

SUNDRE & DISTRICT AQUATIC SOCIETY

Corporate Access Number 507232627

BYLAWS

Adopted by Special Resolution on: _____

ARTICLE 1 - NAME

1.01 The Society is known as the Sundre & District Aquatic Society, (hereinafter referred to as the Society), and was incorporated under the Societies Act of Alberta on January 27, 1997 and assigned the Registration Number 50723262.

ARTICLE 2 - MEMBERSHIP

2.01 Any person eighteen (18) years of age or older who resides in Alberta and holds a current Aquaplex pass or an active punch pass that has been used within the preceding twelve (12) months shall be deemed a member in good standing of the Society.

2.02 Any member of the Society may be removed from membership for any cause that is deemed reasonable, upon a majority vote of members at a General Meeting, after written notice and an opportunity to respond. A person may resign from membership in the Society by so advising the Society in writing.

2.03 A member in good standing is a member who has complied with the Bylaws and regulations of the Society as hereinafter set forth, and who is not in arrears of membership or other fees or dues, or who has not been suspended or expelled from membership.

2.04 Membership in the Society is not a requirement for the use of the facilities and programs offered in the Aquaplex.

ARTICLE 3 - BOARD OF DIRECTORS

3.01 The Board of Directors or Board shall mean the Board of Directors of the Society. The Board is responsible for carrying out the Objects of the Society as contained in the document, "Objects of the Sundre & District Aquatic Society – June 17, 2002".

3.02 There are two classes of Board members; elected and appointed.

3.03 The elected members of the Board are elected each year at the Annual General Meeting of the Society. Only a member of the Society in good standing can be an elected member of the Board.

3.04 Whereas the Town of Sundre, through its annual recreation operations budget is a significant contributor to the funding for cost of the operations of the Aquaplex, and whereas the Sundre and District Agriculture Society is the registered landowner of the property upon which the Aquaplex is situated, the Town of Sundre will appoint a Councillor, who is also a member of this Society, and the Sundre and District Agriculture Society will appoint a member of their society, who is also a member of this Society, to the Directors of the Society. Each organization will advise the Board of Directors of the Society, in writing, the names of each of their appointments to the Board of the Society, and an alternate, as they may from time to time. It is understood by all the parties named in this bylaw, that it would be in the mutual interest of all parties concerned for the Town of Sundre and the Sundre and District Agricultural Society to appoint Directors that have an active interest in

the operations of the Aquaplex. These appointed members to the Board cannot be named as an officer in the Society.

3.05 Employees of the Society cannot be elected to the Board.

3.06 Former employees of the Society may be eligible for election to the Board of Directors provided that at least one (1) full year has elapsed since the end of their employment. Individuals whose employment ended as a result of termination for just cause are not eligible to serve on the Board of Directors, unless such termination was subsequently overturned through legal or arbitration proceedings.

3.07 The Board shall consist of the following officers: President, Vice-President, Past President, Secretary and Treasurer, and five (5) Directors, each elected for a term of one (1) year, and two (2) Directors appointed by and representing the Town of Sundre and the Sundre & District Agricultural Society. Officers are encouraged to serve a minimum of two (2) consecutive years in their elected Executive role, where reasonably possible, and to stagger their departure from office to promote continuity and effective governance.

3.08 The Board shall be subject to the By Laws or directions given to it by a majority vote at any general meeting called and constituted, and shall have full control of the affairs of the Society.

3.09 Meetings of the Board shall be held as often as required. The Board shall hold a minimum of ten (10) regular meetings in each calendar year.

3.10 Meetings of the Board shall be called by three (3) days' notice by telephone, e-mail or other electronic means. Directors are expected to attend meetings in person whenever reasonably possible. A Director may participate in a meeting electronically, including by telephone or video conferencing, where in-person attendance is not reasonably possible, provided that all persons participating in the meeting can communicate adequately with each other. A Director participating electronically is deemed to be present at the meeting and shall be counted toward quorum.

3.11 A Special Meeting of the members or of the Board may be called on the instructions of any two Officers or Directors providing they request to the President in writing to call such a meeting, and state the business to be brought before the meeting.

3.12 Any five members of the Board, two of which must be Officers, shall constitute a quorum in all meetings.

3.13 Meetings of the Board can be held without notice, if a quorum of the Board is present, provided, however, that any business transactions at such meeting be ratified at the next regularly called meeting of the Board, otherwise they shall be null and void.

3.14 Any Director or Officer (member of the Board) upon a majority vote of members in good standing at a General Meeting of the Society may be removed from office for any cause which the Society may deem reasonable.

3.15 Any member of the Society who fails to abide by the Bylaws of the Society may be removed from the membership of the Society, by the Board, and may only be reinstated by an affirmative vote of 2/3 vote of the members present at any general or annual meeting of the Society.

