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BYLAWS

As approved at the March 25.2022 AGM

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I hereby certify that the following special resolution was passed at the meeting of the members of CONFEDERATION PARK 55+ ACTIVITY CENTRE on March 25th, 2022.

The Bylaws were changed as follows:

The existing Bylaws were repealed and replaced with the attached Bylaws.


Date: April 27, 2022.

Original Signature of Authorized Officer: Marlene Monilau

Print Name of Authorized Officer: MARLENE MONILAU

Title Held within Society: PRESIDENT

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BYLAWS OF CONFEDERATION PARK 55+ ACTIVITY CENTRE

All previous Bylaws of the Association are hereby repealed and replaced with the following Bylaws under sanction of a Special Resolution.

ARTICLE I - PREAMBLE

1.1 Name

The name of this society is Confederation Park 55+ Activity Centre.

1.2 Bylaws

The following articles set forth the Bylaws of Confederation Park 55+ Activity Centre.

1.3 Registered Office

The Registered Office of this Association shall be in the City of Calgary, in the Province of Alberta.

ARTICLE 2 - DEFINING AND INTERPRETING BYLAWS

2.1 Defined Terms

In these Bylaws, including this clause, unless the context otherwise necessarily requires a different interpretation:

- (a) "Act" means the Societies Act (Alberta), R.S.A. 2000, Chapter S-14 and the regulations made thereunder as amended from time to time, or any statute substituted for it;
- (b) "Active Member" means an individual who has met the membership requirements set forth in Article 3.2;
- (c) "Annual General Meeting" means the annual general meeting described in Article 4.1;
- (d) "Associate Member" means an individual who has met the requirements for Associate Member as set out in Article 3.3;
- (e) "Associate Tea and Conversation (T&C) Member" means an individual who has met the requirements for Associate T&C Member as set out in Article 3.4;
- (f) "Association" means Confederation Park 55+ Activity Centre;
- (g) "Auditor" means a duly qualified auditor appointed pursuant to Article 10.6;
- (h) "Board" means the Board of Directors of the Association as such is elected from time to time, pursuant to Article 5.5;
- (i) "Books and Records" means all official documents of the Association,

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including governing documents; financial statements; contracts, minutes of Board; Board Committee and membership meetings and payroll records;

- (j) "Bylaws" means the Bylaws of the Association as amended as required;
- (k) "Director" means any person, elected or appointed to the Board;
- (l) "Executive Director (ED)" means the senior staff person who has been hired by the Board to manage the affairs of the Association;
- (m) "Ex-officio" means "by virtue of their position" and refers to individuals who are non-voting members of the Board and/or Board Committee. The President is a non-voting member of all Board Committees. The ED is an ex-officio, non-voting member of the Board and all Board Committees;
- (n) "Fiscal Year" means the period used for calculating annual financial statements;
- (o) "Material Contract" means a contract that is not in the ordinary course of the Association's operations;
- (p) "Meeting" means any meeting of the Members of the Association including an Annual General Meeting or a Special Meeting;
- (q) "Nomination Committee" means the committee described in Article 8.1(b).
- (r) "Past President" means a Past President of the Association as described in 7.1.
- (s) "President" means the President of the Association as described in 7.2.
- (t) "Register of Members" means the register or registers maintained by the Association containing the names of the Members of the Association;
- (u) "Registered Office" means the registered office for the Association;
- (v) "Resolution" means a decision passed at a meeting of the membership;
- (w) "Secretary" means the Secretary of the Association as described in 7.3.
- (x) "Special Meeting" means a special meeting described in Article 4.3;
- (y) "Special Resolution" means a resolution passed at a general meeting of the membership of the Association. A Special Resolution is an extraordinary resolution regarding an important decision such as altering the bylaws of the Association and requires twenty-one days (21) notice as described in Article 4.5;
- (z) "Treasurer" means the Treasurer of the Association as described in 7.4;
- (aa) "Vice-President" means the Vice-President of the Association as described in 7.5.

