

# **Archives Society of Alberta**

## **By-law**

**Approved by Members – May 23, 2015**

**Approved by Registrar of Corporations, Province of Alberta – October 11, 2016**

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A By-law relating generally to the conduct of the affairs of the Archives Society of Alberta. Be it enacted and it is hereby enacted as a By-law of the Archives Society of Alberta, hereinafter referred to as the "Society."

## **SECTION 1 – MEMBERSHIP**

- 1.1 The Society shall consist of honorary life members, individual members, institutional members, associate institutional members and sustaining members.
  - 1.1.1 Honorary life membership shall be accorded by a majority vote of the membership to persons who are distinguished for their archives work or who have rendered distinguished service to the Society, or are otherwise deemed worthy of the honour. Each proposal to enrol a person as an honorary life member shall be submitted on recommendation of the Board of Directors to the Annual General Meeting for the approval of the membership. Honorary life members have the right to vote and hold office in the Society and shall not be required to pay membership dues.
  - 1.1.2 Individual membership shall be accorded to any person who supports the objectives of the Society, and who is engaged in archival work and who has paid the annual membership fee of the Society. Individual members in good standing have the right to vote and to hold office in the Society. Individual membership is offered at a reduced rate to the following persons: Students (registered full-time in a post-secondary institution); Seniors (aged 65 or older); Archives Volunteers and Supporters (who support archives and archival work but are not directly employed in archives).
  - 1.1.3 Institutional membership shall be accorded to those institutions that are engaged in the identification, preservation and the use of archival records. Institutions applying for membership shall: submit a written operational mandate, officially approved by their parent bodies; have an ongoing commitment of financial support from the parent body to provide both staff and physical facilities; have regular hours of opening equivalent to at least one day or seven hours per week; have an access policy consistent with the purpose of its parent body and operating procedures consistent with generally recognized archival practices. Applications for institutional membership shall be approved by the Board of Directors and shall be valid for five years, subject to review for compliance with the definition of institutional membership. An institutional member in good standing shall designate only one representative to vote and to be eligible to hold office in the Society.
  - 1.1.4 Associate institutional membership is accorded to those institutions that support the aims and objectives of the Society, have paid the annual membership dues of the Society, but do not qualify for Institutional membership. Associate Institutional members are not eligible for grant funding under this category. An Associate Institutional member in good standing shall designate only one person to vote and to be eligible to serve on Society committees.
  - 1.1.5 Sustaining membership is open to any individual or institution who wishes to support the goals and objectives of the ASA by paying more than the set fee established in the Individual, Associate Institutional, and Institutional membership categories. A sustaining member shall have the right to vote and to be eligible to hold office in the Society.
- 1.2 The scale and amount of membership dues shall be determined, from time to time, by the Board of Directors of the Society. Annual membership dues shall be paid yearly in advance.

- 1.3 Membership years shall be the same period as the Society's fiscal year.
- 1.4 The **Society's Secretariat** or delegate shall notify the members of the dues or the fees at any time payable by them and if they are not paid within ninety days of the date of such notice, the members in default shall therefore automatically cease to be members of the Society, but any such members may, on payment of all unpaid dues or fees, be reinstated.
- 1.5 Members may resign by submitting a resignation in writing. Such resignation shall be effective upon receipt thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which becomes payable by him to the Society prior to the receipt by the Board of Directors of his resignation. No portion of any prepaid membership fee shall be refunded to the member resigning.
- 1.6 The Board of Directors shall have the power by a majority vote of the whole, which may be by letter ballot, to remove from the membership roll the name of any member who, in the judgment of the Board of Directors, is no longer worthy of being connected with the Society, and such person or institution shall cease to be connected in any way with the Society, but the Board of Directors shall give any such person the right to appear before the Board and be heard.
  - 1.6.1 In any case in which it is proposed to expel a member of the Board, that member of the Board who it is proposed to expel may not cast a vote for or against his own expulsion.
  - 1.6.2 If a majority of the whole Board has voted for the expulsion of a member, the membership must confirm this decision at the next meeting of the Society and shall first give to any such member the right to appear before the Society and be heard. In any case in which it is proposed to expel a member, that member who it is proposed to expel may not cast a vote for or against removal.

