

BY-LAWS

OF

**UNITED NATIONS ASSOCIATION IN CANADA
CALGARY BRANCH**

Approved as of

(December 10, 2013)

**BY-LAWS OF
UNITED NATIONS ASSOCIATION IN CANADA CALGARY BRANCH
(the "Society")**

In accordance with the *Societies Act* (Alberta)

**ARTICLE 1
INTERPRETATION**

1.01 **Definitions.** The following capitalized terms shall have the following meaning:

- (a) "**Act**" means the *Societies Act* (Alberta), R.S.A. 2000, c. S-14;
- (b) "**Board of Directors**" or "**Board**" means the aggregate of the current Directors of the Society;
- (c) "**Directors**" means each of those individuals currently serving on the Board of Directors, being those elected or appointed as Directors pursuant these By-laws;
- (d) "**Executive**" means each of those individuals currently serving on the Executive Committee;
- (e) "**Executive Committee**" means those individuals currently serving as members of the Executive Committee of the Society, being appointed in accordance with these By-laws;
- (f) "**Good Standing**" means a member who has paid his dues;
- (g) "**Members**" means each of those individuals who are admitted to membership of the Society in accordance with Article 3 in these By-laws;
- (h) "**Membership**" means being a Member of the Society;
- (i) "**National Association**" means United Nations Association in Canada;
- (j) "**President**" means the current president of the Society elected by the Members;
- (k) "**Secretary**" means the current secretary of the Society elected by the Members;
- (l) "**Special Resolution**" means a special resolution as such term is defined in the Act;
- (m) "**Treasurer**" means the current treasurer of the Society elected by the Members; and
- (n) "**Vice-President**" means the current vice-president of the Society elected by the Members.

1.02 **Compliance with Act and Severability of Provisions.** Where it is found that any provision in these By-laws or part thereof contravenes the Act or any current legislation governing the Society, the Act or legislation shall take precedence over the offending part without affecting any other provision in these By-laws.

- 1.03 **Gender.** Where words importing one gender are used, then the provision shall be read as applying to both genders or either gender equally, as the context shall require.

ARTICLE 2 OBJECTS OF SOCIETY

- 2.01 **Objects Defined at Incorporation.** The objects of the Society are those described in the application for incorporation by the Society as the same may, from time to time, be amended in accordance with the Act.

ARTICLE 3 MEMBERSHIP

ADMISSION

- 3.01 **Individual Membership.** Membership in the Society shall consist of members of the National Association in good standing who support the objects of the Calgary Branch.
- 3.02 **No Multiple Memberships.** No individual or association may be entitled to hold more than one (1) membership.

RESTRICTIONS

- 3.03 **Transferability of Membership.** No Member may transfer, for value or otherwise, his membership in the Society or any right or interest therein.

RIGHTS AND OBLIGATIONS

- 3.04 **Rights Generally.** All Members of the Society have a right to attend, actively participate in, and vote at all general and special meetings held by the Society, and to seek to hold an elected office of the Society.
- 3.05 **Equality in Voting.** Each Membership shall count for one (1) vote at any meeting of the Society.
- 3.06 **Fees.** All Members are required to pay the Society's membership fees on an annual basis.
- 3.07 **Liability.** No Member of the Society, in his or her individual capacity is liable for a debt or the liability of the Society.

TERMINATION OF MEMBERSHIP

- 3.08 **Circumstances Resulting in Termination.** Membership in the Society shall terminate upon:
- (a) the resignation of the Member;
 - (b) the death of the Member;
 - (c) the expulsion of the Member; or
 - (d) the dissolution of the Society.

RESIGNATION

- 3.09 **Notice.** Any Member may withdraw from the Society by delivering to the Secretary a written resignation stating their intent to resign.
- 3.10 **Readmission.** Any Member who voluntarily resigns while in good standing with the Society may be considered for readmission to membership.