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2.2 Interpretation

The following rules of interpretation must be applied when interpreting these Bylaws:

- (a) words denoting the singular number shall include the plural and vice versa;
- (b) words denoting the masculine gender is inclusive of all identities;
- (c) words denoting an individual also include a corporation, association, society, trust or any number or aggregate of individuals, all as the context may require.

2.3 Headings

The headings used in the Bylaws are inserted for reference purposes only and do not affect the interpretation of these Bylaws.

ARTICLE 3-MEMBERSHIP

3.1 Classification of Members

There are three categories of Members:

- (a) Active Member
- (b) Associate Member
- (c) Associate T&C Member

3.2 Active Member

Any individual who is 55 years of age or older may become an Active Member of the Association upon payment of the prescribed membership fee and fulfillment of any other membership requirements of the Association which may be established by the Board. An Active Member is expected to honour, uphold and support the Vision, Mission and Values of the Association.

3.3 Associate Member

Any individual desiring to participate in the Association may be invited by the Board of Directors to become an Associate Member of the Association upon payment of the prescribed membership fees. This membership category carries no voting rights in the Association. An Associate Member is expected to honour, uphold and support the Vision, Mission and Values of the Association. Any individual 18 years of age or over desiring to participate in the Association may be invited by the Board of Directors to become an Associate Member of the Association upon payment of the prescribed membership fees.

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3.4 Associate T & C Member

Any individual desiring to participate in the Association may be invited by the Board of Directors to become an associate T&C Member of the Association upon qualifying for no membership fees. This membership category carries no voting rights in the Association. An Associate T&C Member is expected to honour, uphold and support the Vision, Mission and Values of the Association.

3.5 Admission of a Member

Any person may become a Member by meeting the requirements of Article 3.2, 3.3 or 3.4. A Member's name will be entered as a Member under the appropriate category in the Register of Members.

3.6 Membership Fees and Term

- (a) The annual Membership fee and term shall be decided by the Board.
- (b) The Membership year is from January 1st to December 31st.

3.7 Rights and Privileges of Members

Any Member in good standing is entitled to:

- (a) access information of Meetings of the Association;
- (b) apply to attend any Meeting of the Association;
- (c) apply to speak at any Meeting of the Association;
- (d) exercise other rights and privileges given to Members in these Bylaws.

3.8 Voting

The only Members who can vote at Annual General Meetings or Special Meetings of the Association are Active Members in good standing.

3.9 Number of Votes

An Active Member is entitled to one vote at any Annual General Meetings or Special Meetings of the Association. In addition, Members may vote by proxy as in Article 4.10 (c).

3.10 Member in Good Standing

A Member is in good standing when:

- (a) the Active Member has paid all current membership fees and met any other requirements of the Association.

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- (b) the Member has not resigned, withdrawn or been expelled as a Member as provided for in Article 3.11.

3.11 Termination of Membership

(a) Death

The Membership of a Member is ended upon the individual's death.

(b) Expulsion

- (i) Any Member, upon the vote majority of the Directors of the Board, may be expelled from Membership in the Association for misconduct, acting in a way to cause, or likely to cause, excessive distress or embarrassment to other Members or users of the Association's facilities, or who commits a breach of the Bylaws, or for any cause which the Board deems as reasonable justification for expulsion. The Board shall immediately notify such Member in writing of such expulsion at the member's last known address. The notice will be sent by single registered mail and shall be deemed to be received seven (7) days after sending.
- (ii) A Member expelled pursuant to (i) may, within 30 days of the date that the notice was deemed to have been received, challenge the expulsion by giving written notice to the Secretary requesting an opportunity to appear before the Board to appeal its decision. The Board shall determine and schedule the date and time of the appeal. The Board may modify or confirm its decision which will then constitute the final decision on the matter.
- (iii) Any Member expelled from Membership in the Association shall not be approved for renewed Membership, unless the Board is satisfied that the reasons for which the expulsion occurred no longer exist.
- (iv) Persons who are users of the facilities of the Association, but not Members of the Association will be subject to all the conditions of Article 3.11 Clause (b), (c) and (d).

