

PRIDDIS COMMUNITY ASSOCIATION

BY-LAWS

Adopted on February 4, 2016

1.0 ARTICLE 1 – PREAMBLE

- 1.1 The name of the society is the Priddis Community Association hereinafter referred to as “PCA”.
- 1.2 This document sets forth the By-laws for the PCA, and shall regulate the business and affairs of the PCA.

2.0 ARTICLE 2 - DEFINITIONS AND INTERPRETATION

2.1 Definitions - In these By-laws, the following words shall have these meanings:

- 2.1.1 “Act” means the Societies Act, R.S.A. 2000, Chapter S-14, as amended, or any statute substituted for it, and includes any regulations promulgated thereunder that is in effect from time to time.
- 2.1.2 “Annual General Meeting” means the annual meeting of the Members described in clause 4.2.
- 2.1.3 “Board” means the board of directors of the PCA.
- 2.1.4 “By-laws” means this document, as amended from time to time.
- 2.1.5 “Chairperson” means, with respect to a meeting of the PCA or the Board, the President of the PCA or, in the absence of the President, the Vice-President of the PCA or, in the absence of the President and the Vice-President, the Secretary of the PCA or such other member of the Board as may be designated by the Majority Vote of the Board for that meeting.
- 2.1.6 “Director” means a Member elected or appointed to the Board.
- 2.1.7 “Executive” means the executive committee of the Board, being the President, the Vice-President, the Secretary and the Treasurer.
- 2.1.8 “Fiscal Year” means the twelve month period commencing on November 1st of a year and ending on October 31st of the following year.
- 2.1.9 “Household” means a residence with a postal address.
- 2.1.10 “Individual” means any person of legal voting age.
- 2.1.11 “Legally Related” mean any two or more persons associated through birth, adoption, marriage or common-law agreement.
- 2.1.12 “Majority Vote” means more than 50% of the votes cast by Voting Members or Directors eligible to vote who are present at the applicable meeting of the PCA or the Board respectively, except as otherwise noted in these By-laws.
- 2.1.13 “Member” means a Regular Member or Voting Member whose annual Membership dues are paid and whose Membership is not under suspension.
- 2.1.14 “Officer” means a Director who is a member of the Executive.

- 2.1.15 “Policies and Procedures” means the administrative rules and practices created and amended by the Board from time to time with respect to the management and governance of the PCA, which rules and practices may elaborate on, but not be inconsistent with, these By-laws.
- 2.1.16 “Proper Notice” means notice given in writing by any two of the following, email or by publication in a local newspaper or the PCA website, not less than ten days prior to an Annual General or Special Meeting, stating the intention or purpose of the meeting.
- 2.1.17 “Special General Meeting” means a special meeting of the Members described in clause 4.3.
- 2.1.18 “Special Resolution” means a resolution passed at a Special General Meeting or Annual General Meeting of which:
- a) at least twenty-one (21) days’ notice has been duly given, specifying the intention to propose a resolution substantially in the form of the resolution presented in that notice as a Special Resolution; and
 - b) 75% of the members present and in good standing vote in favour of the Special Resolution.

2.2 Interpretation

2.2.1 In these By-laws:

- a) singular shall include the plural, and the plural shall include the singular;
- b) the word “person” shall include corporations and associations;
- c) masculine shall include the feminine and vice versa;
- d) a capitalized derivative of a defined term shall have a corresponding meaning;
- e) the reference to a specific number of days prior to a meeting shall not include the day of the applicable meeting; and
- f) reference to any statute or any section thereof shall be deemed to extend and apply to any amendment to such statute or section, as the case may be.

3.0 ARTICLE 3 – MEMBERSHIP

3.1 Categories of Members – Type of Memberships include:

- a) Individual (person over the age of 18 years);
- b) Household (two adult members per location and their children);
- c) Senior; or
- d) Business.

A Membership shall be entitled to one vote per adult member.

A Membership entitles a Member to:

- a) Participate in any and all programs of the PCA if eligibility and space allow;
- b) When fully paid, allows that member to vote at the Annual General or Special Resolution Meetings;
- c) Access to the activities of the PCA and the use of the Facility at a preferred Member’s rate as determined by the Board from time to time; and

d) Stand for nomination or appointment as a Director, provided that any such Member has paid the applicable Membership fee and be registered with the Director responsible for Membership on or prior to that meeting, nomination or appointment.

