

# **Shred Collective Mountain Bike Association Bylaws**

**Hereinafter referred to as "The Association".**

## **ARTICLE 1: PREAMBLE**

### **1.1 A Description**

Registered Bylaws represent the structural and organizational terms of reference which shall be used by the Association in fulfilling the intent of its registered objects.

## **ARTICLE 2: DEFINING AND INTERPRETING THE BYLAWS:**

### **2.1 Definitions**

In these Bylaws, the following words 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.
- 2.1.2 **Board** means the Board of Directors of the Association.
- 2.1.3 **Bylaws** mean the Bylaws of the Association as amended.
- 2.1.4 **Director at Large** means any person elected or appointed to the Board of Directors as per bylaws under Article 5.1.
- 2.1.5 **Board of Directors** means the governing body of the Association, comprised of Members in Good Standing, and whom are either elected or appointed to hold office on the Board of Directors for a set length and term of service, as described in bylaw under Article 5.1.
- 2.1.6 **Electronic Meetings** means any form of Electronic Meeting, in whole or part, where all bylaws under their respective Meetings section are adhered to in place of meeting -in-person, in accordance with the Societies Act of Alberta.
- 2.1.7 **Meeting:** Any meeting of the board and/or membership held in-person, electronic or a hybrid, where all Bylaws under their respective Meetings section are adhered to in accordance with the Societies Act of Alberta.
- 2.1.8 **Member** means a Member of the Association who is at least 18 years of age.
- 2.1.9 **Executive Officer** means any Executive Officer listed in Article 5.2.
- 2.1.10 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Association.
- 2.1.11 **Association** means the Shred Collective Mountain Bike Association.
- 2.1.12 **Special Meeting** means the Special General Meeting described in Article 4.4.

2.1.13 **Special Resolution** means a resolution passed at an Annual General Meeting or Special General Meeting of the membership of the Association. There must be a minimum of twenty-one (21) days' notice for this meeting and "Special Resolution" shall be defined by the Societies Act of Alberta.

2.1.14 **Days** will be recognized as Calendar days.

2.1.15 **Member in Good Standing** means a member who has a designated membership and has not been suspended or expelled.

## **2.2 Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws.

2.1.1 **Singular and Plural** words indicating the singular number also include the plural, and vice-versa.

2.2.2 **Masculine and Feminine** words indicating the masculine gender also include the feminine, and gender neutral, and vice-versa.

2.2.3 **Corporation** words indicating persons may also include businesses.

2.2.4 **Headings** are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.5 **Liberal Interpretation** of these Bylaws must be interpreted broadly and generously.

## **ARTICLE 3: MEMBERSHIPS**

### **3.1 Classification of Members**

There are two (2) categories of Members:

- a) Regular Member;
- b) Business Member;

#### **3.1.1 Regular Member**

A Regular Membership shall include individuals, or a household up to two (2) adults and their dependents. To become regular Members, such persons shall:

- a) Reside in the same dwelling;
- b) Register and sign the waiver as indicated by the Association to become a Regular Member; and
- c) Be entitled to one (1) vote per household at the Annual General Meeting or Special General meeting only.

#### **3.1.2 Business Member**

A Business Membership shall be limited to one (1) person, on behalf of the business they work for, with, or with whom they represent when purchasing a Business Membership with the Association. To become a Business Member, such persons shall:

- a) Pay the annual membership fee designated for Business Members;

- b) Engage in a sponsorship contract with the Association; or
- c) Receive a membership at no charge as directed by the Association; and
- d) Be entitled to one (1) vote on behalf of the business they work for.

### **3.2 Memberships Fees**

3.2.1 The annual membership fees and all other such dues and amounts shall be determined from time to time by the Board of Directors.

3.2.2 There are no refunds of the Membership fee for any reason.

### **3.3. Membership Year**

The Membership year is one year from the date of member's purchase.

### **3.4 Payment Date**

Payment if required of the Membership fees shall be on the date of purchase or at the expiry of that Membership year.