(c) Forfeit of Rights

Any Member who resigns, withdraws, or is expelled from the Association shall forfeit all rights, claim and interest arising from or associated with membership in the Association. The membership fee will not be refunded.

(d) Re-admission

Where a Member has been expelled, the opportunity for re-admission will be stated at expulsion.

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3.12 Transfer of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies or is expelled from the Association.

3.13 Continued Liability for Debts Due

Although an Active Member ceases to be an Active Member, resignation or otherwise, he is liable for any personal debts owing to the Association at the date of ceasing to be a Member.

3.14 Limitation on the Liability of Members

The liability of the Member is in accordance with the Act.

ARTICLE 4 - MEETINGS OF MEMBERS

4.1 Annual General Meeting

- (a) An Annual General Meeting of the Members of the Association shall be held at least once in each fiscal year, and within one hundred and twenty (120) days of the end of the Association's fiscal year.
- (b) The date, time and place of the Annual General Meeting shall be determined by the Board.

4.2 Agenda for the Annual General Meeting

At the Annual General Meeting, the agenda shall include the following:

- (a) Adopting the minutes of the last Annual General Meeting;
- (b) The annual report from the President;
- (c) The Auditor's report and financial statement for the previous fiscal year;
- (d) Appointment of the Auditor;
- (e) Reports from the chair of each standing committee;
- (f) Any other reports as may be required;
- (g) Election of the Board of Directors;
- (h) Other items specified in the meeting notice;

4.3 Special Meetings

A Meeting of the Members other than an Annual General Meeting shall be deemed to be a Special Meeting. Only the matters set out in the notice may be considered at the Special Meeting. Special Meetings may be called by the Board upon:

- (a) a resolution of the board to that effect; or
- (b) the written request of at least 3 Members of the Board which states the reason for the Special Meeting and the motions intended to be submitted at the Special Meeting; or
- (c) the written request of at least 12 Active Members which states the reason for the Special Meeting.

4.4 Notice of Meetings

- (a) Subject to Article 4.5, notice of the Annual General Meeting or a Special Meeting shall be provided to Members by the Board not less than twenty-one (21) days before the time fixed for the holding of the Meeting.
- (b) The notice shall state the date, place and time of the Meeting and details of the intention to propose any Special Resolution.
- (c) A notice may be given by the Association to any Member entitled to attend a Meeting either by personal communication or by public notice.

4.5 Notice - Special Resolution

Notwithstanding Article 4.4, a Special Resolution is to be passed by the Members under the following condition:

- (a) at a Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
- (b) by the vote of not less than 75% of those Active Members who vote in person or by proxy on the matter;
- (c) a resolution proposed and passed as a Special Resolution at a Meeting of which less than 21 days' notice has been given, if all the Active Members entitled to attend and vote at the Meeting so agree, or
- (d) a resolution consented to in writing by all the Active Members who would have been entitled at a Meeting so agree.

4.6 Quorum

A quorum for the transaction of business at the Annual General Meeting or Special Meeting shall be 5% of Active Members.

4.7 Failure to Reach Quorum

If a quorum is not present within 20 minutes of the time fixed for the Meeting, it will be adjourned and a second meeting will be called the following week at the same time and place. Those in attendance constitute quorum.

4.8 Presiding Officer

- (a) The President chairs every Meeting of the Members. The Vice-President chairs in absence of the President.
- (b) If neither the President nor the Vice-President is present within 15 minutes after the set time for the Meeting, the Members present shall choose one of the members of the Board present to chair. If the members of the Board have been notified by the President and the Vice-President of their inability to attend the Meeting, the Active Members present shall choose one of the members of the Board present to chair without waiting the 15 minutes, required above.

4.9 Adjournment

Adjournment of any Meeting of the Association can be done by a motion.