3.2 Membership Fees and Register

3.2.1 The annual Membership fees shall be determined by the Board from time to time.

3.2.2 A register of Members shall be kept current and confidential.

3.2.3 Membership fees shall be due and payable prior to the scheduled call to order of the Annual General Meeting.

3.3 Termination of Membership

3.3.1 Any member wishing to withdraw from the membership may do so upon a notice in writing to the PCA through the Secretary.

3.3.2 Each Membership shall automatically terminate on the 31st day of October of each year.

3.3.3 There will be no reimbursement of Membership fees previously paid.

3.4 Suspension and Expulsion of Members

3.4.1 The Board may, upon receiving a formal substantiated complaint, suspend or expel any Member from the PCA for one or more of the following reasons:

- a) Member has failed to abide by the requirements of these By-laws;
- b) Member has disrupted meetings or functions of the PCA; or
- c) Actions or omissions of the Member have harmed the PCA.

Subject to the remainder of this clause 3.5, the Board may, by a majority of two-thirds of those votes cast by the Directors present at any meeting of the Board, suspend or expel any Member from the PCA.

3.4.2 The Board shall provide written notice to that Member of the Board's intention to consider the potential suspension or expulsion of that Member at least ten (10) days prior to the meeting of the Board at which that matter is to be determined. The notice shall:

- a) include the reasons why the Board is considering the potential suspension or expulsion of that Member from the PCA; and
- b) be either sent by single registered letter to the last known address of that Member shown in the records of the PCA or delivered by two (2) Officers to that address.

3.4.3 A Member being considered for suspension or expulsion from the PCA shall have an opportunity to submit a written statement to the Board and to appear before the Board at the applicable meeting to address the matter. That Member may be accompanied by another person if the Member attends that meeting of the Board.

3.4.4 Except to the extent otherwise provided in the preceding portion of this clause, the Board shall determine the manner in which the potential suspension or expulsion of the Member will be handled, and may limit the time given to the Member to address the Board about the matter. The Board may exclude the Member from its final discussion of the matter, including the vote on the matter.

3.4.5 There shall be no reimbursement of membership fees previously paid by any suspended or expelled Member.

- 3.4.6 Any Member who has been suspended or expelled may, upon written application for reinstatement to the PCA, be reinstated at any General Meeting, if that reinstatement:
- a) is included on the agenda for that General Meeting; and
 - b) has been approved by a majority of two-thirds of those votes cast by Voting Members who are present at that meeting.

4.0 ARTICLE 4 - MEETINGS

4.1 Attendance at Meetings

- 4.1.1 Each Meeting of the PCA shall be open to the public, except that all or part of any meeting may be closed to attendees other than Members by a Majority Vote of the Directors.

4.2 Annual General Meeting of the Membership

- 4.2.1 The Board of Directors shall convene an Annual General Meeting of the Membership on or before January 31st of each year.

- 4.2.2 The business of the Annual General Meeting shall include:

- a) the President's and/or Director's report(s) of the year's activities.;
- b) the Treasurer's report and the audited financial statements of the PCA for the preceding Fiscal Year;
- d) any other business of the PCA, except that no vote shall be taken on any matter requiring notice of a Special Resolution unless such notice has been given in the manner required in these By-laws; and
- e) the voting in of the Board with positions such as Directors, President, Vice President, Secretary and Treasurer, to be selected at the next meeting of the Board, after the Annual General Meeting.

4.3 Special General Meeting

- 4.3.1 A Special General Meeting of the Members may be called from time to time as circumstances shall require or dictate, if the Board: sees fit to call such meeting because;

- a) a matter is being proposed for determination by a Special Resolution; or
- b) the President receives a request in writing signed by not less than fifty (50) of the registered Voting Members, provided that any such request states the reason for the meeting and any motion intended to be determined at such meeting.

The Board will convene a meeting within a maximum of thirty (30) days of receipt of a request described above. However, the Board shall not be required to proceed with that meeting, in whole or in part, if less than two-thirds of those Voting Members who signed that request are present in the quorum for the meeting.

4.4 Board Meeting

- 4.4.1 The Directors shall meet within thirty (30) days after each Annual General Meeting to form the Board.

