

Certified Copy
CORPORATE ACCESS NUMBER: 5012992680

Alberta

SOCIETIES ACT

**CERTIFICATE
OF
INCORPORATION**

**EVANSTON - CREEKSIDE COMMUNITY ASSOCIATION
WAS INCORPORATED IN ALBERTA ON 2007/01/25.**



3/4/10

RECEIVED
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JAN 25 2007

Corporate Registry

Notice of Address or Notice of Change of Address

Business Corporations Act
Section 20

1. Name of Corporation

2. Corporate Access Number

Evanston - Creekside Community Association

n/a

3. Address of Registered Office (P.O. Box number can only be used by a Society)

Street	City / Town	Province	Postal Code
P.O. Box 29023 Hidden Valley RPO	Calgary	Alberta	T3A 6L2

OR

Legal Land Description	Section	Township	Range	Meridian

4. Records Address (P.O. Box number cannot be used)

Street	City / Town	Province	Postal Code
c/o ROHLING LAW 204 Hurtham Road	Calgary	Alberta	T2K 0Y9

OR

Legal Land Description	Section	Township	Range	Meridian

5. Address for Service by Mail (if different from Item 3)

NOTE: If this is a change, please read instructions carefully.

Post Office Box Only	City / Town	Province	Postal Code



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10000106102218276

Authorized Signature
(for societies and non-profit companies only)

(403) 541-0922

Telephone Number (daytime)



CORY ROBINSON
Name of Person Authorizing (please print)

January 15, 2007
Date

PRESIDENT

Title (please print)

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.



Application to Form a Society

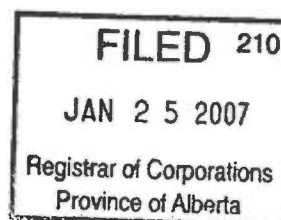
EVANSTON-CREEKSIDE COMMUNITY ASSOCIATION OBJECTS

We, the undersigned, declare that we desire to form a society under the Societies Act, and that:

1. The name of the society is: Evanston-Creekside Community Association.
2. The objects of the society are:
 - 2.1 To encourage recreation and social activities for the members of the community.
 - 2.2 To encourage and promote amateur games, activities, exercises, education, music, and cultural endeavours in the community.
 - 2.3 To promote the provision of necessary equipment, furniture, and facilities to implement the objects of the Evanston-Creekside Community Association.
 - 2.4 To raise and use funds to achieve the objects of the Evanston-Creekside Community Association. This includes gifts, donations, grants, legacies, bequests, inheritances, and any other monies or assets.
 - 2.5 To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the Evanston-Creekside Community Association in order to achieve its objects. This includes the authority to borrow funds, and otherwise make arrangements with financial institutions.
 - 2.6 To promote the interests of the community to all levels of government.
 - 2.7 To encourage philanthropy within the community.



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- 2.8 To otherwise promote the provision of any services required to reasonably meet the needs of the community and enhance the community's quality of life.

Dated: This 15th day of January, A.D, 2007 at Calgary, Alberta.

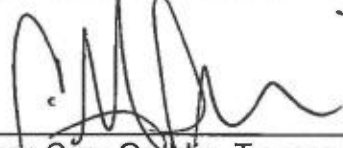

Name: Cory Robinson, President

Address:

57 Evansbrooke Park NW
Calgary, AB T3P 1E4


Name: Nicole Forrest, Co-VP

114 Evansmeade Circle NW
Calgary, AB T3P 1B7


Name: Cary Gaddie, Treasurer

216 Evansbrooke Landing NW
Calgary, AB T3P 1G4


Name: Tanis Danyluk, Secretary

142 Evansbrooke Way NW
Calgary, AB T3P 1G6


Name: Phil Kuhlman, Director

117 Evanscreek Court NW
Calgary, AB T3P 1H4


Witness: Alison Sabo

98 Evansford Grove NW
Calgary, Alberta T3P 1G7

ALISON SABO
Barrister & Solicitor

EVANSTON-CREEKSIDE COMMUNITY ASSOCIATION BY-LAWS

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Corporate Registry

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Registrar of Corporations
Province of Alberta



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Evanston-Creekside Community Association By-laws

ARTICLE 1 PREAMBLE

1.01 *The name of the society is the Evanston-Creekside Community Association hereinafter referred to as "the Association".*

1.02 *This document sets forth the By-laws for the Association, and shall regulate the business and affairs of the Association.*

ARTICLE 2 INTERPRETATION

2.01 Societies Act

All terms contained in the By-laws which are defined in the Act shall have the meanings assigned by the Act.