- (a) The Chair may adjourn any Annual General Meeting or Special Meeting with the consent of the Active Members at the Meeting. At the adjourned Meeting, only the unfinished business from the initial meeting shall be conducted.
- (b) No notice shall be necessary if the Annual General Meeting or Special Meeting is adjourned for less than thirty (30) days.
- (c) The Association must give notice when an Annual General Meeting or Special Meeting is adjourned for thirty (30) days or more. Notice must be given in the same manner.

4.10 Voting

- (a) Each Active Member present at the Meeting has one vote with the exception of the chair. A show of hands shall decide every vote at every Meeting unless a ballot has been properly requested.
- (b) A ballot shall be used if a simple majority of Active Members present request it.
- (c) An Active Member may vote by proxy. Any one Active Member can represent a

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maximum of five (5) Active Members by proxy.

- (d) A majority of the votes of the Active Members present at the Meeting who vote in respect of the resolution shall decide each issue and resolution unless the issue needs to be decided by a Special Resolution.
- (e) The Chair shall declare a resolution carried or defeated. This statement shall be final and does not have to include the number of votes for and against the resolution. A tie vote is considered defeated.
- (f) The Chair shall decide any dispute on any vote and this decision shall be final.

4.11 Failure to Give Notice of Meeting

No action taken at a Meeting shall be invalid due to:

- (a) Any Member not receiving any notice; or
- (b) Any error in any notice that does not affect the meaning.

ARTICLE 5 - BOARD OF DIRECTORS

5.1 General

The business and affairs of the Association shall be managed by the Board who may exercise all such powers and do such acts and things as may be exercised or may be done by the Association, except as required or directed by the Act, the Bylaws or by Statute expressly to be done in some other manner.

5.2 Composition of the Board

The Members of the Board of Directors are:

- (a) the Officers of the Association, namely the President, Vice-President, Secretary, Treasurer and Past-President.
- (b) not less than five (5) nor more than eleven (11) Directors, including Officers described in 5.2(a).

5.3 Powers and Duties of the Board and Executive Director

- (a) The Board shall oversee the activities of the Association.
- (b) The Board shall hire an Executive Director to manage the affairs under the general direction of the Board. The ED is responsible for;
 - (i) The proper and legal conduct of the operations of the Association according to policies established by the Board.

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- (ii) The recruitment, supervision, coaching, evaluation and termination of all employees.
- (c) The Board may appoint representatives and hire employees and these representatives or employees will derive their authority and assume duties and responsibilities in accordance with the direction of the Board. The Board shall set the remuneration of said representatives or employees.
- (d) The Board or any Director designated by the Board may make or cause to be made for the Association in its name, any contract in the ordinary course of the Association's operations into which the Association may lawfully enter and may from time to time purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of securities, real property, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they deem advisable.
- (e) The Board may from time to time, procure by lease or other means, buildings where individuals may carry on activities for the purpose of furthering the Objectives of the Association, and incur such reasonable expenses as may be required to equip and maintain offices and other facilities.
- (f) The President and or designate shall assume the function of representation of the Association to the public.
- (g) The Board may make policies for its own government.
- (h) The Board shall, subject to the Bylaws, have the power to create and dissolve committees and appoint chairmen thereto. The Board shall approve the Terms of Reference for all committees.
- (i) The Board shall have the power to make such policies and authorize and perform such acts as may, from time to time, be required to provide for managing and operating the Association and using its facilities and assets or for contingencies and circumstances not expressly covered by these Bylaws, so long as any such action does not impair the Associations status as a non-profit organization.
- (j) The Board shall have such other and further powers and duties as may be set forth in these Bylaws.
- (k) The Board may determine the need to seek a consultant outside the Membership whose expertise is not available on the Board.

5.4 Qualification

A Director shall at the time of his election or appointment and throughout his term of office be an Active or Associate Member of the Association. Such member of the Board shall cease to be a Director at the time he ceases to be an Active or Associate Member of the Association.