- 4.4.2 The Board of Directors shall meet at least six (6) times each year at a regular scheduled date and time determined by the Directors. Each such meeting shall be held at a location designated by the President.
- 4.4.3 The quorum for the transaction of business meeting shall be three (3) Directors. If there is no quorum present at such meeting, the Chairperson may conduct the meeting, subject to the ratification of each decision made at such meeting at the next regularly called Board Meeting.
- 4.4.4 Additional meetings of the Board may be called at any time upon the instructions of the President.
- 4.4.5 A Special Meeting of the Board shall be called by the President within fourteen (14) days after the President's receipt of written request to such effect, stating in full the object and purpose of the meeting. For the called meeting to be conducted, two-thirds of those Directors who signed the request must be present for that meeting. That written request must be duly signed by at least three (3) Directors.

4.5 Committee Meeting

- 4.5.1 The members of all duly appointed and Standing Committees of the Board shall meet from time to time, or any time at:
- a) the discretion of the Chairperson of each such Committee; or
 - b) the call of the Directors.

4.6 Quorum for Annual General Meetings and Special Resolution Meetings

- 4.6.1 A quorum for the transaction of business shall be three (3) Directors and five (5) members in good standing.
- 4.6.2 If there is no quorum at a Meeting within thirty minutes from the time appointed for that meeting, and provided that a minimum of one (1) executive committee member and two (2) Voting Members, other than Board Members, are in attendance:
- a) the Chairperson shall, at his discretion and prior to terminating the original meeting, fix a date, time and place to hold another meeting, and any business may be dealt with at the rescheduled meeting if a quorum is present (or deemed to be present hereunder) at that rescheduled meeting, provided that the notice requirements specified in these By-laws for a Meeting are complied with if a Special Resolution is proposed for that rescheduled Meeting; and
 - b) if there is no quorum at the rescheduled Meeting conducted under the preceding paragraph within thirty minutes from the time appointed for that meeting, those Voting Members present shall be deemed to be a legal quorum, and that meeting shall be conducted and its conclusions and resolutions shall be legal and binding as though a full quorum had been present.

4.7 Voting

- 4.7.1 Except for the Chairperson, each Voting Member registered with the PCA shall have one vote at any Annual General Meeting and Special Meeting, and where elected or appointed to the Board, at any meeting of the Board.
- 4.7.2 At all meetings of the PCA of the Board every question to be determined shall be decided by a Majority Vote, unless otherwise required by these By-laws, or by the Act.

- 4.7.3 A declaration by the Chairperson that a resolution has been carried or not carried, and an entry to that effect in the Minutes of the PCA.
- 4.7.4 Voting shall be by show of hands unless a poll is demanded by a minimum of ten (10) Voting Members. If not by acclamation, elections will be done by ballot.
- 4.7.5 If a poll is demanded and not withdrawn, the poll shall be taken in such manner as the Chairperson shall direct.
- 4.7.6 A Member may vote by proxy with respect to any election or other determination being made at any a Meeting by providing a minimum of one (1) week notice to the Executive of the Board.
- 4.7.7 Any Director may vote on a matter being determined at a meeting of the Board by fax, e-mail or notice delivered to the President before that meeting if the matter shall be submitted to the Directors in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as to the nature of that matter.
- 4.7.8 Notwithstanding any other provision of these By-laws, the Board may determine any matter within its powers without a meeting on the following basis:
- a) the matter shall be submitted to the Directors, by notice from the President, in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as to the nature of that matter;
 - b) each Director shall cast a vote with respect to that resolution within three (3) days after delivery of that notice or by such later date as is specified in that notice;
 - c) any such vote shall be binding on the Board as if it had been conducted at a meeting of the Board unless a Director objects, by notice to the President and Secretary not later than two (2) days following receipt of that notice, to that matter being determined without a meeting of the Board.
 - d) A resolution in writing signed by all of the Directors personally shall be valid and effective as if it had been passed at a duly constituted meeting of the Board.

The President shall promptly notify the Directors of the result of any vote by notice under this clause following the expiry of the applicable response period, and the results of any such vote conducted by notice shall be included in the minutes for the next meeting of the Board.

If there is an objection under Paragraph (c) of this clause to the determination of a matter without a meeting, the President shall promptly convene a meeting of the Board to deal with that matter, and all votes cast by the other Directors by notice with respect to that matter shall be void.