SUSPENSION AND EXPULSION

- 3.11 **Cause.** A Member may be suspended or expelled for conduct or the commission of any act that is deemed to impede or disrupt the Society's lawful activities.
- 3.12 **Procedure for Suspension or Expulsion.** A Member may be suspended or expelled by a majority vote of the members of the Board.
- 3.13 **Notice of Suspension or Expulsion.** Notice to a member sought to be suspended or expelled shall be given between seven (7) and forty (40) days from the scheduled Board meeting at which the vote described in paragraph 3.12 of the By-laws shall be taken, and must include a written statement specifying:
- (a) the Society's intention to either suspend or expel the Member; and
 - (b) the specific reasons for which the Society is seeking said suspension or expulsion.
- 3.14 **Readmission.** A person whose Membership in the Society has been terminated by means of expulsion shall not again be admitted as a Member of the Society unless the Board unanimously approves of the reinstatement of membership for that individual or association.

ARTICLE 4 SOCIETY MEETINGS

MEETINGS GENERALLY

- 4.01 The Members of the Society, have a right to attend, actively participate in, and vote at all general and special meetings of the Society. Members of the Society are not permitted to attend meetings of the Board of Directors or of the Executive Committee without prior approval of the Board or Executive Committee, respectively.

ANNUAL GENERAL MEETING

- 4.02 **Annual General Meeting (AGM).** An AGM of the Society shall be held annually at a time and place to be determined by the Board
- 4.03 **Business.** The agenda of the AGM shall include:
- (a) Minutes of the previous annual general meeting;
 - (b) Policy and strategic planning decision making;
 - (c) Consideration of the annual report of the Directors;
 - (d) The presentation of financial statements which specify the Society's income, expenses and disbursements, assets, and liabilities;

- (e) The presentation of the auditor's report, which has been signed by the auditor and the appointment of the auditors for the following year;
- (f) Elections required to fill any vacancies on the Board; and
- (g) Any special resolutions regarding proposed changes to the By-laws if applicable.

SPECIAL MEETINGS

- 4.04 **Special Meetings.** The Board shall call a special meeting of Members at the request of either the President, or Secretary at the request of the President or upon receipt of a petition signed by one third (1/3) of the total Membership setting forth the reasons for calling a special meeting.
- 4.05 **Business.** Subject to paragraph 4.06, a special resolution may be presented and voted upon at a special meeting.
- 4.06 **Requirement of Notice.** No business shall be transacted at a special meeting except where notice was given in accordance with the provisions of these By-laws.

NOTICE OF MEETING

- 4.07 **Scheduled Meetings.** General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board. Notice shall be delivered in writing to each Member by ordinary mail, facsimile or electronic mail to the last address provided by each Member ten (10) days prior to the date of such meeting. Notice to all Members shall be deemed to have been given if such notice is published in a regular publication of the Society or if such notice is posted on the Society's website.
- 4.08 **Annual General Meetings.** In the case of all Annual General Meetings of the Society, written notice must be sent to each Member at least twenty one (21) days prior to the meeting. Notice shall be delivered in writing to each Member by ordinary mail, facsimile or electronic mail to the last address provided by each Member. Notice to all members shall be deemed to have been given if such notice is published in a regular publication of the Society or if such notice is posted on the Society's website.
- 4.09 **Special Meetings.** Notice of a Special Meeting must be sent to each Member at least ten (10) days prior to the meeting. Notice shall be delivered in writing to each Member by ordinary mail, facsimile or electronically to the last address provided by each Member. Notice to all members shall be deemed to have been given if such notice is published in a regular publication of the Society or if such notice is posted on the Society's website.
- 4.10 In addition to the requirements prescribed under paragraph 4.09 in these By-laws, notice of a Special Meeting shall contain:
 - (a) the nature of that business in sufficient detail to enable a Member to form a reasoned judgment thereon, and
 - (b) the text of any special resolution to be submitted to the members. This clause shall not be interpreted so as to restrict the rights of Members to raise and discuss any issues relevant to the affairs of the Society at any meetings of the Society.