5.5 Election of Directors

- (a) The Board of Directors shall be elected at the Annual General Meeting from among the Active Members as described in Article 5.5 (b-g).
- (b) There shall be a Board of Directors consisting of a minimum of five (5) individuals and a maximum of eleven (11) individuals.
- (c) A member of the Board who has served as a director for three consecutive two year terms (6 years) shall not be eligible for re-election until one year has lapsed.
- (d) The Officers shall be elected each year by the new Board of Directors at the first Board Meeting, following the AGM.
- (e) Nominations may be received from the floor at the Annual General Meeting. Nominations from the floor require a seconder and the nominee must accept the nomination.
- (f) Nominees from the floor must give a short presentation as to what they will bring to the Association.
- (g) Two neutral scrutineers must be selected for each Annual General Meeting.

5.6 Appointment of Non-Member Directors

Two Director positions are open to individuals who are not members. These individuals are deemed to offer valuable expertise or knowledge that would benefit the Association. The individuals are interviewed and accepted by vote of the Board. Any non-member Director appointment is a one year term which may be renewed on an annual basis.

5.7 Filling a Vacancy

If any vacancy shall occur among elected members of the Board for any reason, the Board may, by majority vote, fill the vacancy by interim appointment of an Active or Associate Member of the Association until the Annual General Meeting.

5.8 Term of Office

Each elected member of the Board of Directors shall hold office for a term of two (2) years. Efforts will be made to establish a rotating cycle by which experienced directors shall overlap the newly elected Directors.

5.9 Resignation or Removal of a Director

The office of a Director shall be automatically vacated if:

- (a) the Director resigns his office by providing a written resignation to the Secretary;
- (b) the Board may expel any Director that undertakes activities that are not consistent with the values or objectives of the Association;
- (c) the Director is not an Active Member in good standing; or
- (d) at a meeting of the Board, a resolution is passed by majority of the members of the Board present at the meeting that the Director be removed from office for cause, as in Article 13.1. The Board shall immediately notify the Director in writing at the Member's last known address, of such removal from office. Such notice shall be sent by single registered mail or electronic mail and shall be deemed to be received seven (7) days after sending. An expelled Director may, within 30 days of the date that the notice was deemed to have been received, appeal their expulsion by giving written notice to the Secretary. The Director may appeal the expulsion at a Special Meeting of the Board.

ARTICLE 6 - MEETINGS OF THE BOARD OF DIRECTORS

6.1 Number of Board Meetings

Board meetings shall be held as often as the business of the Association shall require and at least quarterly. Meetings shall be called at the direction of the President. A meeting of the Board may be called by any two (2) members of the Board by written request to the President stating the business to be brought before the meeting.

6.2 Notice

- (a) A minimum of three (3) days prior written, telephone or electronic mail notice shall be delivered to each member of the Board for the holding of any meeting of the Board. Alternatively, the Board may, at its first meeting after the Annual General Meeting, set a particular day when Board meetings will be held (eg. the first Monday of each month) and that shall constitute sufficient notice of meetings of the Board until the next Annual General Meeting. An agenda will be provided in advance of the meeting.
- (b) Failure to give notice as per 6.2(a) of any meeting of the Board shall not invalidate such a meeting or make void any proceedings. A meeting of the Board may be held for any purpose on any day, at any time and at any place without notice if all the Board members are present or if the Directors not present in person waive notice of the meeting.

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6.3 Presiding Officer

The President shall chair every meeting of the Board and the Vice-President shall chair in the absence of the President. If both the President and Vice-President are absent, the members of the Board present shall choose one of the members of the Board to chair. In this Article 6, all references to the President shall apply to any presiding officer.

6.4 Quorum

A majority of the number of Directors constitutes a quorum at any meeting of the Board and, notwithstanding any vacancy, a quorum of Board Members may exercise all the powers of the Board. Business at a meeting of the Board shall not be transacted unless a quorum is present.

6.5 Voting

Each officer excluding the Chair, Past-President and Executive Director shall have one vote. Questions arising at any meeting of the Board shall be decided by majority of votes cast by the members of the Board present at such meeting. In the events of a tie vote the motion is considered defeated. The Chair may not cast a deciding vote in the event of a tie.

