with all the powers and shall perform all the duties of the Secretary and Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or Treasurer as the case may be. The Assistant Secretary or, if more than one, the Assistant Secretaries and the Assistant Treasurer or, if more than one, the Assistant Treasurers shall sign such contracts, documents or instruments in writing as require the signature of an Assistant Treasurer and shall have such other powers and shall perform such other duties as may from time to time be assigned to an Assistant Treasurer by resolution of the directors.

#### 13.10 DUTIES OF OFFICERS MAY BE DELEGATED

In case of the absence or inability or refusal to act of any officer of the Society or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

### **ARTICLE 14**

#### AUDITORS

##### 14.01 GENERAL

The Board annually or as often as may be required by the Board (but no less than as may be required by the Act) shall appoint an auditor at such remuneration as may be fixed by the Board to hold office until the next annual general meeting. The auditor so appointed shall review the financial statements of the Society annually and subject to the requirements of the Act obtain and provide a notice to reader report or such other report as may be required by the Board (provided same complies with the requirements of the Act). Such auditor may be a qualified accounting firm, or any two officers or members of the Society, as appointed by the Board from time to time.

##### 14.02 INSPECTION OF RECORDS

The books and records of the Society may be inspected by any member of the Society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each of the directors shall at all times have access to such books and records.

### **ARTICLE 15**

#### CHEQUES, DRAFTS, NOTES, ETC.

## 15.01 GENERAL

All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not officers of the Society, and in such manner as the directors may from time to time designate by resolution.

## ARTICLE 16

### EXECUTION OF CONTRACTS, ETC.

## 16.01 GENERAL

Contracts, documents or instruments in writing requiring the signature of the Society may be signed by the President and the Secretary and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The directors are authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Society either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The corporate seal of the Society may, when required, be affixed by the President and the Secretary to contracts, documents or instruments in writing signed by the President or Secretary as aforesaid or by an officer or officers, person or person appointed as aforesaid by resolution of the Board.

The term "contracts, documents or instruments in writing" as used in this By-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings.

In particular, without limiting the generality of the foregoing, the President and the Secretary together are authorized to sell, assign, transfer, exchange, convert or convey all securities owned by or registered in the name of the Society and to sign and execute (under the seal of the Society or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such securities.

The signature or signatures of any officer or director of the Society and/or of any other officer or officers, person or persons appointed as aforesaid by resolution of the Board may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the Society executed or issued by or on behalf of the Society and all contracts, documents or instruments in writing or securities of the Society on which the signature or signatures of any of the foregoing officers, directors or persons shall be so reproduced, by authorization by resolution of the directors, shall be deemed to have been manually signed by such officers, directors or persons whose signature or signatures is or are so reproduced

and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or securities of the Society.

## **ARTICLE 17**

### **ALTERATION OF BY-LAWS**

#### **17.01 GENERAL**

No rescission of, amendment of or addition to the By-laws shall be made except by a special resolution of the members of the Society at a meeting of the members of the Society called for that purpose.

## **ARTICLE 18**

### **DISTRIBUTION OF PROPERTY**

#### **18.01 GENERAL**

Upon the dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community.

## **ARTICLE 19**

### **NOTICES**

#### **19.01 GENERAL**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by facsimile, e-mail or other electronic communication facility at such person's recorded facsimile, e-mail or other electronic address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; 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 facsimile,

e-mail or electronic communication shall be deemed to have been given on the date when transmitted provided that evidence of transmission can be provided (including by way of a transmission report or a printout of a transmission log generated by the senders facsimile machine or computer or electronic devise evidencing such transmission) or otherwise by the appropriate communication company or agency or its representative through which such delivery was sent. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

If the Society sends a notice or document to a member and the notice or document is returned on three consecutive occasions because the member cannot be found, the Society is not required to send any further notices or documents to the member until the member informs the Society in writing of the member's new address.

#### 19.02 SIGNATURES TO NOTICES

The signature of any director or officer of the Society to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

#### 19.03 COMPUTATION OF TIME

Where a given number of days' notice or notice extending over any period is required to be given under any provisions of the By-laws, the day the notice is sent shall, unless it is otherwise provided, be counted in such number of days or other period and such notice shall be deemed to have been sent on the day of personal delivery or mailing.

#### 19.04 PROOF OF SERVICE

A certificate of any officer of the Society in office at the time of the making of the certificate or of an agent of the Society as to facts in relation to the sending of any notice or document to any member, director, officer or auditor or publication of any notice or document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Society, as the case may be.

DATED this 1<sup>st</sup> day of January, 2021

NAME (Signature)

ADDRESS

OCCUPATION

---

---

---

NAME (Witness)

ADDRESS

OCCUPATION

---

---

---

---

---

---

---

---

---

---