3.16 Any Officer or Director who fails to attend three consecutive meetings of the Board shall be deemed to have resigned from the Board, unless a resolution of the Board permits these absences.

3.17 Any vacancy occurring on the Board may be filled by an appointment by the Board.

3.18 The Board assumes the overall direction and management of the Society and is also responsible for ensuring that:

- (a) The AquaPlex operations are aligned with the reasonable expectations of the membership and the Public;
- (b) The AquaPlex facilities are used and operated in a safe and professional manner; and
- (c) The AquaPlex and its facilities are operated and maintained in a manner which will enhance the value of these assets.

ARTICLE 4 - PRESIDENT

4.01 The President shall be ex-officio a member of all Committees. He shall, when present, preside at all General Meetings of the Society and of the Board.

ARTICLE 5 - VICE PRESIDENT

5.01 The Vice President shall be a member of all Committees. In the absence of the President, the Vice-President shall preside at any Board or General Meetings.

ARTICLE 6 - PAST PRESIDENT

6.01 In the year following the term as President, the incumbent shall be known as the Past-President and shall be a member of the Board of Directors for the following year.

ARTICLE 7 - SECRETARY

7.01 It shall be the duty of the Secretary to attend all General Meetings of the Society and meetings of the Board and to keep accurate minutes of the same. The Secretary shall have charge of the Seal of the Society, which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice President.

7.02 In case of the absence of the Secretary their duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

7.03 The Secretary shall also keep a record of all the members of the Society and their addresses, and send all notices of the various meetings as required.

ARTICLE 8 - TREASURER

8.01 The Treasurer shall be responsible for the oversight of the receipt, deposit, and accounting of all monies paid to the Society. The Treasurer may rely on Society employees or contracted services for the collection, processing, and deposit of funds in the ordinary course of operations.

8.02 The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting an audited financial statement reflecting the current financial position of the Society and submit a copy of the same to the Secretary for the

ARTICLE 9 - AUDITING

9.01 The books, accounts and the records of the Secretary and Treasurer shall be audited at least once every year by a qualified accountant or by two members of the Society elected for that purpose at a General

Meeting. A complete and proper financial statement for the previous year shall be submitted by such auditor(s) at the Annual General Meeting of the Society.

9.02 The fiscal year of the Society shall begin on January 1.

9.03 The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Treasurer or Secretary or both.

9.04 Each member of the Board shall at all times have access to such books and records.

ARTICLE 10 - COMMITTEES OF THE BOARD

10.01 There is only one Standing Committee of the Board and this is the Executive Committee, consisting of the President, Vice President, Past President, Secretary and Treasurer. The Executive Committee establishes the overall direction for the Society.

10.02 The Executive Committee will:

- (a) Carry out activities as the Board may direct;
- (b) Determine the time and place of the Annual General Meeting;
- (c) Develop and maintain a set of rules and regulations, hereinafter referred to as the Policies Rules and Regulations of the Sundre & District Aquatic Society. These rules and regulations shall be the basis for administering all aspects of the operations of the facilities operated by the Society.

10.03 Each new Board will determine such other Committees as are deemed necessary to carry out the functions of the Society and Board, which may include but not be limited to committees for marketing, fund-raising, volunteer coordination, operations and maintenance.

10.04 Each of the five Directors will be required to be a Chairperson of a Committee. If there are less than five Committees, a Director may be designated as Co-Chairperson of a Committee. A Director can be Chairperson of no more than two Committees. The balance of the membership of each Committee will usually be made up of non-Board members. The scope of the responsibilities for each Committee will usually be determined by the Board. Each of these Committees will be required to keep minutes of meetings which are to be forwarded regularly to the Secretary. These minutes become part of the records of the Society.

ARTICLE 11 - MEETINGS

11.01 The Society shall hold an Annual General Meeting on or before March 31 in each year. Notice of the Annual General Meeting shall be provided to members at least twenty-one (21) days prior to the meeting. Such notice shall remain posted for a minimum of fourteen (14) consecutive days prior to the meeting. Notice may be delivered by electronic communication to members, posting on the Society's website, posting within the facility, social media, or by such other method as the Board determines appropriate to reasonably inform the membership.

11.02 At the Annual General Meeting the officers and directors of the Society shall be elected from the Board and the existing Board shall serve until their successors are elected and installed.

11.03 General Meetings of the Society may be called at any time by the Secretary upon instructions from the President or the Board, by notice in writing to the last known address of each member, delivered in the mail eight (8) days prior to the scheduled date of the meeting. Notice may also be provided electronically.

11.04 A Special General Meeting shall be called by the President upon receipt of a petition by one-third (1/3) of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered in the mail eight (8) days prior to the meeting. Notice may also be provided electronically.