### **3.5 Suspensions and Expulsions**

#### **3.5.1 Reasons**

The Board of Directors may suspend a membership or expel a membership for any period of time determined by the Board of Directors, by majority affirmative vote of the Board for one or more of the following reasons:

- a) If the Member has failed to abide by the Bylaws;
- b) If the Member has disrupted meetings or functions of the Association; or
- c) If the Member has done, or has failed to do what ought to be done, anything that may be deemed to be harmful to the Association.

#### **3.5.2 Appeals Process**

3.5.2.1 The affected Member shall receive verbal conversation related to the infraction noticed by a board member(s).

3.5.2.2 The affected Member shall receive written notice of the Board's intention to hold a Special Meeting to address whether that Member should be suspended, expelled, or not. The Member will receive at least two (2) week's notice before the Special Meeting. The notice will be sent to the last known address of the Member shown in the records of the Association, including but not limited to: electronic communications sent to the last known email address, or by registered mail, or both.

3.5.2.3 The Member shall have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

3.5.2.4 The Board shall determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

3.5.2.5 The Board may exclude the Member from its discussion of the matter including the deciding vote.

3.5.2.6 The decision of the Board is final. The member shall be advised in writing by electronic communications sent to the last known email address, or by registered mail, or both.

### **3.5.3 Refund of Membership Fees**

There will be no refund of membership fees to any Member suspended or expelled.

## **3.6 Reinstatement**

Member(s) can apply to have their Membership reinstated after the period of time has passed by which the Board determined suspension of Membership. Member(s) who have been suspended and declared to be not in good standing may, upon application for reinstatement to the Association, be reinstated by a majority affirmative vote of the Board.

## **3.7 Termination of Membership**

Any Member may resign from the Association at any time.

# **ARTICLE 4: MEETINGS OF THE ASSOCIATION**

## **4.1 Meeting Procedures**

Unless otherwise specified, meetings of the Association shall follow the guidelines of formal meetings by Robert's Rules of Order and minutes shall be taken and recorded. The original copy of the minutes shall be filed at the office of the Association and or a secured cloud storage drive.

## **4.2 Annual General Meeting**

4.2.1 The Annual General Meeting of the Association shall be called each year by the Board, no later than five (5) months past year end, held at such place or places within The Province of Alberta and at such time or times as the Board of Directors may from time to time determine. Electronic or virtual meetings are permitted.

4.2.2 A minimum of twenty one (21) days' notice shall be given to all members prior to the Annual General Meeting, communicated in any matter determined by the Board. Notice includes but is not limited to: email communication providing written notice to registered Members; electronic notice on the Association website/social media; or by other means of communications to the Membership determined by the Board.

### **4.2.3 Agenda of the Meeting**

- a) Approval of the previous Annual General Meeting Minutes
- b) Reviewing Director reports;
- c) Reviewing the audited financial statements;
- d) Appointment of auditors for the upcoming fiscal year;

- e) Nomination of a new Board of Directors; and
- f) Considering matters specified in the meeting notice.

#### **4.2.4 Quorum**

An official quorum shall be no less than a minimum of five (5) Directors and no less than ten (10) Members.

#### **4.2.5 Voting**

##### **4.2.5.1 Eligibility**

The only Members who are eligible to vote at the Annual General Meetings of the Association are Regular Members. Each Member of the Board of Directors may cast one (1) vote, except for the President, who may only cast one (1) vote in the event of a vote resulting in a tie.

##### **4.2.5.2 Casting of Ballots**

Voting will be held by secret ballot upon the request of five (5) Members, in the event where two (2) or more people are nominated for the same position. The Board shall appoint one (1) Member in Good Standing and one (1) Member on the Board of Directors to be present and oversee the counting of secret ballots.

##### **4.2.5.3 Number of Votes**

Each household represented by any Member holding a Regular Membership, is entitled to one (1) vote. The household must have a valid membership.

##### **4.2.5.4 The Association shall keep up-to-date Membership records that provide all final data regarding who is eligible to vote.**

##### **4.2.5.5 No Members of the Association may vote by proxy.**

##### **4.2.5.6 A simple majority of votes of the voting Members present decides each issue and resolution unless the issue needs to be decided by a Special Resolution.**

### **4.3 Special General Meetings of the Association**

#### **4.3.1 Calling of a Special General Meeting**

A Special General Meeting of the Association may be called by order of a majority vote of the Board of Directors or by twenty-five (25) Members in Good Standing, with voting rights, of the Membership of the Association.