6.6 Resolution in Lieu of Meeting

A resolution in writing, signed by all members of the Board entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board. The lieu of a meeting a resolution may be voted on by eligible Board members and verified electronically by mail. The date on the resolution is the date it is passed.

6.7 Acts in Good Faith

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.8 Guests, Visitors and Speakers

Guests, visitors and speakers may attend meetings upon approval of the Chair.

ARTICLE 7 - DUTIES OF THE OFFICERS

7.1 Past President

The Past President shall:

- (a) Be responsible for serving in an advisory capacity to the Board of Directors and is a non-voting position.

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(b) Shall serve as a Parliamentarian.

(c) Is a non-elected position.

7.2 President

The President shall:

(a) have the general and active oversight of the affairs of the Association and see that all orders and resolutions of the Board are carried into effect;

(b) be an ex-officio member of all committees;

(c) when present, chair all Meetings of the Members and the meetings of the Board.

(d) assume the function of representation of the Association to the public; or shall appoint a designate;

(e) 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 Board or as incident to his office.

(f) act as liaison with the ED.

7.3 Secretary

The Secretary shall:

(a) ensure accurate minutes of Meetings of Members and meetings of the Board. Are taken and stored appropriately;

(b) have charge of all the correspondence of the Board;

(c) ensure the safe-keeping of;

(i) a record of names and addresses of the Directors of the Association, the date on which each person was elected and the date on which each ceased to hold office;

(ii) have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by resolution of the Board or as are incidental to the Secretary's office.

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7.4 Treasurer

The Treasurer shall:

- (a) oversee that proper financial procedures are in place;
- (b) submit to the Board whenever it may require, an account of all transactions and of the financial position of the Association;
- (c) 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.

7.5 Vice-President

The Vice-President shall assist the President in performance of the President's duties and during the absence or inability of the President to act, the Vice-President shall perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be assigned upon such office by resolution of the Board or as are incident to such office.

ARTICLE 8 - BOARD COMMITTEES

8.1 Standing Committees

(a) Human Resources Committee

The Human Resources Committee shall consist of the President, who chairs the committee, Vice-President and Secretary. The Board may appoint a non-board member who offers HR expertise.

This committee is responsible for:

- (i) ensuring a fair and transparent appraisal policy and procedure is in place;
- (ii) hiring, supervising, evaluating and releasing the Executive Director;
- (iii) acting as a mediator for personnel issues;
- (iv) carrying out other duties as assigned by the Board; and
- (v) reporting to the Board on actions taken between meetings of the Board.

(b) Nomination Committee

Nomination Committee shall consist of a Member of the Board of Directors and Active Members appointed by the Board, one of whom shall be appointed to chair the committee. This committee is responsible for:

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- (i) developing a succession plan;
- (ii) preparing a slate of nominees for the election of Directors at the Annual Meetings. The objective is to have the number of nominees exceed the number required for election;
- (iii) presenting the nominees to the membership at the Annual General Meeting

8.2 Other Committees

The Board may, from time to time, appoint other standing or special committees which shall report to the Board. These committees shall have one or more Directors assigned by the Board. Other members as required will be selected from among the Active Members and an outside person(s) may be added with the permission of the Board. This committee will appoint a chair.

ARTICLE 9 - FINANCE AND OTHER MANAGEMENT MATTERS

9.1 Fiscal Year

The fiscal year of the Association in each year shall end on the 31st day of December.

9.2 Investments and Assets

The Board shall ensure judicious management of Association assets.

9.3 Borrowing Powers

The Board may, from time to time, for the ordinary course of operations on behalf of the Association, raise or secure the payment of money in such legal manner as it thinks fit, provided that any borrowing for material projects or material business affairs or any issue of debentures must be approved by a Special Resolution.

9.4 Material Contracts

A Material Contract on behalf of the Association shall be authorized by resolution of the Board from time to time.