11.05 Twenty (20) members in good standing shall constitute a quorum at any duly scheduled General Meeting.

11.06 Further to the procedures of the preceding Articles, an urgent matter requiring the Board of Directors' immediate consideration, may be resolved by using a further mechanism to gain consensus of the Board, by canvassing all the Members electronically or by other means. For a question which is deemed to be an urgent matter to be resolved under this Article, there must be consensus of a majority of the members of the Board that are canvassed and have responded. Furthermore, to resolve a question under this Article, there must be a response from a minimum of five canvassed members of the Board, two of which must be Officers. Only one member of the Board of Directors or a designate of the Board must be assigned to make, within a reasonable time interval, at least two attempts to contact each member of the Board of Directors, and this member or a designate of the Board shall then make a written statement to the effect that an attempt was made to contact all members of the Board on the question, stating the date and time for each contact or the attempted contact(s), and that for those members that have been contacted, they shall provide a record of each of their individual decisions on the question. The ratification procedures as stated in that Article that relates to "meetings without notice" will also apply to this Article and the written statement of the canvassing Director or the designate of the Board and the "hard copy" response for the vote on this question, if available, will become part of the record for the subsequent motion of the Board ratifying the action taken by the Board under this Article, and as required by the aforementioned Article relating to a "meeting held without notice".

ARTICLE 12 - VOTING

12.01 Any member who has not withdrawn from membership nor has been neither suspended nor expelled as herein provided shall have the right to vote at any General Meeting of the Society. Such votes must be made in person and not by proxy or otherwise.

ARTICLE 13 - REMUNERATION

13.01 No officer or member of the Society shall receive remuneration for their service, except as hereinafter provided.

13.02 The Society may from time to time enter into contracts with members of the Society for the purpose of providing expert services, on terms and conditions set forth by the Board.

13.03 Members of the Society who undertake trips or visitations on behalf of the Society, which have prior authorization of the Board, shall be entitled to reimbursement for ordinary expenses related to such trips and visitations, including but not limited to, transportation, accommodation and meals.

ARTICLE 14 - LIMITS OF LIABILITY

14.01 Individual Officers and Directors of the Society cannot be held responsible for any and all direct costs arising directly or indirectly from the actions of the Board or the operation of the AquaPlex. The Society indemnifies and saves harmless the Officers and Directors from any and all actions, causes of actions, suits and other proceedings, judgment for money in general, special and other damages, costs, claims and demands whatsoever at law or in equity which the Society now has, or hereinafter can or may have against the Society

by reason of the services provided or actions or neglect by the Society. The Society shall maintain indemnity insurance to cover all such actions, suits and other proceedings.

ARTICLE 15 - ARBITRATION

15.01 Any dispute arising through a member or aggrieved person which has been the result of any action or neglect of the Society, its Officers or Board, shall be referred to and settled by single arbitrator appointed and mutually agreed upon by the Society and the member or aggrieved person. The decision of the arbitrator is final and binding, subject to the laws of Alberta.

ARTICLE 16 - BORROWING POWERS

16.01 For purposes of carrying out its objects, the Society may borrow or raise or secure payment of money in any such manner as it thinks fit.

16.02 For the purpose of issuing debentures, a Special Resolution of the Society, obtained at a General Meeting of the Society, is required.

ARTICLE 17 - BYLAWS

17.01 The By-Laws of the Society may be rescinded, altered or added to by a Special Resolution at a Special General, General or Annual General Meeting of the Society.

17.02 The Bylaws and/or amendments heretofore in effect, are hereby rescinded.

17.03 These Bylaws were originally approved by Special Resolution of the members of the Society at a General Meeting duly called and constituted on June 17, 2002, and were subsequently approved by the Registrar of Companies. The Bylaws have been amended by Special Resolution of the members and accepted by the Registrar of Companies on the following dates:

- March 21, 2005 – Amendment to Article 3
- March 31, 2006 – Amendment to Article 3 and addition of Article 18
- March 30, 2007 – Addition of Article 11.06

All amendments come into effect upon acceptance by the Registrar of Companies.

ARTICLE 18 - DISSOLUTION OF THE SOCIETY

18.01 Should the Board declare the Society insolvent or bankrupt, then the Board shall request that the Corporate Registry of Alberta dissolve the Society, and proceed to satisfy the requirements of the Society Act regarding dissolution.

18.02 The Board will also advise the Sundre and District Agricultural Society, the Sundre and District Curling Club, as parties to the Tri Party Agreement signed on February 17, 1998 for the construction of the Aquaplex, of the pending dissolution.

18.03 The Board will also advise the Town of Sundre of the pending dissolution and the requirements of the policies of the Alberta Gaming and Liquor Commission regarding dissolution that are incorporated in Article 18.04.

18.04 The Society will transfer, in trust, to the Town of Sundre, any assets remaining after paying debts and liabilities. The Board will then contact the Alberta Gaming and Liquor Commission and arrange to transfer these assets to an organization acceptable to that Commission.