#### **4.3.2 Notice**

Notice of the time and place of all Special General Meetings, including the specific nature of the business to be transacted, shall be communicated as per bylaw Article 4.2.2, and as deemed necessary by the Board at least twenty one (21) days before the holding of the meeting in any public manner determined by the Board.

#### **4.3.3 Quorum**

Quorum for any Special General Meeting will be a total of 25 members, including no less than five (5) Directors.

#### **4.3.4 Agenda for Special General Meeting**

Only matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

#### **4.3.5 Voting Rights**

All voting Members in Good Standing may cast one (1) vote per household, in accordance with the voting rights outlined for Annual General Meetings in Article 4.2.5.1.

#### **4.3.6 Proxy Votes**

No Members of the Association may vote by proxy.

### **4.4 Proceedings at the Annual or a Special General Meeting**

#### **4.4.1 Attendance by the Public**

Annual or Special General Meetings of the Association are open to the public. A majority of the members may ask any persons who are not Members to leave.

#### **4.4.2 Failure to Reach Quorum**

If there is no quorum at a General Meeting within thirty minutes from the time appointed for that meeting, and provided that a minimum of one (1) Officer and ten (10) Voting Members, other than Board Members, are in attendance:

- a) The Chairperson shall, at their 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 Bylaws for a Special Resolution must be complied with if a Special Resolution is proposed for sanction at that rescheduled General Meeting; and
- b) If there is no quorum at the rescheduled General Meeting conducted under the preceding paragraph within fifteen (15) 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.

#### **4.4.3 Duration**

The duration of a meeting is from the time the meeting is called to order and ends at adjournment.

#### **4.4.4 Presiding Officer or Chairperson**

4.4.4.1 The President chairs every Meeting of the Association. If the President is not present, the Board chooses the Presiding Officer or Chairperson.

4.4.4.2 The President, Presiding Officer, or Chairperson may not vote on any business matters, unless a vote results in a tie. In such a case, the President, Presiding Officer, or Chairperson may then cast one (1) vote, in accordance with Article 4.2.5.1.

#### **4.4.5 Adjournment**

The President, Presiding Officer, or Chairperson, may adjourn any Annual or Special General Meeting with the majority approval of the Board of Directors at such meeting. Any reconvened Meeting of the Membership may only conduct unfinished business remaining from the initial meeting as per Article 4.4.2.

#### **4.4.6 Failure to Give Notice of Meeting**

An action taken at an Annual or Special General Meeting cannot be deemed invalid due to:

- a) Accidental omission to give any notice to any Member;
- b) Any Member not receiving any notice; or
- c) Any error in any notice that does not affect the meaning.

### **4.5 Board of Directors Meetings**

#### **4.5.1 Number**

The Board shall hold a minimum of three (3) meetings per Board year.

#### **4.5.2 Quorum**

Quorum for any Board of Directors Meetings shall be set at fifty percent (50%) plus 1 of the Members currently serving on the Board of Directors.

#### **4.5.3 Voting**

4.5.3.1 Each Board Member, including the President, Presiding Officer, or Chairperson, is entitled to one (1) vote at a Board of Directors Meeting.

4.5.3.2 In the event of a vote resulting in a tie, where the President's vote has already been cast and included, the motion is defeated.

4.5.3.3 All Members of the Association and interested parties are eligible to attend Board of Directors Meetings. Members' agenda requests will be addressed within the first hour of the Meeting. Members will be asked to leave after their request has been dealt with and/or during a vote. Only the Board is eligible to vote.

#### **4.5.4. Notification**

Notice of the time and place of all Board Meetings, including the general nature of the business to be transacted shall be communicated at the discretion of the Board, seven (7) days prior to the meeting.

#### **4.5.5 Proxy Votes**

Proxy votes are allowed for Board of Directors and Executive Officer meetings.

#### **4.5.6 Discussion**

The Board may deem portions of the meeting closed to non-Board members.