VALIDITY OF MEETING

- 4.11 **Validity in spite of Error.** No action taken at a general or special meeting of the Society is invalid due to:
- (a) unintentional failure to give notice to any Member;
 - (b) any Members not receiving notice; or
 - (c) any error in the notice that does not affect its meaning.

REPRESENTATION AND QUORUM

- 4.12 **Quorum.** Not less than either one third of the total membership or ten (10) members in good standing of the Society or their representatives shall constitute a quorum for any meeting of the Members.
- 4.13 **Failure to meet quorum.** If there is no quorum at a meeting, those Members who are present shall not transact any business. Those in attendance, however, shall have both the power and the duty to adjourn the meeting.

MEETING CHAIR

- 4.14 **Chairperson.** The Chairman President of the Society, or in his/her absence the Vice-President, shall preside as chairperson at all meetings of the Members of the Society. If neither the President nor the Vice-President are present within 15 minutes from the appointed time of the meeting, or are unwilling to act as Chairperson, then the Members may select a Director as meeting Chair.

VOTING

- 4.15 **Eligibility.** Every Member present at any meeting with the exception of a Board Meeting is entitled to vote at that meeting. Each Member shall have one (1) vote.
- 4.16 **Requirement to Carry Motion.** At all meetings of the Society every question shall be determined by a simple majority vote unless otherwise specifically provided by these By-laws or the Act. In the event of an equality of votes, then the acting Chairperson of that meeting shall be entitled to a second or casting vote, unless he is excluded, in which case there shall be no second or casting vote and the resolution shall be defeated.
- 4.17 **Method.** Voting will normally take place by a show of hands except where a Member requests that a vote be conducted by ballot.

ALTERATION OF BY-LAWS

- 4.18 **Capacity to Change By-Laws.** The By-Laws of the Society may be made, altered, or rescinded by a special resolution of the Members eligible to vote at meetings of the Society.
- 4.19 **Notice to Registrar.** In the event that any By-Laws are made, altered, or rescinded, notice of such change shall be sent to the Registrar of Societies as set out in the Act.

ARTICLES BOARD OF DIRECTORS

- 5.01 **Constitution.** The Board shall consist of the President, Immediate Past President, Vice-President, Treasurer, Secretary and up to seven (7) directors.

ELECTION OF DIRECTORS

- 5.02 **Eligibility for Election.** Any Member of the Society of legal age (or with legal guardian consent) shall be eligible to be elected by the Membership at annual general meetings of the Society.
- 5.03 **Deadline for Nominations.** The deadline for nominations for the Executive or Director positions of the Society shall be seven (7) days prior to the annual general meeting.
- 5.04 **Notice of Vacancies.** The written notice of the Annual General Meeting described in paragraph 4.08 of these By-laws, shall include notice of the vacancies on the Board of Directors and a call for nominations.
- 5.05 **Notice of Nominations.** The Directors shall, prior to presenting their report at the annual general meeting, provide to each Member in attendance a list containing the number of vacancies on the Board of Directors and the names of the individuals nominated to fill the vacancies.
- 5.06 **Election.** The Membership at each Annual General Meeting of the Society duly called shall elect the Executive and Directors from among those individuals nominated in accordance with Article 4 in these By-laws.
- 5.07 **Term of Office.** Each of the newly elected Board of Directors shall hold office until the second Annual General Meeting of the Society following their election, unless the office is vacated prior to that time. Subject to Article 3 in these By-laws, a Director who was elected or appointed to office may, upon the end of his or her term of office, be eligible for re-election by the Members.