## SECTION 2 – BOARD OF DIRECTORS

- 2.1 The affairs of the Society shall be carried out by a Board of Directors of six (6) Directors who will fill offices of President; Vice-President; Secretary; Treasurer; Institutional Member-at-Large; and Individual Member-at-Large.
  - 2.1.1 The President shall be the Chair of the Board; will provide executive supervision to the Board and shall cast the deciding vote in the case of a tie vote at any meeting.
  - 2.1.2 The Vice-President shall discharge the duties of the President in the President's absence and shall act as a Standing and/or Select Committee liaison at the request of the President.
  - 2.1.3 The Treasurer shall be responsible for the financial management and reporting of the Society; shall keep or cause to be kept the books of accounts and the accounting records required by the Alberta Societies Act; shall report regularly to the Board and annually to the membership on the financial status of the Society; and shall have signing authority.
  - 2.1.4 The Secretary shall be the clerk of the Board and shall attend all meetings and record all facts and minutes of all proceedings in the books kept for the purpose. The Secretary shall give all notice required to be given to the members and to Directors and shall be custodian of the Seal and where appropriate affix the Seal to any documents, correspondence or papers. The Secretary is also custodian of all non-financial books, papers, records, correspondence, contracts and documents belonging to the Society. The Secretary shall act as a Standing and/or Select Committee liaison at the request of the President.

- 2.1.5 The Institutional Member-At-Large shall carry out duties and special projects as required by the Board; shall act as a Standing and/or Select Committee liaison at the request of the President; shall serve as the Chair of the Grants Committee and the Institutional Forum; shall review institutional membership applications and their continued compliance with the membership criteria; and may represent the Society at the meeting of the Canadian Council of Archives.
- 2.1.6 The Individual Member-at-Large shall carry out duties and special projects as required by the Board and shall act as a Standing and/or Select Committee liaison at the request of the President.
- 2.2 The Directors shall be responsible to the membership for the formulation of policy, the **governance** of the Society and for such other duties that the Society may delegate to the Board from time to time.
- 2.3 A Director must be a resident of Alberta who holds an individual or honorary life membership in the Society or be the head of an institution holding an institutional membership in the Society.
- 2.4 All Directors, except the Institutional Member-At-Large, shall be elected at the Annual General Meeting of the Society from the membership of the Society. The slate of individuals who stand for election as Director shall be established by the Nominations & Awards Committee and by nominations from the floor at the Annual General Meeting of members. The election of Directors shall be by ordinary resolution of the membership. If an election of Directors is not held at the proper time the incumbent Directors shall continue in office until their successors are elected. No person shall hold more than one (1) office concurrently.
- 2.4.1 The Institutional Member-at-Large shall be elected by a majority of Institutional Members of the Society at an Institutional Forum prior to the Annual General Meeting of the Society.
- 2.4.2 The Treasurer, Individual Member-at-Large and the President shall be elected in even-numbered years and the Secretary, the Institutional Member-at-Large and the Vice-President shall be elected in odd-numbered years.
- 2.5 The term of office for each Director shall be two (2) years. Any individual who has been elected to serve a term as a member of the Board of Directors is eligible for nomination and election for a second term. No member of the Board of Directors shall be elected or appointed to the same office for more than two (2) terms consecutively. **A Director can serve a maximum of three consecutive terms.**
- 2.5.1 If a member of the Board of Directors is appointed to another position on the Board, that member must resign from the position to which they were elected prior to assuming the new office. The term of the appointment will expire at which time the office is normally scheduled for election.
- 2.6 An Annual Inaugural Meeting of the Board of Directors will be held no more than one (1) month following the Annual General Meeting of the Society. Thereafter the Board shall meet as often as practical on all matters affecting the policy and interests of the Society. The meetings of the Board shall be held at any place in Alberta. No business shall be transacted at the meeting of the Board unless a quorum is present. A quorum of the Board shall be the presence of a majority of the Directors. Notwithstanding a vacancy amongst the Directors, the quorum of Directors shall exercise the powers of the Board.