2.02 Defined Terms

In this By-law and all other By-laws of the Association unless the context otherwise requires:

"Act" means the *Societies Act, R.S.A. 2000 c. S-14* and the regulations made there under as amended from time to time. In the case of such amendment any reference in the By-laws shall be read as referring to the amended provision;

"Association" means Evanston-Creekside Community Association;

"Board" means the Board of Directors of the Association as elected or appointed from time to time;

"By-laws" means the by-laws of the Association from time to time in force and effect;

"Chairperson" means the President of the Association, or a Director appointed by the President to act as Chairperson;

"Community" means the area with boundaries as defined by the Board from time to time;

"Director" means a director of the Association;

"Family" means one or more individuals living at the same address;

"Majority Vote" means more than 50% of the votes cast by voting members and Directors eligible to vote who are present at the applicable meeting of the Association or the Board respectively, except as otherwise noted in these By-laws;

"Member" means any member of the Association in good standing;

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"*Meeting*" includes the Annual General Meeting, Directors' Meeting, Special Meeting, Committee Meeting, or any other General Meeting held by the Association;

"*Officer*" means a Director who is a member of the Executive;

"*Objects*" means the objects as defined in the incorporation documents and subsequent amendments to those objects;

"*Policies and Procedures*" means the administrative rules and practices created and amended by the Board from time to time with respect to the management and governance of the Association, which rules and practices may elaborate on, but not be inconsistent with, these By-laws.

"*Secretary*" means the Secretary or any Assistant Secretary of the Association appointed by the Board.

"*Vice-President*" includes any Co-Vice President.

2.03 In all the By-laws of the Association the singular shall include the plural and the plural the singular. The word "person" shall include corporations and societies and the masculine shall include the feminine. Wherever reference is made to any statute or section herein, such reference shall be deemed to extend and apply to any amendment to such statute or section. These By-laws shall be interpreted broadly and given their most liberal meaning.

ARTICLE 3 HEADINGS

3.01 The article headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-laws. The article headings are not deemed to in any way to clarify, modify or explain the effect of any such terms or provisions.

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ARTICLE 4 REGISTERED OFFICE

4.01 The Association shall at all times have a registered office within Alberta. Subject to the Act, the Board may at any time:

- (i) change the address of the registered office within Alberta;
- (ii) designate, or revoke or change a designation of, a records office within Alberta;
or
- (iii) designate, or revoke or change a designation of, a post office box within Alberta as the address for service by mail of the Association.

ARTICLE 5 MEMBERSHIP

5.01 Membership fees for the Association shall be determined, from time to time, by the Board at a General Meeting. Any Family residing within the Community boundaries may become a Member by payment of the fee and upon fulfillment of any other established membership requirements of the Association. The only class of Membership is a regular membership, which is renewable on an annual basis.

5.02 A Member shall be considered to be in good standing if the Family has satisfied the requirements for membership as established by the Association.

5.03 A Member may withdraw from membership by giving written notice of intention to withdraw to the Board through its Secretary, or its Director of Memberships.

5.04 The membership year shall be from May 1st of each year to April 30th of the following year. Membership fees shall be due on June 1st of each year. If the membership fee has not been paid within two (2) months of the due date, membership of the Member shall be cancelled and removed from membership record. Memberships are non-transferrable and non-refundable.

5.05 Any Member upon a minimum vote of three-quarters (3/4) of the Board Members present at a Directors' Meeting may be expelled from membership for any cause which the Board may deem advisable. A Member who has been recommended for suspension shall be

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given notice by the Secretary of the Association at least two (2) weeks prior to the Directors' Meeting at which time said Member shall have the opportunity to be heard or to submit a statement in writing.

5.06 Any Member who has been suspended and declared to be not in good standing may, upon application for reinstatement to the Board, be reinstated by a majority affirmative vote of the Board.