## **ARTICLE 5: GOVERNING STRUCTURE**

### **5.1 The Board of Directors**

#### **5.1.1. Governance and Management of the Association**

The Board governs and manages the affairs of the Association. The Board may hire employees or pay honorariums to non-Board Members to carry out

additional functions as deemed necessary, approved, and as supervised by the Board of Directors.

#### **5.1.2 Remuneration**

No Director or Member shall receive any remuneration, for any purpose, or for any work conducted on behalf of the Association. In the event a Director or Member has incurred reasonable, out-of-pocket expenses for supporting the business of the Association, the Director or Member may be reimbursed.

#### **5.1.3 Powers and Duties of the Board**

The Board has the powers of the Association, except as stated in the Societies Act. The powers and duties of the Board may include:

- a) Promoting the Objects of the Association;
- b) Promoting Membership in the Association;
- c) Hiring employees to operate the Association;
- d) Regulating employees' duties and setting their salaries;
- e) Maintaining and protecting the Association's assets and property;
- f) Approving an annual budget for the Association;
- g) Paying all expenses for operating and managing the Association;
- h) Paying persons for services;
- i) Investing any extra monies;
- j) Financing the operations of the Association or raising monies;
- k) Making policies for managing and operating the Association;
- l) Approving all contracts for the Association;
- m) Maintaining all accounts and financial records of the Association;
- n) Appointing legal counsel, as necessary;
- o) Making policies, rules and regulations for operating the Association and using its facilities and assets;
- p) Selling or disposing of any or all of the property of the Association;
- q) Reading and understanding these Bylaws; and
- r) Without limiting the general responsibilities of the Board, delegating its powers and duties to employees of the Association.

#### **5.1.4 Responsibilities**

Every Director in exercising their powers and duties shall:

- a) Act honestly and in good faith with a view to the best interest of the Association; and
- b) Exercise the care, diligence and skill that a reasonable careful person would exercise in similar circumstances.

#### **5.1.5 Structure**

The Association shall be governed by its members through an elected Board of Directors, who are Members in Good Standing and who hold Regular Memberships in the Association, with corresponding voting rights as outlined in Article 3.1

**5.1.6 The Board** consists of Executive Officers and Directors-at-Large. There will be a minimum of five (5) Board Members to a maximum of eight (8).

#### **5.1.7 Nominations**



A slate of candidates comprised of voting Members in Good Standing may be presented at the Annual General Meeting, but nominations for each position may also be received from the floor.

### **5.1.8 Election**

- 5.1.8.1 The Board shall be elected annually at the Annual General Meeting by the Association's voting Membership.
- 5.1.8.2 Any Member in Good Standing may be nominated as a candidate to be elected to the Board of Directors. If the Member is unable to attend the Membership meeting where elections take place, the Member may still be considered eligible for election, in their absence, under the condition they have provided written acceptance of their nomination to the Board of Directors prior to the meeting.
- 5.1.8.3 Each eligible voting Member shall be elected to the Board of Directors for a term of one (1) year and may seek re-election at the end of their term.
- 5.1.8.4 At the discretion of the Board, prior to being elected or appointed to the Board, potential Board Members may be invited to participate in an interview process for their Board eligibility and candidacy and may provide a security clearance and a brief resumé for confidential review by the Executive Officers.

### **5.1.9 Vacancies**

Should a vacancy occur on the Board of Directors at any time, the Board may, by a majority vote, appoint any voting Member to fill that vacant position for the remainder of the Board term. Once the Board of Directors annual term of service expires at the Annual General Meeting, the appointed Director must be elected by the Membership, with all eligible candidates, to serve on the Board.

### **5.1.10 Removal of Director and Officers**

A Director shall be automatically removed from office who:

- a) Resigns by giving notice in writing to the President or Secretary; 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.
- 5.1.10.1.1 Subject to the other provisions of Article 5.1.10, the Board shall have the power by at least two-thirds (2/3) 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 Association, 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 Association; or
    - c) Who willfully breaches these Bylaws or the Association Policies and Procedures.
  - 5.1.10.1.2 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 Board meeting called for that purpose. That Director may be accompanied by another person if the Director attends that meeting of the Board.

5.1.10.1.3 A Director whose removal from office has been recommended shall be notified of the proposed removal and the basis therefor at least ten (10) 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 Association or delivered by an Officer to that address.