- 2.7 Membership of the Board of Directors shall automatically be vacated by any member who:
- 2.7.1 Offers a resignation in writing to the Board;
  - 2.7.2 Is absent for more than three (3) consecutive Board meetings without a valid reason;
  - 2.7.3 Is requested to resign for reasons of incapacity; or,
  - 2.7.4 Holds any other office or place of permanent employ within the Society.
- 2.8 If a Director is concerned in or participates in the profits of any contract with the Society, the Director shall not be required to vacate office by reason of being a shareholder or member of any corporation that has entered into contract with the Society, but that Director shall not vote in respect of such contract work. A Director who is in any way directly or indirectly interested in a proposed contract or a contract with the Society shall declare his interest at a meeting of the Board and shall not vote in respect of such transaction.
- 2.9 Subject to the provisions of the Alberta Societies Act, the members of the Society may, by ordinary resolution at a Special Meeting, remove any Director or Directors from office and may elect a qualified person or persons in his or their stead for the remainder of his or their term.
- 2.10 A quorum of the Board may fill a vacancy in the Board.
- 2.11 The Directors shall receive no remuneration as such but shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any Committee thereof and in carrying out the business of the Society. Rates of reimbursement shall be determined by the Board of Directors from time to time.
- 2.12 The Board may appoint or hire an Executive Director or Committee as it may require and delegate to such members or Committees any of the powers of the Directors.
- 2.13 The Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society, or a person who acts or acted at the Society's request as a Director or Officer of the body corporate of which the Society is or was a member or creditor, and such person's heirs and legal representatives, to the extent permitted by the Alberta Societies Act.
- 2.14 To the extent permitted by law no Director or Officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or to any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any monies of or belonging to the Society shall be placed out or invested for any loss or damage arising from the bankruptcy insolvency of any person or institution with whom the Society has contracted.

### SECTION 3 – COMMITTEES

- 3.1 The Board may from time to time constitute such Standing Committees as it deems necessary to assist the Directors in carrying out the affairs of the Society.
- 3.2 Standing Committees may include an Education Committee; a Grants Committee; a Nominations and Awards Committee; a Communications Committee; and the **Alberta On Record** Committee.
- 3.1.1 The Education Committee is responsible for the development, implementation, and co-ordination of archival educational programs for the membership and shall advise the Board of Directors on matters relating to the educational activities of the Society.

- 3.1.2 The Grants Committee shall advise the Board of Directors on matters relating to the allocation of grants to recognized individuals and institutions and the establishment of criteria to determine such allocations. The Grants Committee shall prepare for action by the Board of Directors representations to government and other agencies for funding to fulfill the need of the provincial archival community; shall establish procedures to review and adjudication applications for financial assistance and shall adjudicate such applications.
- 3.1.2.1 The Grants Committee shall consist of the Institutional Member at Large who will serve as Chair of the Committee, two (2) other members of the Board of Directors; and two (2) members from the membership at large to be elected at the Annual General Meeting.
- 3.1.2.2 **Grants committee members serve for two years.**
- 3.1.3 The Nominations & Awards Committee shall be responsible for soliciting and receiving nominations for election of **Directors**; determining the eligibility of nominees; informing nominees of their duties; distribution of ballot papers and electoral information, conducting ballots; reporting results to the Annual General meeting and recommending alterations in procedures. It shall also be responsible for adjudicating and recommending applications for awards and honorary members to the Board of Directors; recommending new awards to the Board of Directors and developing terms of reference and forms of recognitions for awards.
- 3.1.3.1 The Nominations & Awards Committee shall consist of one current board member, one past board member, and one at-large member. It shall convene once a year no less than thirty (30) days prior to the Annual General Meeting.
- 3.1.4 The Communications Committee shall advise the Board of Directors on issues of public awareness, advocacy and professionalization and other matters which affect the operation of Alberta's archives, archivists, and members of the Society; and shall engage in projects which will further public awareness of Alberta's archives, archivists, and members of the Society.
- 3.1.5 The **Alberta On Record** Committee shall advise the Board of Directors on issues related to the Society's online database.
- 3.2 The Board may from time to time appoint Select Committees as required to carry out specific responsibilities and assist the Directors in carrying out the affairs of the Society.
- 3.3 The Board of Directors shall appoint the Chair of each Committee. The Chair of each Committee shall recommend appropriate membership for the committees for approval by the Board. All Committees shall have a minimum of three (3) and a maximum of six (6) members. The Chair of standing Committees shall be appointed for a term of two (2) years and may be reappointed for a second or subsequent term. Select Committees will normally cease to exist at the termination of the next Annual General Meeting after the appointment unless re-appointed by the Board.
- 3.3.1 Any member of any Committee of the Board of the Society who is in any way directly or indirectly interested in a proposed contract or a contract with the Society shall declare his interest at a meeting of the Board or Committee and shall not vote in respect of such transaction.
- 3.4 Except as may be provided by the Board, the Committees will meet at least twice per year for the transaction of business and will otherwise regulate their affairs as they think fit, provided, however, that a majority of the members of each Committee shall constitute a quorum thereof for the transaction of their business. Questions arising at any meeting of the Committee will be decided by a majority of the votes and in case of an equality of votes, the Chair shall have a second or casting vote. Expenses

