

**BY-LAWS**

**OF**

**WENTWORTH RESIDENTS' ASSOCIATION**

## 1. INTERPRETATION AND DEFINITIONS

The headings used throughout these By-Laws shall not affect the construction hereof. In these By-Laws, unless otherwise provided or unless the context otherwise requires, expressions defined in the *Societies Act*, R.S.A. 2000, c. S-14, shall have the meaning so defined, and

1.1 "Association" means Wentworth Residents' Association;

1.2 "By-Laws" mean these by-laws and any alteration hereof or additions hereto for the time being in force;

1.3 "Directors" mean the directors of the Association from time to time;

1.4 "Encumbrance" means the instrument, as amended from time to time, which is registered on the Certificate of Title at the Alberta Land Titles Office to each Lot within the neighbourhood of Wentworth and which secures the annual rent charge, additional costs and an adjustment amount for an increase in the consumer price index for the City of Calgary, to be paid to the Association by the Owner(s) or title holder(s) of each Lot, for the purpose of forming an enforceable encumbrance in accordance with the provisions of the *Land Titles Act*, RSA 2000, c. L-4, and the *Law of Property Act*, RSA 2000, c. L-7, as may be amended from time to time, which annual rent charge and additional costs may vary according to the location of each Lot within Wentworth.

1.5 "Good Standing" means with respect to each Member, observance of, and complying with, the By-Laws, the Encumbrance, and, if applicable, the Rules and Regulations, including without limitation the payment of all fees, deposits or other charges required to be paid to the Association by the Member and no later than forty-five (45) days following a written request by the Association for payment of such fees, deposits or other charges.

1.6 "Land" means the parcel of land within the community of Wentworth that is owned by the Association and legally described as: Plan 0311533; Block 20; Lot 30; and municipally described at 8901 9 Avenue SW, Calgary Alberta;

1.7 "Lot" means a legal subdivided lot or condominium unit within the community of Wentworth;

1.8 "Member" means an individual qualifying as a member pursuant to subsections 2.1 and 2.2 below and whose name appears in the Register of Members as a then-current Member of the Association provided that there may only be one Member per home within Wentworth;

1.9 "Ordinary Resolution" means, in relation to a resolution of Members:

1.9.1 a resolution passed at a general meeting of the Members, duly called and constituted in accordance with these By-Laws, by a simple majority of the votes of those Members who, if entitled to do so, vote in person or by proxy on the particular resolution;

and "Ordinary Resolution" means, in relation to a resolution of the Directors:

1.9.2 a resolution passed at a meeting of Directors duly called and constituted in accordance with these By-Laws, by a simple majority of the votes of those Directors present at the meeting who vote on the particular resolution, provided however, that a resolution in writing, signed by all the Directors for the time being in office without their meeting together, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and shall be held to relate back to any date therein stated to be the effective date thereof, and such resolution in writing may consist of one or more counterparts, each duly signed by one or more Directors;

1.10 "Owner" means a person who is registered as the owner of the fee simple estate of a legally subdivided lot or condominium unit in Wentworth and which plan of subdivision or condominium plan was registered by, on behalf of or through Dundee Development Corporation from and after the year 2002;

1.11 "Register of Members" means the Register of Members of the Association to be established and maintained in accordance with these By-Laws;

1.12 "*Societies Act*" means the *Societies Act*, R.S.A. 2000, c. S-14, as amended from time to time, and includes any statute governing the Association enacted in substitution, in whole or in part, for the *Societies Act*;

1.13 "Special Resolution" shall have the meaning ascribed thereto in the *Societies Act*, provided that in the event that the *Societies Act* shall not at any particular time define "special resolution", then for the purposes of these By-Laws, a special resolution shall mean:

1.13.1 a resolution passed at a general meeting of the Members duly called and constituted in accordance with these By-Laws of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy on the particular resolution; or

1.13.2 a resolution consented to in writing by not less than 75% of the Members who would have been entitled to vote in person or by proxy on the special resolution at a general meeting of the Members;

1.14 "Wentworth" means the Wentworth neighbourhood in the City of Calgary, Alberta and specifically refers to that area of land the majority of which is within the area bounded by 85th Street S.W., 12th Avenue S.W. (Bow Trail S.W.), the east boundary of the adjacent Transportation and Utility Corridor (future Stoney Trail) and Old Banff Coach Rd. S.W., together with the lands which are cross-hatched as shown in Schedule A hereto; and

1.15 Words used herein importing the masculine gender shall include the feminine and words used herein importing the singular shall include the plural and vice versa.