VACANCIES

- 5.08 **Appointment by Board.** If a Director resigns or is removed from office, or is otherwise incapable of performing his duties as Director, the Board shall have the right to appoint a replacement Director from the Members of the Society to fill the resulting vacancy and such replacement Director shall hold office until the next annual general meeting of the Society. Directors so appointed may be eligible for re-election in accordance with paragraph 5.07 in these By-laws.
- 5.09 **Retiring Director.** A retiring Director shall remain in office until his or her successor is appointed.
- 5.10 **Maximum Number Not Reached.** In the event that, following the election of Directors to the Board, the maximum number of positions on the Board has not been filled, the Board shall have the right to appoint as many Directors as required to fill any vacancies and such replacement Directors shall hold office until the second annual general meeting of the Society following their election. Directors so appointed may be eligible for re-election in accordance with paragraph 5.07 in these By-laws.

TERM LIMIT

- 5.11 **Maximum Number of Terms.** A Director may serve in such office, whether by election or appointment, for a maximum of three terms unless otherwise agreed to by a majority of the Board.

REMOVAL OF DIRECTOR FROM OFFICE

- 5.12 **Termination of Directorship.** Any Director or Officer may be removed from office for any cause by the vote of a majority of Members present at Board Meeting of the Society, such causes including but not limited to fraudulent or dishonest conduct, or gross abuse of authority or discretion, missing three Board Meetings in a year, or failing to perform their duties.
- 5.14 **Uncertainty pertaining to vacancy on Board.** In case of any disagreement as to whether a particular office of Director has been vacated, pursuant to the provisions of these By-laws, the issue shall be conclusively determined by a simple majority vote of the Board of Directors, excluding the Director in question.

BOARD MEETINGS

- 5.15 **Call for Meeting.** A meeting of the Board may be called by the President.
- 5.16 **Notice of Board Meeting.** Meetings of the Board shall be called by giving ten (10) days prior notice in writing to each member of the Board or by giving three (3) days notice by facsimile, telephone or by electronic mail.
- 5.17 **Frequency.** The Board of Directors shall meet as often as required, but at least once every three months at a time and place within the City of Calgary to be determined by the Board.
- 5.18 **Special Board Meeting.** A special board meeting may be called on the instructions of any two directors provided they provide a written request to the President to call such a meeting and state the business to be brought at the meeting.
- 5.19 **Waiver of Notice.** No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat, provided that such error or omission was made in good faith, and any Director may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat.
- 5.20 **Presence at meeting.** Presence of a person at a meeting of the Board shall constitute that person's waiver of the notice described in paragraph 5.16 in these By-laws, unless that person expressly objects to the fact that notice of the meeting was not given or validly given.
- 5.21 **Alternatives Forms of Communication.** The Board may have a meeting by way of telephone conference call or similar communications equipment, provided that all persons permitted to participate in the meeting may do so actively. In such cases, voting may occur orally and the Chair of such meeting shall confirm the results of all votes in writing to each and every Director of the Society.
- 5.22 **Quorum.** No less than two thirds of the Board of Directors OR (a)ny five (5) members of the Board, who are present (in person or by telephone) at the commencement of the meeting, shall constitute a quorum of the Board. If at the commencement of the meeting a quorum of Directors is not present, the meeting of the Board may be adjourned to a time and place as determined by the Chair.
- 5.23 **Proxy.** All Directors are eligible to vote by proxy at any meeting where Directors ordinarily have the right to vote. Each proxy vote shall count as one (1) vote and shall be counted towards quorum for that meeting.

- 5.24 **Voting.** Each Director present at a meeting of the Board (in person or otherwise) shall be entitled to one vote for any matter to be decided by the Board. Any Director may abstain from a vote on any matter and such abstention shall not prevent that Director from voting on other matters. Unless otherwise specified in these By-laws or the Act, matters shall be determined by a simple majority vote of the Directors present at the meeting. In the event of an equality of votes, the Chair shall be entitled to a second or casting vote, unless he or she is excluded, in which case, the most senior Executive of the Society eligible to vote shall have a casting vote, if necessary. For the purpose of this paragraph, the Executives of the Society, in descending order of seniority are: President, Vice-President, Treasurer, Secretary, and Past President.
- 5.25 **Resolutions.** Notwithstanding anything to the contrary in these By-laws, a resolution assented to and adopted in writing by all of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and shall be entered in the Minute Book accordingly. Such resolution may be assented to in one or more counterparts and a resolution adopted pursuant to this paragraph shall be effective as of the date therein stated to be the effective date, subject to any contrary provisions in the Act. A Director may signify his or her assent to such resolution in writing under his or her hand or by electronic mail or facsimile.