incurred by the members of Standing and Select Committees of the Society will be reimbursed at rates from time to time determined by the Board of Directors.

- 3.5 The Chairs of Standing and Select Committees or delegate will submit a formal written report to the Secretary to be included for publication in the Annual Report and other reports as required to the Board of Directors. The Chairs of Standing and Select Committees or delegate may be called upon to report to the members at the Annual Meeting on the activities of their respective Committees.

#### SECTION 4 – INSTITUTIONAL FORUM

- 4.1 An Institutional Forum shall exist for the purpose of establishing a network of archival institutions and for discussing issues of common concern to **institutional members of the Society**. The Forum shall meet at least once per year at a time no less than one (1) week before the Annual General Meeting of the Society and on other occasions as deemed appropriate by the Forum. In odd-numbered years, institutional members at the Forum will elect one (1) person to be the Institutional Member-At-Large, who will act as chair of the Forum. As appropriate, the Forum will make recommendations to the Board of Directors through the Institutional Member-At-Large on matters affecting the Institutional Members of the Society and the development of the archival community and its needs.

#### SECTION 5 – MEETINGS

- 5.1 The Annual **General** Meetings of the Society, including the Institutional Forum, shall be in such a place as may be determined by the Board of Directors provided that such meetings are held within ninety (90) days of the end of the financial year of the Society.
- 5.2 Subject to the provisions of the Alberta Societies Act, Special Meetings of the members of the Society may be convened at any time or place by order of the President, or by the Board on its Motion, or on the requisition of one-tenth (1/10) of the membership of the Society.
- 5.3 At least fourteen (14) days notice of any General Meeting, Annual **General** Meeting, or Special Meeting, specifying the date, hour and place of the meeting and in the case of Special Meetings, the nature of the special business will be given to members, but non-receipt of such notice by any member of the Society shall not invalidate the proceedings of any such meetings.
- 5.3.1 In the case of an Annual **General Meeting** or special meeting of the Society where a special resolution is proposed, the Secretary **or delegate** must notify the members not less than twenty-one (21) days before the Annual General Meeting or Special Meeting of the Society.
- 5.4 Presence in person, or by proxy, of at least one tenth (1/10) of the members in good standing or at least ten (10) members, whichever is the smaller number, shall be necessary to constitute a quorum at any Annual, General **Meeting** or Special **Meeting**.
- 5.5 The President of the Society shall be the Chair at Board and Annual General **Meetings** unless the members present shall, by resolution passed at the commencement of the meeting (which may be introduced by any member present at the meeting), choose any other person present to be Chair.
- 5.6 At any meeting of members, every question shall, unless otherwise required by the By-law, be determined by the majority of votes cast on the question. In the case of an equality of votes, either upon a show of hands or upon a ballot, the Chair of the meeting shall cast the deciding vote.
- 5.7 At any meeting of members, every member shall be entitled to vote who at the time of taking a vote is entered in the Membership Register as a member of one (1) or more classes of membership carrying

the right to vote at such a meeting. Individual Members serving as the representatives of Institutional Members may vote in both capacities.