## **2. MEMBERSHIP**

### Initial Subscribers

2.1 Notwithstanding anything in these By-Laws, each of the initial subscribers to the application to form the Association shall be the Members of the Association, until such time as he or she shall resign in writing as a Member of the Association.

### Terms of Admission

2.2 Subject to subsection 2.1 above, the following persons shall be Members of the Association:

2.2.1 each Owner shall be a Member until such time as either he or she shall resign in writing as a Member, subject to subparagraph 2.5.5, or such person ceases to be an Owner of a Lot in Wentworth.

2.3 Subject to subsection 2.1 above, only individuals who are Owners of a Lot in Wentworth and who are 18 years of age or older are entitled to be Members of the Association.

2.4 Notwithstanding anything else contained in these By-Laws:

2.4.1 When there is more than one Owner of a Lot, only one Owner shall be a Member under these By-Laws. The co-Owners of the Lot shall determine which Owner shall be the Member;

2.4.2 Where the Owner of a Lot is a corporation, the Member shall be the representative designated by the corporation as the Member; and

2.4.2.1 Where the Owner of a Lot is a corporation, the corporation may not designate a renter of the Lot to be the corporation's representative;

2.4.3 In the event of any disagreement or dispute between the Owners in determining which person or entity is entitled to be a Member, the Directors may, at their sole discretion, adjudicate any such disagreement or dispute by designating the Member through a simple majority vote of the Directors, provided that any such adjudication shall be premised on the assumptions that:

2.4.3.1 a Member shall be an individual owning a Lot in the community of Wentworth;

2.4.3.2 there shall be one (1) Member with respect to each Lot; and

2.4.3.3 the above provisions do not apply to the initial subscribers of the Association as per the provisions of subsection 2.1.

#### Rights of Members

2.5 Each Member of the Association:

2.5.1 shall be entitled to notice of all general meetings of the Members of the Association;

2.5.2 shall be entitled to vote at all general meetings of the Members of the Association; each Member, subject to these By-Laws, being entitled to one (1) vote on each resolution (except for the Chairman of any general meeting who shall be entitled to a second or casting vote in accordance with these By-Laws);

2.5.3 shall be entitled to such other rights as may be provided in these By-Laws and to such other rights as may be determined by the Directors from time to time by Ordinary Resolution;

2.5.4. Notwithstanding subsection 2.5, each Member's rights shall only be in effect if the Member is in Good Standing and if the rights of the Member have not been suspended pursuant to these By-Laws. For clarity, a Member's obligations pursuant to these By-laws shall remain during any period of time that the Member is not in Good Standing or the Member has been suspended pursuant to these By-Laws;

2.5.5 Each Member that is a sole Owner shall not be entitled to resign as a Member for so long as the Lot is owned by the Owner. A Member that is a co-Owner of a Lot shall only be entitled to resign as a Member in the event that his or her co-Owner replaces the said Member's position as a Member.

#### Commencement of Membership

2.6 All membership in the Association with respect to any particular individual shall, subject to these By-Laws, commence on the date upon which the individual becomes an Owner of a Lot in Wentworth. Each Owner shall be considered to be a current Member on the date the Owner's name is entered in the Register of Members as a current Member.