5.1.10.1.4 The resolution as decided by the Board is final, subject to Paragraph 4.3.1.

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

## **5.2 Executive Officers**

The Executive Officers of the Association shall consist of the President, Vice President, Treasurer and Secretary.

### **5.2.1 The President:**

- a) Must serve a minimum of one (1) year on the Board before becoming eligible for the President role, either as a Director at Large or an Executive Officer;
- b) Supervises the affairs of the Board;
- c) When present, chairs all meetings of the Association;
- d) Is an ex officio member of all Committees;
- e) Acts as the spokesperson for the Association;
- f) Carries out other duties assigned by the Board; and
- g) Cannot be related by blood or marriage to any other member of the Executive Officers.

### **5.2.2 The Vice President:**

- a) Carries out the President's duties if the President is unavailable to do them;
- b) Works with the President in recruiting potential Board members;
- c) Chairs meetings or events in the President's absence;
- d) Champions projects/issues as assigned by the Board; and
- e) Cannot be related by blood or marriage to any other member of the Executive Officers.

### **5.2.3 The Secretary:**

- a) Attends all meetings of the Association;
- b) Keeps accurate minutes of these meetings;
- c) Has charge of the Board's correspondence;
- e) Makes sure all notices of various meetings are sent;
- f) Keeps the Seal of the Association;
- g) Files the Society Annual Return, including changes to the Directors of the Association, and files Amendments to the Bylaws and other incorporating documents with the Corporate Registry;
- h) Carries out other duties assigned by the Board;

- i) Processes required employee paperwork as needed; and
- j) Cannot be related by blood or marriage to any other Member of the Executive Officers.

#### **5.2.4 The Treasurer:**

- a) Oversees and is responsible for all financial records;
- b) Prepares the annual budget;
- c) Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch, or trust company chosen by the Board;
- d) Makes sure a detailed account of revenues and expenditures is presented to the Board, as requested;
- e) Makes sure an audited statement of the financial position of the Association is prepared and presented to Members at the Annual General Meeting;
- f) Carries out other duties assigned by the Board;
- g) Maintains that the financial integrity of the Association is reputable; and
- h) Cannot be related by blood or marriage to any other member of the Executive Officers.

### **5.3 Board Committees:**

#### **5.3.1 Establishing Committees**

The Board of Directors may appoint sub-committees, either long-term standing committees or temporary ad-hoc committees, for a designated period of time, to advise the Board on specific committee business the Board deems necessary.

#### **5.3.2 General Committee Structures**

- 5.3.2.1 One (1) Board Member chairs each committee created by the Board. The Board President is an ex-officio member of all committees.
- 5.3.2.2 The Board of Directors shall designate which Board Members, Association Members, or other volunteers may serve on the committee for Association business.
- 5.3.2.3 Committee meetings, business, and records are not open to the public, unless the Board determines otherwise.
- 5.3.2.4 The Board of Directors maintains full responsibility over all committee business, and may conclude or dissolve committee structures at the Board's discretion.

### **5.4 Ride Leaders:**

#### **5.4.1 Establishing Ride Leaders**

The Board of Directors may appoint Ride Leaders, from time to time as needed, to assist the Board with the operating of the Association.

#### **5.4.2 Voting**

- 5.4.2.1 Any Member in good standing may be appointed as a prospective candidate to be elected as a Ride Leader for the Association.

- 5.4.2.2 At the discretion of the Board, prior to being elected or appointed as a Ride Leader, potential Ride Leaders may be invited to participate in an interview process for their eligibility and candidacy and may provide a security clearance and a brief resumé for confidential review by the Board.
- 5.4.2.3 3 or more votes of the current Board of Directors decides if a new Ride Leaders candidacy is approved.

## **ARTICLE 6: FINANCE AND OTHER MANAGEMENT MATTERS**

### **6.1 The Registered Office**

The Registered Office of the Association is located at 30 Drake Landing Loop, Okotoks, AB. T1S 0G9

### **6.2 Finance and Auditing**

#### **6.2.1 Fiscal Year**

The fiscal year of the Association ends on the last day of December of each year.