5.07 Members may seek to resolve disputes, arising out of the affairs of the Association, by appearing at a Directors' Meeting to seek resolution of the dispute. Notice in writing of the particulars of the dispute must be made at least two (2) weeks before the meeting dealing with the dispute. A resolution to the dispute must be accepted by the Member and a majority of the Board. Failing an acceptable resolution the Member may pursue arbitration at his/her expense and the decision made shall be binding on all parties. Any appointed arbitrator must be accepted by the Member and a majority of the Board, or alternately designated under the *Arbitration Act R.S.A. 2000, c. A-43*.

ARTICLE 6 MEETINGS

6.01 The Annual General Meeting of the Association shall be held on or before April 30th of each year. Due notice shall be given to all Members twenty-one (21) days prior to the meeting date by method(s) of communication as deemed appropriate by the Board.

6.02 The business of the Annual General Meeting shall include:

- (i) The President's Report of the year's activities;
- (ii) The Treasurer's Report and the Audited Financial Statements;
- (iii) Election or appointment of the Board, not including the immediate Past President for an ensuing term if applicable;
- (iv) Reports from the Standing Committees, if any;
- (v) Any other business of the Association, except that no vote shall be taken upon any matter for which notice of a Special Resolution is required unless such notice has been given; and

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(vi) The order of business of the Annual General Meeting shall be at the discretion of the Chairperson of the Meeting provided that, in general, business and reports relating to the preceding fiscal year of the Association shall precede the election of the Board.

6.03 A quorum at the AGM, or at a Special or General Meeting, shall consist of at least thirteen (13) Members in good standing or their proxies. Of the thirteen (13) Members, at least three (3) Directors must be present to constitute a quorum.

6.04 Elections for the Board shall be held at the Annual General Meeting.

6.05 The presiding Board shall, one (1) month prior to the Annual General Meeting, appoint a Nominating Committee consisting of a minimum of two (2) Members of the Board. The Committee shall prepare a slate of nominations of Members for Directors to be presented to the Board, prior to presentation at the Annual General Meeting. The slate of nominations shall be presented to the membership for voting. Nominations from the floor for position as a Director shall be accepted. The election will be by a show of hands unless a ballot is requested by any Member.

6.06 A Special Meeting shall be called by the President or Secretary upon receipt by him/her of a petition signed by one third (1/3) or more of the Members in good standing, setting forth the reasons for calling such meeting, of which meeting due notice shall be given to all Members fourteen (14) days prior to the meeting date.

6.07 A Meeting of the Association may be called by the Board when deemed necessary. Due notice shall be given to all Members twenty-one (21) days prior to the meeting date by method(s) of communication as deemed appropriate by the Board.

6.08 The Members of all duly appointed standing committees of the Board shall meet from time to time, or any time at the discretion of the Chairperson of each such committee, or at the call of the Directors.

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6.09 The Officers of the Association may meet from time to time to discuss Association business issues, financial issues, administration issues, or other issues affecting the Association when necessary to facilitate the Objects of the Association. This does not override the rights of the Board of Directors to vote on issues of substance at a Directors' Meeting.

6.10 Every Member in good standing is entitled to one (1) vote. Voting can be in person or by written proxy unless otherwise stated in the By-laws.

6.11 In the event of a tie vote, the votes shall be recounted. If the vote still results in a tie, a second round of voting will be performed. In the event of a tie on the second round of voting, the motion shall be defeated.

6.12 Officers shall be elected by the Board from amongst their Members at the first Meeting of the Board after the annual election of the Board, provided that in default of such election the then incumbents being Members of the Board, shall hold office until their successors are elected.

6.13 Notices or communications shall be given and deemed to have been received by two or more of the following means,

- (i) Mail;
- (ii) E-mail;
- (iii) Association Newsletter;
- (iv) Public Display/Billboard;
- (v) Association Website;
- (vi) TV/Radio/Newspaper; or
- (vii) Any other generally acceptable means of communication;

at least one of which shall be a minimum of twenty-one (21) days prior to the Meeting.

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6.14 Any Meetings of the Association or of the Board may be adjourned at any time on Majority Vote. The business may be transacted at the rescheduled Meeting as might have been transacted at the original Meeting from which the adjournment took place. No notice shall be required of any rescheduled Meeting.