9.5 Banking Cheques and Bills of Exchanges

All cheques, bills of exchange and other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed in accordance with Article 10.2.

9.6 Seal

The Association shall have a corporate seal of such design as may be approved by the Board. The Company Seal of the Association shall be kept in the safe belonging to the Association.

ARTICLE 10 - BOOKS OF RECORDS, BOOKS OF ACCOUNTS AND AUDIT

10.1 Books of Records

The Board shall see that minutes of all Meetings, meetings of the Board are Recorded and maintained and shall include;

- (a) the election of Officers and Directors;
- (b) the names of the members of the Board present at each meeting of the Board; and
- (c) all resolutions and proceedings of all meetings.

The books of records shall be kept at the Registered Office or at any such place as the Board may determine.

10.2 Signing Authorities

The signing Authorities of the Association are the President, Vice-President, Treasurer, Secretary and Executive Director. Official and financial documents must be signed by two (2) of the signing authorities.

10.3 Banking

The Association shall conduct its banking only with a Chartered Bank or Trust Company.

10.4 Books of Accounts

The Board shall cause true accounts to be kept in books of accounts:

- (a) of all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place;
- (b) of all sales and purchases of goods and services by the Association; and
- (c) of the assets and liabilities of the Association.

The books of accounts shall be kept at the Registered Office or at any such place as the Board may determine.

10.5 Audit

The books of accounts and books of records of the Association shall be audited at least once a year by the Auditor appointed in accordance with these Bylaws. The complete and proper audited statement of the standing of the books for the previous year shall provided at the Annual General Meeting.

10.6 Appointment of Auditors

The Board shall, from time to time, appoint a duly qualified Auditor for such period as the Board may determine.

10.7 Remuneration of Auditor

The remuneration of the Auditor shall be approved by the Board.

10.8 Review of Books of Records and Books of Accounts

- (a) The books of record and the books of accounts as set forth in Articles 10.1 and above shall be open upon written request to onsite supervised inspection by any Member of the Board during business hours. Except as otherwise provided by the Act, Active Members may not inspect the books of record nor the books of accounts of the Association except at such times and places as the Board may determine upon a request by an Active Member. Copies in any format are forbidden. Unless otherwise permitted by the Board, such inspection will take place only at The Registered Office, or other regular business premises operated by the Association, during normal business hours.
- (b) Records that the Board may designate as confidential shall be open for inspection only to a person or persons designated by the Board.

ARTICLE 11 - INDEMNITIES TO DIRECTORS AND OTHERS**11.1 Indemnity**

Every Director, volunteer and employee of the Association shall be deemed to have assumed office or taken on the assigned duties on the express understanding and agreement and condition that he and his heirs, executors and administrators and estate and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Director, volunteer or employee sustains or incurs in or about any action, suit or proceedings which may be brought, commenced or prosecuted against/for him for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director, volunteer or employee in or about the execution of the duties of his office and also from and against all other costs, charges and expenses.

11.2 No Limit

The Association may also indemnify such person(s) in such other circumstances as any applicable statutory enactment or law permits. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