POWERS AND DUTIES

- 5.26 **Role.** The government and management of the Society shall be vested in the Board. The Board may perform such acts and exercise such powers of the Society as it sees fit or necessary, subject to the Act and these By-laws.
- 5.27 **Directors not Employees.** The Directors of the Society are not employees of the Society in their capacity as Directors. Directors and Officers will not be paid.
- 5.28 **Duty of Care.** Each Director of the Society shall act honestly, in good faith, and exercise the skill and diligence that a reasonably prudent person would exercise in comparable circumstances.
- 5.29 **Power to Make Rules.** The Board shall make rules for their own government, prescribe rules for the admission of persons who are not Members to meetings of the Society and fix penalties for any breach of the rules, subject to the Act and these By-laws.
- 5.30 **Power to Appoint Committees.** The Board shall have the right to appoint committees, to prescribe policies and rules to be followed by all committees and to remove and replace committee members.
- 5.31 **Delegation.** The Board may delegate the management of any activities of the Society to any person or persons or committee, provided that such delegation be revocable and that such activities be directed and approved by the Board.
- 5.32 **Appointment of Patrons, Life Members, and Awards.** The Board may appoint individuals who have made outstanding contributions as Patrons and Life Members of the Branch. The Board may award persons who have made an outstanding contribution and give prizes, fellowships and scholarships for study and research as funds permit.
- 5.33 **Financial Statements.** It shall be the duty of the Board to direct that annual financial statements of the Society be prepared and audited in accordance with the Act and these By-laws.
- 5.34 **Borrowing Money.** The Society and the Board shall not have the authority to borrow money on behalf of the Society.
- 5.35 **Residual Power.** The Board shall have such other and further powers and duties as may be set

forth in these By-laws. The Board shall have the power to make such rules and regulations and authorize and perform such acts as may, from time to time, be required to provide for contingencies and circumstances not expressly covered by these By-laws. Any such action, however, may be modified or revoked by a simple majority vote of the Members present at a special meeting called for that purpose

5.36 **No Financial Benefit.** No member in good standing of the board of directors shall benefit financially from any community investment decisions reached by the board of directors.

ARTICLE 6 EXECUTIVE COMMITTEE

6.01 **Constitution.** The Executive Committee of the Society shall consist of a President, a Past President, a Vice-President, a Secretary, a Treasurer, and any other office the Board shall deem appropriate from time to time.

6.02 **Term.** An Executive shall serve in his appointed position until:

- (a) the next Annual General Meeting following his appointment;
- (b) his resignation, removal or death; or
- (c) until a successor is appointed in accordance with paragraph 6.03 of these By-laws.

6.03 **Vacancy following Appointment.** In the event of the resignation, removal or death of an Executive during his term of office, the Board may appoint a Director or other Member to fill the vacancy, until such time that another individual may be appointed to the position.

6.04 **Term Limits.** No Member of the Executive Committee shall hold office for more than three consecutive terms unless otherwise permitted by the Board.

6.05 **Powers and Duties.** The powers and duties of the Executives shall include the following:

(a) **President**

(i) the President may direct the Secretary to call a meeting of the Board of Directors;

(iv) The President shall have the general and active management of the affairs of the Society, including appointing, supervising, dismissing and determining the remuneration and conditions of employment of employees of the Society, and shall ensure that all orders and resolutions of the Board are carried into effect; and

(v) The President shall be a member *ex officio* of all committees

(b) **Past President:**

(i) The Past President shall assume any duties as directed by the Board of Directors of the Society. The Past President shall assist the President and advise him from time to time.