6.15 Meetings are open to the public. Members on a Majority Vote may ask a person to leave an open Meeting. Meetings may be closed if a majority of Members vote to have a proposed Meeting closed.

6.16 In the event of matters rising not covered by the By-laws, rules will be applied as stated in "Roberts Rules of Order", unless otherwise agreed to by the majority of the Board by a show of hands.

6.17 No error or omission in procedure or notice shall invalidate a Majority Vote at a Meeting or make the Meeting void if the error or omission was made in good faith.

ARTICLE 7 DIRECTORS AND OFFICERS

7.01 The affairs of the Association shall be managed by a Board of not less than six (6) Directors, each of whom at the time of his/her election and throughout his/her term of office shall be a Member of the Association. The maximum number of Directors shall be twenty-four (24). Each Director shall be elected to hold office until the Annual General Meeting, or until his/her successor shall have been duly elected or appointed. The election shall be by a show of hands unless any Member demands a ballot. Any Director or Officer, upon a Majority Vote of all Members in good standing, may be removed from office for any cause that the Association may deem reasonable.

7.02 Any issues regarding attendance of a Director shall be raised by the Board at a Directors' Meeting. On notice to the Director twenty-one (21) days prior to a Directors' Meeting, a Director may be removed from the Board on a Majority Vote at the Directors' Meeting, unless the Director can show cause on why he/she should not be removed.

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7.03 The Board shall, subject to the By-laws or directions given it by Majority Vote at any Meeting properly called and constituted, have full control and management of the business and affairs of the Association. Meetings of the Board shall be held as often as the business of the Association shall require, and at least nine (9) per year, and shall be called by the President, or in the President's absence, the Secretary. A Special Meeting may be called on the instructions of any two (2) Members of the Board, provided they request in writing the President call such Meeting, and state the business to be brought before the Meeting. Directors' Meetings shall be called by a minimum of twenty-one (21) days notice. A majority of the currently elected or appointed Directors shall constitute a quorum. Should there fail to be a quorum at any duly called Meeting, business transactions at such meeting shall be ratified at the next regularly called Directors' Meeting; otherwise such business shall be null and void.

7.04 There shall be a President, a Vice-President, a Secretary, a Treasurer, or such other Officers as the Board may determine from time to time.

7.05 Officers

The Officers of the Association shall consist of:

- (i) President;
- (ii) Vice-President(s), one or two persons can fill this position. If two persons fill the Vice-President position, they shall be considered distinct Officers and hold separate votes in the Association. They shall be referred to as "Co-Vice Presidents";
- (iii) Secretary;
- (iv) Treasurer; and
- (v) Past President (if applicable).

7.06 President

The President shall, when present, preside at all General and Special Meetings of the Association and shall be an ex-officio Member of all committees. The President shall prepare and issue notices of Meetings. The President shall prepare and issue agendas for all Directors' Meetings. The President shall preside at all Meetings of the Association and of the Board, if he/she is present. If he/she is absent, the Vice President, Co-Vice President, or an elected Chairperson for the Meeting will preside. The President shall be the official spokesperson for

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the Association. The President will retain copies of correspondence to assist his/her successor. The President, or a Director appointed by the President, is responsible for signing contracts on behalf of the Association. He/she will be the primary signing authority for the Association. The President shall coordinate the overall functioning of the Board and delegate duties accordingly.

7.07 Vice-President/Co-Vice Presidents

The Vice-President shall act as President in the absence of the President and support him/her in carrying out his/her responsibilities. The Vice-President shall be an ex-officio Member of all committees. The Vice-President shall carry out other duties as assigned by the Board.

7.08 Secretary

It shall be the duty of the Secretary to attend General and Special Meetings of the Association and of the Board, and to keep accurate minutes. He/she shall have charge of the Seal of the Association. The Seal, whenever used, shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President or a Co-Vice President. In case of the absence of the Secretary, his/her duties shall be discharged to such Director or Officer as appointed by the Board.

The Secretary shall have charge of all the Minutes of the Association and be under the direction of the President and the Board. The Secretary shall ensure notice of all Meetings is sent to Members. The Secretary shall file the annual return of the Association including any changes to the incorporating documents. The Secretary shall carry out other duties as assigned by the Board.