4.8 Minutes

- 4.8.1 Minutes shall be taken and recorded, by the Secretary or designate, at each Meeting. The original copy of the minutes shall be filed with the Secretary.

5.0 ARTICLE 5 - ELECTION OF DIRECTORS

5.1 Number of Directors

5.1.1 The Board of Directors shall consist of a minimum of 5 Directors serving staggered terms as determined by the Board. The number of Directors including the Executive and Directors at large will not exceed 16.

5.2 Nominations

5.2.1 The nominating committee, at the applicable time, shall solicit and present a list of nominated candidates for election to the Board.

5.2.2 Further nominations for the Board may be made by any Voting Member from those Voting Members also present at the Annual General Meeting.

5.3 Elections by Vote

5.3.1 Insofar as an election is not by acclamation, the outcome of the elections shall be determined by a plurality vote, such that the Voting Member who receives the most votes is elected to the Board to the corresponding number of positions on the Board, as applicable.

5.4 Term and Limitations on Successive Terms

5.4.1 Subject to clauses in 6.1, the Directors so elected and appointed shall form the Board and each such Director shall hold office for a three year term.

6.0 ARTICLE 6 - GOVERNANCE

6.1 Board of Directors

6.1.1 Each Director shall be a Voting Member of the PCA at the time of election or appointment and throughout the Director's term as a Director. A Director cannot be an employee of the PCA.

6.1.2 If openings exist on the Board after members are elected at the Annual General Meeting, the Board shall have the power to appoint additional Members to the Board, upon two-thirds majority of the votes cast by the Directors present at any duly constituted Board meeting.

6.1.3 Vacancies on the Board, however caused, may be filled by the Directors if they see fit to do so as long as a quorum of Directors remains in office, in which case each such vacancy shall be filled at the next Annual General Meeting. However, if there is not a quorum of Directors, the remaining Directors shall promptly call a Special Meeting to fill the vacancies. Any vacancy on the Board that is filled under this clause shall be until the next Annual General Meeting, at which time the election process under clause 5.3 and 5.4 shall again apply to that position on the Board.

6.1.4 The Directors of the Board shall serve without remuneration, and no Director shall directly or indirectly receive any profit for acting as a Director, provided that a Director may be paid reasonable expenses incurred by the Director in the performance of the applicable Board duties.

6.1.5 Subject to Clauses under 7.0 no Director or Directors shall take it upon themselves to commit the time, resources, or finances of the PCA, the Board without prior approval of that commitment at a duly constituted meeting of the Board.

6.2 Powers and Duties of the Board

6.2.1 The Board shall have and exercise all the powers of the PCA as fully and completely as the PCA could at an Annual General Meeting Special Meeting, subject always, however, to the provisions of these By-laws, and the Act.

The powers and duties of the Directors shall include (but not be limited to):

- a) promoting the mandate of the PCA;
- b) promoting Membership in the PCA;
- c) setting the amount of the Membership fees;
- d) issuing Memberships in the PCA and collecting the associated Membership fees;
- e) holding meetings as herein set forth;
- f) maintaining, improving, expanding and protecting the assets and property of the PCA;
- g) making Policies and Procedures from time to time for the operation of the PCA , with such Policies and Procedures being recorded in an organized manner in the PCA's records;
- h) approving an annual budget for the PCA, subject to clause 7.2;
- i) paying all expenses and receiving all revenues respecting the operation and management of the PCA;
- j) undertaking, through whatever means the Board determines is advisable, to further the financial position of the PCA, including fundraising activities, and to make whatever expenditures as are necessary to carry out its activities;
- k) appointing Officers and authorizing the employment of sub-contractors and employees as the Board deems necessary to carry out the Objects of the PCA, provided that such Officers and subcontractors and employees shall have the authority and shall perform the duties as may be assigned by the Board;
- l) ensuring that all books and records of the PCA required to be created and maintained by these By-laws, by the Act, by any other applicable statute or law are regularly and properly kept, including an updated register of Members;
- m) ensuring that all policies of insurance required to be maintained by the Act, and other applicable statute or law, are acquired and maintained causing minutes to be kept of each Meeting;
- n) managing, selling, leasing, disposing of or otherwise dealing with the property of the PCA, and entering into contracts on behalf of the PCA;
- o) filing such returns, reports and other materials as are required to be submitted under the Act, other statutes or laws; and
- p) having the authority to appoint a Past President to serve in an advisory capacity and to provide continuity to the Board who shall be a voting member of the Board and shall perform such duties as may be assigned by the Board.