(c) **Vice-Presidents:**

- (i) The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors or the President.

(d) **Treasurer:**

- (i) The Treasurer shall collect and have custody of all funds of the Society and shall have the power to disburse monies after receiving approval from the Board of Directors;
- (ii) The Treasurer shall maintain complete and accurate records of accounts of all receipts and disbursements of the Society in proper books of account;
- (iii) The Treasurer shall cause annual financial statements to be prepared in accordance with the directions of the Board of Directors and these By-laws, and shall submit a report to the Annual General Meeting of Members of the Society;
- (iv) The Treasurer has the duty to ensure that all monies received are deposited in a current or other appropriate account with a chartered bank, trust company or credit union and that no monies are withdrawn there from except with the signature of the Officers and/or Directors designated by the Directors;
- (v) The Treasurer shall deliver to his or her successor in office all funds, books, documents, vouchers and other property of the Society which he or she may have in his or her possession or for which he or she is accountable; and

(e) **Secretary:**

- (i) The Secretary shall issue all Society meeting notices and write such official letters as the Society may designate, and preserve a record of the proceedings of the Society in accordance with the Act;
- (ii) The Secretary shall be responsible for reporting minutes of both the Board of Directors and general meetings of the Society;
- (iii) The Secretary shall keep and maintain a Membership Registry which includes the names and addresses of all of the members in good standing of the Society; and
- (iv) The Secretary shall have custody of the corporate seal and have the duty of certifying documents issued by the Society.

6.06 **Office of Secretary-Treasurer.** The Board may, at its discretion, combine the offices of Secretary and Treasurer into a single office, that of Secretary-Treasurer, which shall be responsible for the duties of both offices.

6.07 **Role.** The appointed Executives shall be responsible for the day-to-day operation of the affairs of

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the Society as directed by the Board of Directors

- 6.08 **Duty of Care.** Each Executive of the Society shall act honestly, in good faith, and exercise the skill and diligence that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 7 FINANCIAL AND ADMINISTRATIVE

REMUNERATION

- 7.01 **No Remuneration for Board or Executive Officers.** The Society shall not provide any remuneration to a Director or Executive Officer in his capacity as a Director and/or Officer. The Directors and Executive shall, however, be entitled to reimbursements for reasonable traveling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Notwithstanding the provisions of this paragraph, and subject to the other provisions of this By-law, any Director may serve the Society in any other capacity and receive remuneration therefor.

INDEMNITY

- 7.02 **Extent of Indemnity.** Every Director of the Society and his or her personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, losses and expenses whatsoever which such Director or Officer may incur, or become liable for, by reason of any contract entered into or act or thing whatsoever made, done, permitted or omitted by him or her as such Director or Officer in good faith and in the discharge of his or her duties in any way, excepting such costs, charges, losses and expenses are occasioned by his or her own dishonesty, willful neglect or willful default.
- 7.03 **Limit to Liability.** No Director of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Society through the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty, willful neglect or willful default.
- 7.04 **Insurance.** The Society may purchase and maintain insurance for the purpose of indemnifying any Director who is substantially successful in his defense against any action brought against him for breach of his duties as a Director as set out in Article 5 of these By-Laws, or by any provision of common law or statute.
- 7.05 **Other Individuals.** The Directors are hereby authorized from time to time to give indemnities to any other individual who has undertaken or is about to undertake any function on behalf of the Society.

SEAL

- 7.06 **Custody.** The Society may have a seal, the custody of which lies with the Secretary. The seal shall only be used by the Secretary or any person authorized by the Secretary.

EXECUTION OF DOCUMENTS

- 7.07 **Requirements.** Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two members of the Board and all contracts, documents and instruments so signed shall be binding upon the Society without any further authorization or formality. The seal of the Society when required may be affixed to contracts, documents or instruments signed as aforesaid.
- 7.08 **Appointment ~~of~~ Agents.** The Board shall have the power from time to time by resolution to appoint Officers or Agents on ~~behalf~~ of the Society to sign specific contracts, documents or instruments.