7.09 Treasurer

The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of monies in whatever financial institution the Board may order. He/she shall promptly account for the funds of the Association and keep such books as may be directed. He/she shall present a full, detailed account of receipts and disbursements to the Board whenever requested. He/she shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Association and submit a copy of the statement to the Secretary for the records of the Association. The Treasurer shall cause to be kept a record of all the Members of

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the Association and their addresses. The Treasurer shall carry out other duties as assigned by the Board.

7.10 Past President

The Past President, if willing, shall provide continuity in the Board. If the Past President declines further involvement with the Association, he/she shall not be considered a Director or Officer of the Association.

7.11 Other Directors

Other Directors will act in a position of trust for the Association and will be responsible for the effective governance of the organization. They will take on responsibilities either personally or as a Committee Chairperson for a specific area of interest (e.g. Traffic, Sports, Development, etc.). They will keep the Board apprised of their activities by reports at Directors' Meetings, or as requested by the Board.

7.12 In the absence of the President, his/her duties may be performed by the Vice-President, and in his/her absence, such other Director as the Board may from time to time appoint for the purpose. In the absence of the Vice President or other Officers, their duties may be performed by such other Director as the Board may from time to time appoint for that purpose. The Board may delegate authority to a designated person on a Majority Vote at a Directors' Meeting.

7.13 Questions arising at any Directors' Meeting shall be decided by a majority of votes. All votes at any such Meeting shall be taken by a show of hands, or by ballot if so demanded by any Director present. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the Minutes shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7.14 No Board Member or Members shall take it upon themselves to commit the resources or finances of the Association, its Board or staff without prior approval of such a commitment at a duly constituted Directors' Meeting.

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7.15 Vacancies on the Board may be filled by the Directors as they see fit to do so, so long as six (6) Directors remain in office. Otherwise, such vacancies shall be filled at the next Annual General Meeting of the Members. If there are not six (6) Directors remaining in office, the remaining Directors shall forthwith call a General Meeting of the Members to fill the vacancies.

7.16 If any Member of the Board shall resign his/her office, or without reasonable excuse is absent himself/herself from three (3) or more Directors' Meetings per year, or is suspended or expelled from the Association, the Directors may declare his/her office vacated and may appoint a successor in his/her place to hold office until the next Annual General Meeting.

7.17 The Directors shall have the power by a vote of a minimum of three-quarters (3/4) of the Board present to expel or suspend any Member whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Association, or who wilfully commits a breach of the By-laws of the Association. No Member shall be expelled or suspended without being notified of the charge or complaint against him/her and without having first been given an opportunity to be heard by the Board at the next Directors' Meeting.

7.18 Each Director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Association and his/her heirs, executives, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever. This includes any and all cost, charges and expenses whatsoever that Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for in respect of any acts, deed, matter or thing whatsoever made, done or permitted by him/her or any other Director or Directors in or about the execution of his/her or their office, and also from and against all other costs, charges and expenses which he/she sustains or occurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own negligence, innocent misrepresentation, or any other mistake or error that was made in good faith.

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7.19 Except in respect of an action by or on behalf of the Association or body corporate to procure a judgment in its favour, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association or a person who acts or acted at the Association's request as a Director or Officer of a body corporate of which the Association is or was a Member or creditor, and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director or Officer of the Association or body corporate, if:

- (i) he/she acted honestly and in good faith with a view to the best interests of the Association; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

7.20 The Directors of the Board shall receive no remuneration for acting as members of the Board and no Director or Officer who is also a Director shall directly or indirectly receive any monetary profit from his/her position as Director or Officer. The activities of the Association are carried on without purpose of gain for specific Director(s) and profits or other accretions of the organization shall not be used promoting their personal objectives. Such action would constitute violation of the By-laws and jeopardize the status of the Director according to the aforementioned procedure.

7.21 The Board may from time to time appoint such officers and agents and authorize the employment of such persons as they deem necessary to carry out the Objects of the Association. Such officers, agents and employees shall have specific authority as their appointment designates, and shall perform such duties as from time to time may be prescribed by the Board. A Director cannot be an employee of the Association.