6.3 Removal of a Director

6.3.1 Notwithstanding clause 5.4, a Director shall be automatically removed from office who:

- a) resigns by giving notice in writing; or

b) is absent from more than three (3) consecutive meetings of the Board, if the Board determines, by Majority Vote, that such Director is to be removed from the Board

6.3.2 Subject to the other provisions of this clause 6.3 the Board shall have the power by two-thirds majority of the votes cast by the Directors present at the applicable Board meeting to remove any Director from office:

- a) who fails to act in concert with the Objects of the PCA, or the goals and resolutions of the Board;
- b) whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the PCA; or
- c) who willfully breaches these By-laws, and Policies of the PCA.

6.3.3 No Director shall be removed from office without having been notified in writing of the applicable charge or complaint and without having been given the opportunity to be heard or to submit a statement in writing at the Special Board Meeting called for that purpose. That Director may be accompanied by another person if the Director attends that meeting of the Board.

6.3.4 A Director whose removal from office has been recommended shall be notified of the proposed removal and the basis thereof at least ten days prior to the called meeting of the Board, and shall be automatically suspended from office until the resolution is dealt with at that meeting. That notice shall either be sent by single registered mail to the last known address of that Director shown in the records of the PCA or delivered by two Officers to that address.

6.3.5 The resolution as decided by the Board is final, subject to clause 4.3.

6.3.6 Any Director removed from office shall not be eligible to stand for election or appointment to the Board for a period of two (2) years from the date of removal.

6.4 Officers of the Board

6.4.1 The Board may appoint, from amongst the members of the Board, whatever additional members of the Executive Committee may be required. The Board may appoint any vacant office as required to complete the term from amongst the members of the Board.

6.4.2 The Officers of the PCA shall consist of the President, Vice-President, Secretary and Treasurer.

6.4.3 Two or more persons who are Legally Related may not be Officers at the same time.

6.5 Duties of the Officers

6.5.1 The President shall:

- a) be responsible for the general supervision of the PCA;
- b) chair all meetings of the PCA, the Board and the Executive;
- c) act as the official spokesperson for the PCA, but may delegate such authority to the Vice-President or such other member of the Board as is reasonably appropriate in the particular circumstances;
- d) be the principal signing authority on all contracts, official documents and correspondence of the PCA, and a designated signing authority on all bank accounts of the PCA;
- e) be an ex-officio member of all committees of the Board;

- f) be a member of the Executive and the Board; and
- g) carry out other duties pertaining to such office, and such other duties as may be assigned by the Board.

6.5.2 The Vice-President shall:

- a) assist the President generally in the performance of the President's duties;
- b) assume the powers and duties of the President in either the temporary or permanent absence of the President, including serving as Chairperson at all meetings in the absence of the President;
- c) be a member of the Executive and the Board;
- d) be a designated signing authority on all bank accounts of the PCA and, with the Secretary, on all contracts to be entered into on behalf of the PCA in the absence of the President or at the direction of the President; with the Secretary, authenticate the official use of the seal or signature of the PCA in the absence of the President or at the direction of the President; chair a standing committee, or represent ad hoc committees at meetings of the Board or Executive, as appropriate in the circumstances; and carry out such other duties as may be assigned by the Board.

6.5.3 The Secretary shall:

- a) attend each General Meeting and each meeting of the Board and the Executive and ensure accurate minutes are kept of such meetings;
- b) be in charge of all correspondence of the PCA under the direction of the President and the Board;
- c) file and copy any Special Resolutions, changes in the Directors, amendments to the By-laws and other incorporating documents with the Corporate Registry or any other applicable regulatory body, as required by the Act, and other statutes or laws.
- d) ensure that a record of names and addresses of all Members is kept by the Director responsible for Membership, and cause all notices of various meetings to be sent as required under these By-laws;
- e) ensure that all records of the PCA, other than financial records, are properly maintained, including these By-laws and the Policies and Procedures;
- f) be a member of the Executive and the Board;
- g) be a designated signing authority on all bank accounts of the PCA and, with the President or Vice-President, all contracts to be entered into on behalf of the PCA; and
- h) carry out such other duties as may be assigned by the Board.