- 5.8 Every member entitled to vote at meetings of members by means of a proxy may appoint a proxy holder or one (1) or more alternative proxy holders, who are not required to be members, to attend and act at the meeting and under the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be executed by the member or by his attorney authorized in writing. A proxy is valid only at the meeting in respect of which it is given or of any adjournment thereof. A member may revoke a proxy. An instrument appointing a proxy may be substantially in the following form:

The undersigned member of the Archives Society of Alberta hereby appoints \_\_\_\_\_ of \_\_\_\_\_ as the proxy of the undersigned to vote and act for the undersigned on behalf of the undersigned at the meeting of the members of the said Society to be held on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_ and at any adjournment thereof.

DATED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_\_\_

SIGNATURE \_\_\_\_\_

- 5.9 Any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one (1) vote except as provided in paragraph 5.7. Wherever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the Minutes of the Meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any Resolution or other proceedings in respect of the said question and the result of the vote so taken shall be the decision of the members upon the said question.
- 5.10 On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member or proxy holder entitled to vote at the meeting may require and demand a ballot. A ballot so demanded or required shall be taken in such a manner as the Chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If the ballot is taken, each person present shall be entitled, in respect of the membership question, to that number of votes provided in the By-Law, and the result of the ballot so taken shall be the decision of the members.
- 5.11 A Resolution in writing signed by all of the members entitled to vote thereon at a meeting of members is as valid as if it had been passed at a meeting of the members unless a written statement with respect to the subject matter of the Resolution is submitted by a Director or the Auditors in accordance with the Alberta Societies Act.

## SECTION 6 – NOTICES

- 6.1 Any notice (which term includes a communication or document) to be given, sent, delivered or served pursuant to the Alberta Societies Act, the Regulations thereunder, By-law or otherwise to a Member, Director, Officer, Auditor or Member of a Committee of the Board shall be sufficiently served or sent if delivered personally to that person; if mailed by prepaid ordinary mail to that person at the most recent address of that person recorded in the records of the Society; if faxed to the most recent fax number of that person recorded in the records of the Society; or if sent by email to that person at the most recent email address of that person recorded in the records of the Society.

- 6.2 A notice given by personal delivery shall be deemed to have been received by the person to whom it is to be given on the day of actual delivery if delivered personally to that person or sent by email. A notice mailed to the address set out in Section 6.1 shall be deemed to have been received five days following the day when the notice was deposited in a post office or public letter box.
- 6.3 The signature or signatures to any notices to be given by the Society may be written, stamped, typewritten, printed or be in a similar electronic form.
- 6.4 In **determining** a date when a notice must be given under the provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of meeting or other event shall be included.
- 6.5 The accidental omission to give notice to any Member, Director, Officer, Auditor or Member of a Committee of the Board, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded upon.
- 6.6 Any Member (or the member's duly appointed proxy holder), Director, Officer, Auditor or Member of a Committee of the Board may waive any notice required to be given to such person under provisions of the Alberta Societies Act, the By-law or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.
- 6.7 If any notice given to a Member pursuant to paragraph 6.1 above is returned on three (3) consecutive occasions because such person cannot be found, the Society shall not be required to be given any further notice to such Member until such person informs the Society of a new address.
- 6.8 A certificate of the Secretary or other duly authorized Officer of the Corporation in Office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, Auditor or Officer or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Auditor, or Officer of the Society as the case may be.

## SECTION 7 – FINANCIAL AFFAIRS

- 7.1 The Directors may from time to time:
- 7.1.1 Borrow money on the credit of the Society;
  - 7.1.2 Issue, sell, or pledge securities of the Society; and
  - 7.1.3 Charge, mortgage, or pledge all and any of the real or personal property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt, or any other obligation of liability of the Society.

From time to time the Directors may authorize any Director, Officer, or employee of the Society or any other person to make arrangements with reference to the monies borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms, and conditions and to give such additional securities for any monies borrowed or remaining due to the Society as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Society.