7.22 A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a Directors' Meeting duly called and constituted.

7.23 A Director or Officer who is a party to a material contract or proposed material contract

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with the Association, or is a Director or Officer with a material interest in any person who is a party to a material contract or proposed material contract with the Association shall disclose fully the nature and extent of his/her interest. No such Director of the Association shall vote on any resolution to approve such a contract. If a material contract is made between the Association and one or more of its Directors or Officers, or between the Association and another person of which a Director or Officer of the Association is a Director or Officer or in which he/she has a material interest,

- (i) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a Director with an interest in the contract is present at or is counted to determine the existence of a quorum at a Directors' Meeting or committee of Directors that authorized the contract, and
- (ii) a Director or Officer, or former Director or Officer 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 or Officer, if the Director or Officer disclosed his/her interest in accordance herewith and the contract was approved by the Board or the Members and it was reasonable and fair to the Association at the time it was approved.

7.24 No Director or Officer for the time being of the Association shall be liable for the acts, receipts, negligence, defaults, or misrepresentations of any other Director or Officer or employee including,

- (i) for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association;
- (ii) for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested;
- (iii) for any loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association; or
- (iv) for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office of trust or in relation thereto;

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unless the same shall happen by or through his/her failure to exercise the powers and to discharge the duties of his/her office honestly, in good faith with a view to the best interests of the Association, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing herein contained shall relieve a Director or Officer from the duty to act in accordance with the *Act* or relieve him/her from liability under the *Act*. The Directors of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board. If any Director or Officer of the Association shall be employed by or shall perform services for the Association otherwise than as a Director or Officer or shall be a member of a firm or a member, Director or Officer of a body corporate which is employed by or performs services for the Association the fact of his/her being a member, Director or Officer of the Association or body corporate or member of the firm shall not disentitle such Director or Officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

7.25 The Members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office, and may by a majority of the votes cast at the Special Meeting elect any person in his/her stead for the remainder of his/her term. A Director who has been recommended for expulsion shall be given notice by the Secretary of the Association at least two (2) weeks prior to a Special Meeting. The Director recommended for expulsion shall have the opportunity to be heard or to submit a statement in writing at the Special Meeting.

7.26 The Board shall, subject only to these By-laws and the Act, have full control and management of the business and affairs of the Association, and without limiting the foregoing, the Board shall:

- (i) Establish general policy in adherence to and advancement of the Objects of the Association;
- (ii) Exercise control over and supervise the functions, activities and undertakings of the Association;

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- (iii) Delegate such of its duties, powers and obligations from time to time to such of its Officers, Directors, committees, and Members as the Board may, in its discretion from time to time, consider proper and advantageous for the achievement of the Objects of the Association;
- (iv) Determine the policies, programs, and budgets of the Association and in all respects conduct the affairs of the Association as it, in its discretion, considers fit;
- (v) Borrow, raise or secure the payment of money in such manner as the Board thinks fit;
- (vi) Perform all such other duties as may generally be within the normal jurisdiction of the Board; and
- (vii) Refer matters to a General Meeting for directions or advice.

ARTICLE 8 POLICIES AND PROCEDURES

8.01 Policies and Procedures may be set at any Directors' Meetings of the Association. Policies and Procedures may be added, rescinded, or altered at a Directors' Meeting by a Majority Vote. Any Policy or Procedure passed that conflicts with the By-laws shall be considered null and void. Any interpretation of Policy or Procedure must be consistent with the By-laws, and the By-laws supersede over any conflict in meaning between the By-laws and the Policy or Procedure.

ARTICLE 9 FINANCES, ACCOUNTS AND AUDITS

9.01 The books, accounts and records of the Treasurer shall be audited at least once a year and will consist of a review of the Financial Statements by two Directors other than the President and Treasurer. Their statement of the review of the financial statements and related records for the previous year shall be submitted at the Annual General Meeting of the Association. The fiscal year of the Association shall be from January 1 to December 31.

9.02 All individual expenditures over \$200.00 must be approved by the Board, but any expenditure may be approved by acceptance and approval of a budget by the Board. Approval of expenditures of \$200.00 or less shall be the responsibility of the two (2) Officers authorized to sign the reimbursement cheque.