ARTICLE 12 - CONFLICT OF INTEREST

12.1 Conflict of Interest

- (a) A Director of the Association who is a party to a contract with the Association, or has a contract with the Association, or has an interest in any party to a contract or proposed contract with the Association shall disclose fully the nature and extent of his interest. A Director shall disclose any relationships that may impact or may be perceived to impact a decision.
- (b) A Director of the Association shall recuse himself from discussion or vote on any resolution at a Meeting of the Members or at the meeting of the Board to approve such contract.
- (c) If a contract is made between the Association and one or more of its Directors, or between the Association and another person of which a Director of the Association is a director or in which such party has an interest, so long as the Director disclosed his interest in accordance herewith and the contract was approved by the Board or the Active Members and it was reasonable and fair to the Association at the time it was approved.
- (d) a Director or former Director of the Association to whom a profit accrues as a result of the making of the contract is not liable to account to the Association for that profit by reason only of holding office as a Director.
- (i) Intent from Conflict of Interest Policy
Directors of the Board will act at all times in the best interests of Confederation Park 55+ Activity Centre (the "Association").
- (ii) Definition
Directors are considered to be in "conflict of interest" whenever they have an interest in a board decision which may benefit them personally, professionally, or financially, or when their personal or professional interests in a decision conflict with the interests of the Association. A conflict of interest may be real, potential or perceived. The same duty of disclosure applies to each situation.
- (iii) Policy
Directors must openly disclose a conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter. There is no obligation on the part of the Director to reveal the source of the conflict of interest. The Director in a conflict of interest will leave the Board meeting during the discussion and vote on the matter.
If a Director is not certain that he/she is in a conflict of interest position, the matter may be brought before the Board President or Governance Committee for advice and guidance.
- (e) It is the responsibility of other Directors who are aware of a conflict of interest on

the part of a fellow Director to raise the issue for clarification, first with the Director, and if unresolved, with the Board President.

If there is a question or doubt about the existence of a conflict of interest, the Board will determine by vote if a conflict exists. The person potentially in conflict will be absent from the discussion and the vote. The disclosure of a conflict of interest, along with the member's abstention from the discussion and vote, will be recorded in the minutes of the meeting.

ARTICLE 13 – CODE OF CONDUCT

13.1 Code of Conduct

Intent – Code of Conduct Policy

Directors are held to a higher standard which includes Article 12 (Conflict of Interest), as well as the following:

- (a) The Code of Conduct is a statement of the essential principles that govern the conduct of the Board of Directors.
- (b) Directors shall at all times conduct themselves in a manner that serves the best interests of Confederation Park 55+ Activity Centre the Association and brings credibility and good will to the Association.
- (c) Directors shall act honestly and in good faith with a view to the best interest of the Association.
- (d) Directors will have a general understanding of the operations of the Association.
- (e) Directors shall maintain in confidence any sensitive information revealed to them in their role as Directors, including but not limited to information about: employees, members, and volunteers; Association finances; and discussions and decisions of the Board.
- (f) Directors will respect and support the Association Bylaws, policies and decisions of the Board.
- (g) Directors shall support and uphold Board or management decisions and express dissension through appropriate Board channels.

Directors ensure that the financial affairs of (the "Association") are conducted in a responsible and transparent manner with due regard to their roles as trustees for the Association).

- (h) They will set aside personal self-interest and perform their duties in a manner that promotes public confidence and trust in the Board.
- (i) Directors are required to attend Board and assigned Committee meetings and the Annual General Meeting and are encouraged to participate in other activities.

- (j) Directors, shall treat staff and other board members with respect at all times.
- (k) Board Members are expected to attend meetings at the appointed time, fully prepared to participate.

ARTICLE 14 - REMUNERATION

14.1 Remuneration

- (a) No person shall be entitled to any form of remuneration or material benefit, by reason of being a Director of the Association.
- (b) Directors, volunteers and employees shall be entitled to be compensated for their pre-approved expenses properly incurred by them in connection with the affairs of the Association.

ARTICLE 15 - LIQUIDATION OR DISSOLUTION

15.1 Decision to Dissolve

The decision to dissolve the Association and to surrender the Certificate of Incorporation shall be obtained by a Special Resolution.

15.2 Disposal of Assets

In the event of the liquidation or dissolution of the Association, the assets of the Association shall, after all debts have been paid, be distributed to one or more charitable or non-profit organizations as may be determined by a Special Resolution.

ARTICLE 16 - AMENDMENT OF BYLAWS

16.1 Amendment of Bylaws

The Bylaws of the Association shall not be rescinded, altered or added to except by a Special Resolution of the Members. No rescission or alteration of or addition to the Bylaws has effect until it has been accepted by the Corporate Registry of Alberta.

These amended Bylaws executed this 28th day of April, 2022 under the sanction of a Special Resolution of the Members passed at a Meeting held on March 25, 2022