6.5.4 The Treasurer shall:

- a) collect all monies payable to the PCA and ensure that all monies paid to the PCA are deposited in a chartered bank, treasury branch, or trust company chosen by the Board within fourteen (14) days after receipt of those monies;
- b) disburse the funds of the PCA under the direction of the Board and in compliance with these By-laws, and the Act;

- c) be responsible for the care, custody, control and maintenance of the finances and financial records of the PCA;
- d) prepare and submit the annual return and the audited financial statements as required by the Act, and other statutes or laws.
- e) provide a monthly report of: revenues, expenditures, investments, amounts due and owing to the PCA for more than thirty (30) days after the date that such amounts were due to be paid, and be able to advise the Board at any time of the financial position of the PCA; ensure that an audited financial statement for the preceding Fiscal Year is prepared by the appointed auditors and presented at the Annual General Meeting;
- f) be a member of the Executive and the Board;
- g) be a designated signing authority for all bank accounts of the PCA and, in the absence of the President and the Vice-President or at the direction of the President, all contracts to be entered into on behalf of the PCA;
- h) chair any finance committee created as a standing committee by the Board; and
- i) carry out such other duties as may be assigned by the Board.

6.6 Other Committees

- 6.6.1 The Board may appoint standing or ad hoc committees to assist the Board in its decisions. Committee members appointed by the Board must be Members in good standing.
- 6.6.2 The chairperson of any committee shall be a Director of the Board.

7.0 ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 Finance and Audit

- 7.1.1 The Officers designated under these By-laws shall be the signing authorities on the PCA's bank accounts.

Two signatures of Officers are required on all cheques, and all cheques must be signed by either the President or the Treasurer unless otherwise authorized by them. However, any cheque payable to a Director or to a person with whom a Director is Legally Related shall not be signed by that Director.
- 7.1.2 Acceptance and approval of the budget is approval of any expenditure therein.
- 7.1.3 Approval by a simple majority of the Board is required for any single expenditure that exceeds \$500.
- 7.1.4 The PCA may not make any single expenditure anticipated to exceed \$50,000.00 without specific authorization through a Special Resolution.
- 7.1.5 The Board may proceed with an expenditure for which approval is required under those Clauses insofar as the expenditure is required in an emergency situation to protect the Facility, provided that such expenditure is then ratified as soon as is feasible under clause 7.1.3 or 7.1.4, as applicable.
- 7.1.6 The books, accounts and records of the PCA shall be audited annually by a duly qualified accountant or by two Voting Members.

However, any such auditor or Voting Member may not be the Treasurer.

- 7.1.7 The audit report shall provide a complete and proper statement of the standing of the books for the preceding Fiscal Year. It shall include:
- a) a statement of whether the balance sheet and income statement provide an appropriate representation of the financial affairs of the PCA; and
 - b) a clear identification of any material exceptions discovered during the conduct of the audit.

- 7.1.8 The PCA may not borrow any funds totalling in excess of \$10,000.00 without specific authorization through a Special Resolution. The Board may borrow funds not exceeding in total that amount if the Board, by two-thirds majority of the votes cast by the Directors present at the applicable Board meeting, has approved:
- a) that financing;
 - b) the purpose for which the funds will be used; and
 - c) a plan whereby that loan will be paid in full within six (6) months after the receipt of the funds.

7.2 Minute Book

- 7.2.1 The Secretary or other Officer directed by the Board, shall maintain and have charge of the Minute Book of the PCA and shall record the minutes of all proceedings of all Meetings of the Board.

- 7.2.2 The Minute Book shall contain the following information:
- a) a copy of the Certificate of Incorporation of the PCA;
 - b) a copy of the Mission Statement and Objects of the PCA and any Special Resolution that amends or alters the Mission Statement or Objects
 - c) a copy of the By-laws of the PCA and any Special Resolution altering the By-laws;
 - d) a copy of the Policies and Procedures;
 - e) a copy of the all contracts and other formal agreements;
 - f) a copy of the insurance policy covering directors and officers of the Board
 - g) a copy of originals of all documents, registers and resolutions required to be maintained or filed by the Act, other statute or law.
 - h) a copy of the audited financial statements for the preceding Fiscal Year; and
 - i) a copy of each other document directed by the Board to be inserted into the Minute Book.