- 7.2 The Society shall have the power to acquire, by purchase, contract or donation, legacy, gift, grant, bequest or otherwise any personal property and to enter into and carry out any agreements, contracts, or undertakings incidental thereto and to sell, dispose of or convey the same, or any part thereof, as may be considered advisable.

- 7.3 The Society shall have the power to acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such property or interest therein necessary for the actual use and occupation of the Society and when no longer so necessary, to sell, dispose of and convey the same or any part thereof.
- 7.4 The Society shall have the power to compel payments of all sums of money and claims to any real or personal property in which the Society may have an interest and to compromise any such claims, and generally to sue and be sued in its Corporate name.
- 7.5 The Society shall have the power to draw, make, accept, endorse, execute, and issue cheques and other negotiable or transferable instruments.
- 7.6 Deeds, transfers, licenses, contracts, obligations, cheques, drafts, notes, negotiable instruments and banking documents shall be signed on behalf of the Society by any **two (2)** of the following: President, Vice-President, **Treasurer**, Secretary, Individual Member-at-Large, Institutional Member-at-Large, or **Executive Director**.
- 7.7 Notwithstanding any provisions to the contrary contained in the By-law of the Society, the Board may at any time, by Resolution, direct the manner in which, and the person and persons by whom, any particular instrument, contract or obligation of the Society may or shall be executed.
- 7.8 Unless otherwise authorized by the Board of Directors and approved by the membership, the fiscal year of the Society shall be the thirty-first (31) day of March.
- 7.9 At each Annual General Meeting, the members present shall appoint auditors to audit the accounts of the Society to hold office until the next Annual Meeting. The auditors may be a duly qualified accountant in and for the Province of Alberta or any two (2) members of the Society, provided they are not Directors or employees of the Society. The Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditors is to be fixed by the Board of Directors.

## SECTION 8 – BOOKS AND RECORDS

- 8.1 The Directors shall ensure all necessary books and records of the Society required by the By-law of the Society or by any applicable Statute or Law are regularly and properly kept at the head office of the Society or in a secure and accessible location.
- 8.2 The Provincial Archives of Alberta shall be the repository of the archival records of the Society.
- 8.3 The preparation and custody of the Minutes of the Proceedings of the Society and the Board of Directors and other books and records of the Society shall be the responsibility of the Board of Directors of the Society. At the end of the fiscal year, retiring **Directors** will convey to the Secretary all books and records of the Society and if the Secretary has finished his or her term, he or she shall convey all records to the incoming Secretary.
- 8.4 The books and records of the Society shall be administered according to retention and disposal schedules approved by the Board of Directors. The Board of Directors shall from time to time establish appropriate access policies and procedures relating to the current and archival records and books of the Society.
- 8.5 Members in good standing with the Society may inspect the books and records of the Society at the registered office of the Society during normal business hours.

**SECTION 9 – AMENDMENT**

9.1 The By-law of the Society shall not be amended, altered or added to except by a special Resolution of the Society passed by a majority of not less than seventy-five percent (75%) or three-quarters (3/4) of the members in good standing as are present to vote in person or by proxy at an Annual General Meeting or a Special Meeting of the Society. Notice to propose a Special Resolution shall be deemed to be duly given if signed by a member in good standing and received by the Secretary and the Secretary has notified the members not less than 21 days before the **Annual General Meeting** or **Special Meeting** of the Society.

**SECTION 10 – BUSINESS OF THE SOCIETY**

- 10.1 Until changed in accordance with the Alberta Societies Act, the registered office of the Society shall be in Edmonton, in the Province of Alberta.
- 10.2 The banking business of the Society shall be transacted with such chartered banks, trust companies, credit unions, other bodies, or corporate organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instruments, delegations, and power as the Board may from time to time prescribe or authorize.

**SECTION 11 – COMMENCEMENT OF BY-LAW**

11.1 This By-law shall come into effect on the day it is signed and the passing of said By-Law:

Dated this 23<sup>th</sup> day of May, A.D. 2015

(signed)\_\_\_\_\_.

(signed)\_\_\_\_\_.

(signed)\_\_\_\_\_.

(signed)\_\_\_\_\_.

(signed)\_\_\_\_\_.

(signed)\_\_\_\_\_.