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9.03 All funds are to remain in the general or investment accounts of the Association. Any two of the following shall sign all cheques on the general account with the provision that any cheque payable to any of the following shall not be signed by him/her:

- (i) President;
- (ii) Vice-President/Co-Vice Presidents;
- (iii) Treasurer; and
- (iv) Secretary.

ARTICLE 10 SEAL

10.01 The seal of the Association shall be such that the Board may from time to time adopt. The Secretary shall have custody of the seal. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board at a Directors' Meeting.

ARTICLE 11 AMENDMENT OF BY-LAWS

11.01 The By-laws of the Association will not be made, altered or rescinded except by a Special Resolution of the Association.

11.02 "Special Resolution" means:

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

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entitled at a General Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

11.03 Any question of procedure not provided for in these By-laws or the Act shall be decided upon by the Board.

ARTICLE 12 MINUTE BOOK

12.01 The Board will ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and promptly kept. These books and records may be held at the registered office but shall be available to be viewed at the registered office upon reasonable request.

12.02 The Secretary or other Officer directed by the Board will maintain and have charge of the Minute Book of the Association; and will record or cause to be recorded in it the Minutes of all proceedings of all Meetings of Members and Directors.

12.03 The Minute Book will contain the following information:

- (i) Certificate of Incorporation;
- (ii) A copy of the Objects of the Association, and any Special Resolution altering the Objects;
- (iii) A copy of the By-laws and any Special Resolution altering the By-laws;
- (iv) Copies of originals of all documents, registers and resolutions required by law;
- (v) Copies of originals of all financial statements prepared by the auditor of the Association; and
- (vi) Copies of all other documents directed to be inserted into the Minute Book by the Board.

ARTICLE 13 INSPECTION OF BOOKS AND RECORDS

13.01 The books and records of the Association may be inspected by any Member of the Association at the Annual General Meeting provided herein or at any time at the registered office of the Association upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Member of the Board shall at all times have access to such books. No Family that is not a Member of the Association has any rights of inspecting any account, book, or document of the Association except as conferred by law or as authorized by the Board.

ARTICLE 14 ACCESS TO INFORMATION

14.01 Any information that is collected under the Association is subject to applicable privacy laws. The Secretary shall be responsible for obtaining any proper consent for the release of private information. Any dissemination of information will be made in accordance with the *Personal Information Protection Act S.A. 2003 c. P-6.5*, its amendments and regulations, and the *Personal Information Protection and Electronic Documents Act 2000 c.5* and its amendments and regulations.

14.02 The Director of Memberships is responsible for protection of information in all matters related to the collection, maintenance, dissemination, and dissolution of memberships and membership fees.

ARTICLE 15 DISTRIBUTION OF PROPERTY ON DISSOLUTION

15.01 General



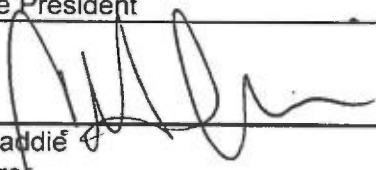
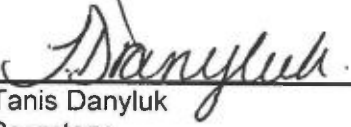
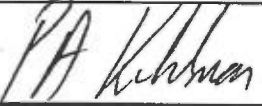

Upon the dissolution of the Association and after the payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to charitable organizations or to organizations the Objects of which are beneficial to the community.

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15.02 Specific Dissolution for Gaming Accounts and Assets

At the time of dissolution funds held in any Gaming Account or Consolidated Gaming Account or any assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.

DATED this 15th day of January, A.D. 2007 at Calgary, Alberta.

<u>Name (Signature)</u>	<u>ADDRESS</u>
 Cory Robinson President	57 Evansbrooke Park NW Calgary, AB T3P 1E4
 Nicole Forrest Co-Vice President	114 Evansmeade Circle NW Calgary, AB T3P 1B7
 Cary Gaddie Treasurer	216 Evansbrooke Landing NW Calgary, AB T3P 1G4
 Tanis Danyluk Secretary	142 Evansbrooke Way NW Calgary, AB T3P 1G6
 Phil Kuhlman Director	117 Evanscreek Court NW Calgary, AB T3P 1H4
 Alison Sabo Witness	98 Evansford Grove N.W. Calgary, AB T3P 1G7

ALISON SABO
Barrister & Solicitor