7.3 Inspection of the Books

- 7.3.1 Subject to any limitations on the disclosure of personal information under the Personal Information Privacy Act (PIPA), Bill 44, the books and records of the PCA may be inspected by any Voting Member at any time at the registered office of the PCA on the basis set forth in this Section 7.3.
- 7.3.2 Any Voting Member wishing to inspect the books or records must give reasonable notice and arrange a time reasonably satisfactory to the Officers of the Board (a minimum of two Officers are to be present during that inspection).
- 7.3.3 All financial records of the PCA are open for inspection by the Members.

7.3.4 Other records of the PCA are open for inspection, except for records that the Board designates as confidential.

7.3.5 Each Director shall at all times have access to such books and records.

7.4 Liability and Indemnification

7.4.1 Each Director of the PCA shall be deemed to have assumed office on the express understanding, agreement and condition that each Director, former Director and any person acting as a designated representative of the PCA (and the respective heirs, executors, administrators and estate of each such person) shall from time to time and at all times be indemnified and saved harmless by the PCA from and against:

a) all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against that person for or in respect of any act, omission, decision or matter whatsoever in or about the performance of that person's duties; and

b) all other related costs, charges and expenses in respect to any such act, omission, decision or matter, including, without limitation, reasonable legal costs on a solicitor and its own client basis.

However, the indemnification granted in this Clause shall not apply insofar as the act, omission, decision, matter or those costs, charges or expenses pertains or results from the fraud, dishonesty, or bad faith of that person. The Board shall acquire and maintain such insurance coverage as the Board reasonably regards as appropriate to enable the PCA to fulfil the responsibilities set forth in this Clause.

7.4.2 No Director shall be liable for the acts or omissions of any other Director or employee of the PCA, or shall be responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm, or corporation dealing with the PCA, and no Director shall be liable for any loss due to an oversight, error in judgment or an act or omission in that Director's role for the PCA, unless and to the extent that the act or omission is due to fraud, dishonesty or bad faith.

7.4.3 Each Director may rely on the accuracy of any statement or report prepared by the auditor(s) of the PCA. No Director may be held personally liable for any loss or damage as a result of relying in good faith on that statement or report.

7.4.4 No Member shall be liable in the Member's individual capacity for any debt or liability of the PCA.

7.5 Spending Authority

7.5.1 The President shall have the authority to expend funds for emergency purposes up to \$5,000.00 without approval of the Board of Directors, provided that at the next meeting of the Board of Directors said expenditure is presented and approved by a majority of Directors present.

7.5.2 The Executive Committee of the Board of Directors shall have the authority to expend funds for emergency purposes up to \$25,000.00 without approval of the Board of Directors, provided that at the next meeting of the Board of Directors said expenditure is presented and approved by a majority of directors present.

7.6 Procurement Policy

7.6.1 The Board of Directors shall require a bid process, with a minimum of 3 quotes, for purchases, contracts, etc., of \$3000.00 or more. For purchases less than \$3000.00 the Board of Directors shall

use their discretion to ensure that the best value is received for the products received or service performed.

8.0 ARTICLE 8 - AMENDMENTS

- 8.1 These By-laws shall not be rescinded, altered or added to except by Special Resolution passed at a Special General Meeting.
- 8.2 If there is any conflict between the Act and any part of these By-laws, the provisions of the Act, as applicable, shall prevail and shall have the effect of amending these By-laws to the extent necessary to remedy that conflict without any action on the part of the PCA.
- 8.3 Any question of procedure not provided for in these By-laws or the Act shall be decided upon by the Board of Directors.

9.0 ARTICLE 9 - RULES OF ORDER

- 9.1 Insofar as they are not inconsistent with these By-laws or any special rules of order of the PCA, parliamentary procedures respecting the management of meetings conducted under these By-laws shall be governed by the then current edition of Roberts Rules of Order-Newly Revised.

10.0 ARTICLE 10 - DISSOLUTION

- 10.1 The PCA may not pay any dividends or distribute its property among its Members.
- 10.2 The PCA shall be dissolved voluntarily if a Special Resolution to that effect is passed by the PCA.
- 10.3 At the time of dissolution funds held in the Gaming Account or Consolidated Gaming Account or assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.
- 10.4 If the PCA is dissolved, any funds or assets remaining after paying all debts of the PCA shall become the property of the Municipal District of Foothills.