#### **6.2.2 Audits**

The books, accounts and records of the Treasurer shall be audited at least once each year by two duly qualified members of the Association as appointed by the Board. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting.

#### **6.2.3 Financial Records**

6.2.3.1 All financial records of the Association are open for inspection by the voting members.

6.2.3.2 Other records of the Association are also open for inspection, except for records that the Board designates as confidential.

6.2.3.3 A Voting Member wishing to inspect the books or records of the Association must give seven (7) days' written notice to the President or the Secretary of the Association along with their intention to do so. Unless otherwise arranged by the Board, such inspection will take place at and during a time/location convenient to both parties, in the presence of the President, Treasurer, Secretary, or other Board Members designated by the Board to supervise the Member's review.

6.2.3.4 The Member shall not be permitted to photograph, scan, or photocopy the books or records under inspection, and may not take copies of the books or records with them once the inspection is complete.

#### **6.2.4 Borrowing Powers**

The Board of Directors may borrow, raise, or secure monies as it sees fit. A Special Resolution, as outlined in the Societies Act of Alberta, is required in matters having to do with borrowing or issuing debentures.

### **6.3 Seal of the Association**

- 6.3.1 The Board may adopt a seal as the official Seal of the Association.
- 6.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 6.3.3 The Seal of the Association can only be used by Executive Officers for its intended business use.

## **6.4 Protection and Indemnity of Directors and Officers**

- 6.4.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Association. The Association does not protect any Director or Officer for acts of fraud or any other criminal activity.
- 6.4.2 No Director or Officer is liable for the acts of any other Director, Officer or Employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Association, unless the act is fraud or deemed to be criminal.
- 6.4.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditors. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **ARTICLE 7: AMENDING THE BYLAWS**

### **7.1 Amendments**

Registered Objects and/or Bylaws may be altered, rescinded or added to the Association only by Special Resolution. This procedure shall be known as amendment.

### **7.2 Procedures**

The procedure for amending Registered Objects and/or Bylaws shall be as follows:

- a) The proposed amendment(s) must be presented to the Membership.
- b) A minimum twenty one (21) days' notice shall be given in a manner determined by the Board, in accordance with Meeting notice as per Article 4.2.2 or Article 4.3.2.
- c) The Membership shall then approve a single Special Resolution that will rescind the current Objects or Bylaws (or portions thereof) and accept the proposed amendments in their stead.
- d) Two (2) complete copies of the Special Resolution shall be forwarded to the Registrar of Companies.

## **ARTICLE 8: DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION**


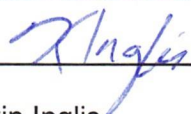

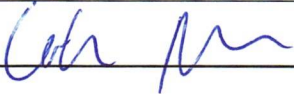
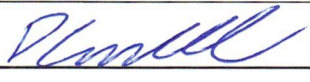
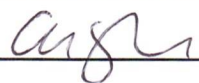
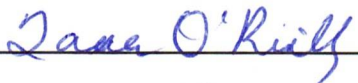
### **8.1 Dividends**

The Association does not pay any dividends or distribute its property among its Members.

## 8.2 Dissolution

In the event of the dissolution of the Association, all assets and liabilities of the Association shall become the property of another Not for Profit organization as chosen by the Board.

Date: \_\_\_\_\_

Signature: 	30 Drake Landing Loop Okotoks, AB T1S 0G9
Print Name: Dan Kowalchuk	
Signature: 	299 Sunvale Drive SE Calgary, AB T2X 3B8
Print Name: Kevin Inglis	
Signature: 	212 Midlake BLVD SE Calgary, AB T2X 1K6
Print Name: Graeme West	
Signature: 	8440 62 Ave NW Calgary, AB T3B 4A7
Print Name: Graham Fischer	
Signature: 	31 Couchwood Place <del>SE</del> SW Calgary, AB T3H 1E1
Print Name: Rob Gemmell	
Signature: 	107 Panamont Common NW Calgary, AB T3K 0P5
Print Name: Aaron Taylor	
WITNESS Signature: 	237 McKenzie Towne SQ SE Calgary, AB T2Z 1E2
Print Name: Tara O'Reilly	