BANKING ARRANGEMENTS

- 7.09 **Authorization.** The banking business of the Society shall be transacted with such banks, trust companies or other bodies corporate or organizations as may be authorized by the Board from time to ~~time~~. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may prescribe or authorize from time to time.
- 7.10 **Cheques.** Cheques and other negotiable instruments shall be signed by any 2 of the Treasurer, the President and the Secretary.

USE OF FUNDS

- 7.11 **Restrictions on Use.** All profits and income contributed to or earned by the Society will be used to promote the Society's objectives. No dividends or profits will be paid to any of the Members.

WINDING UP

- 7.12 **Decision to Wind Up.** The Society may be wound up by a unanimous decision of the Board or by a two-thirds (2/3) majority of the Members.
- 7.13 **Distribution of Assets.** If upon the winding up of the Society there remains, after satisfaction of all debts, liabilities and obligations of the Society, any property or assets whatsoever, such property or assets shall not be paid or distributed generally among the Members of the Society, but shall be paid and distributed to the National Association.

FISCAL YEAR

- 7.14 **Fiscal Year.** The fiscal year of the Society in each year shall be January 1st to December 31⁵¹

AUDITORS

- 7.15 **Appointment and Duties.** The Board shall, at the Annual General Meeting, appoint an auditor to audit the books and accounts of the Society and to provide a report concerning the financial state of the Society no later than forty-five (45) days after the end of the Society's fiscal year.
- 7.16 **Term.** The auditor shall hold office until resignation or until a successor auditor is appointed by the Board.
- 7.17 **Qualifications.** In appointing an auditor, the Board may select from and appoint either (i) a chartered accountant or chartered accounting firm or (ii) two Directors of the Society.

7.18 **Remuneration.** The remuneration of the auditor shall be fixed by the Board.

FINANCIAL REPORT

7.19 **Availability for Inspection.** The audited financial statements of the Society shall be available for inspection by any Member at the Annual General Meeting of the Society or upon request providing such inspection is arranged at a mutually convenient time and at a location mutually agreed upon by the Director or Directors having charge of same.

BOOKS AND RECORDS

7.20 **Location and Availability for Inspection.** The books and records of the Society shall be kept at such place in Alberta as the Directors deem appropriate. Other than those items deemed by the Board to be of a confidential nature, the books and records of the Society may be inspected without cost by any Member at the Annual General Meeting or upon request providing such inspection is arranged at a mutually convenient time and at a location mutually agreed upon by the member and the Secretary. Each member of the Board shall at all times have access to such books and records.

7.21 **Duty to Keep Books and Records.** The Secretary shall keep or oversee the keeping of the books and records of the Society.

ARTICLES

RELATIONSHIP WITH THE NATIONAL ASSOCIATION AND OTHER ENTITIES

8.01 **Delegates for National Association Meetings .**The Board may nominate delegates to attend the meetings of the National Association.

8.02 **Nomination of Members.** A majority of the Board may nominate member(s), officer(s) or director(s) to attend such other conferences, courses, functions, meetings, seminars or workshops as the Board deems fit either at their own or the Society's expense funds permitting.

8.03 **National Association Board of DirectorsNomination.** The Board may nominate by and on behalf of the Society any one or more members in good standing or may allow any one or more members to stand for and contest for an office on the Board of Directors of the National Association.

8.04 **Partnerships.** The Society may undertake activities in partnership with other entities whose activities are consistent with the objects of the Society and the National Association.

ARTICLE9

PUBLIC ___ STATEMENTS

9.01 **Public Statements.** Unless authorized by the Board or Executive Committee, any statement made by a member shall be deemed to have been expressed as his or her personal opinion and not that of the Society.