#### Procedure To Be Followed Where Name Does Not Appear As Then Current Member In Register of Members

2.7 Where an individual has reasonable cause to believe that he or she should be considered as a Member of the Association but his or her name does not appear in the Register of Members as a current Member, such individual may notify any one (1) of the Directors in writing of the same. Such notice shall contain evidence necessary for the Directors to determine whether such individual is a Member. The Directors shall, by Ordinary Resolution, determine whether such individual is a Member or not a Member of the Association and shall use their reasonable and diligent efforts to determine the same within a reasonable time after receipt of a notice as aforesaid and in any case, shall, if a notice as aforesaid was provided to a Director at least two (2) weeks prior to the holding of any general meeting of the Members, make such determination prior to such general meeting taking place.

#### Register of Members

2.8 The Directors shall cause a Register of Members to be maintained containing the names of the then current Members of the Association, together with the following particulars:

2.8.1 mailing address for the Member;

2.8.2 Wentworth residential address which the Member owns;

2.8.3 the date of commencement of membership;

2.8.4 the email address of the Member;

2.8.5 the phone number of the Member;

2.8.6 such other information as the Directors may determine from time to time by Ordinary Resolution.

2.9 The Register of Members shall be kept at the Association's registered office or at such other place as the Directors may determine from time to time by Ordinary Resolution.

2.9.1 Each Member shall inform the Association of any sale of, or transfer of title to the Member's Lot, or any change to the Ownership of the Member's Lot that would require the Register of Members to be updated within thirty (30) days of the occurrence of any such change.

#### Transferability of Membership

2.10 The interest of any Member in the Association is not transferable.

#### Cessation of Membership

2.11 Subject to subparagraph 2.5.5, Any Member who desires to withdraw from membership in the Association shall notify any one (1) of the Directors in writing to that effect and upon receipt of such notice, such Director shall cause such individual's membership to be shown as terminated in the Register of Members.

2.12 Subject to subparagraph 2.2.1, upon death, an individual shall cease to be a Member.

2.13 Subject to subparagraph 2.5.5, the Members may, by Special Resolution passed at a general meeting of Members, expel an individual from membership in the Association for any cause that they may deem reasonable. Any individual to be expelled from membership in the above manner and fashion shall be entitled to notice of the general meeting at which the vote in relation to his or her expulsion is to take place and shall also be entitled to speak to the matter. Any individual so expelled shall not be entitled to commence any action or institute any proceedings to be reinstated in the membership of the Association and may only be reinstated to membership by Special Resolution passed at a general meeting of the Members.

2.14 Subject to subsection 2.1, a Member shall cease to become a Member of the Association on the date the said Member ceases to own a Lot in Wentworth.

#### Observation of By-Laws and Encumbrance

2.15 The board of Directors and all Members shall observe and obey the By-Laws and Encumbrance, as applicable to each of them, as the By-Laws and Encumbrance may be amended from time to time, whether or not such By-Laws and Encumbrance, or any part of them are registered with the Government of Alberta registry services. If any provisions of the By-Laws are or become illegal and unenforceable, such provisions shall be deemed to be severed from the By-Laws without affecting any other provision of these By-Laws.

2.16 With respect to the rights and obligations of Members, each Member shall, in addition to the provisions set out in subsection 2.5:

2.16.1 always be in Good Standing;

2.16.2 pay any fees and charges set by the board of Directors from time to time in relation to the annual fees of the Association or in relation to obtaining the benefits of any services provided by the Association; and

2.16.3 at all times maintain membership in the Association.

### **3. MEETINGS OF MEMBERS OF THE ASSOCIATION**

#### Annual General Meeting

3.1 A general meeting of the Members of the Association shall be held annually at such time and place in the City of Calgary, or by way of a virtual, electronic or other communication platform as may be determined by the Directors from time to time by Ordinary Resolution. Such general meeting shall be called the "Annual General Meeting".

3.2 If the Directors of the Association choose to make available a virtual, electronic or other communication platform that permits all participants to communicate adequately with each other during a general meeting of the Members of the Association, any person entitled to attend such meeting may participate in the meeting by means of such virtual, electronic or other communication platform in the manner provided by these Bylaws. A person participating in a general meeting by such means is deemed to be present at the general meeting. Notwithstanding any other provision of these Bylaws, any person participating in a general meeting of Members pursuant to this section who is entitled to vote at that general meeting may vote, in accordance with the policies and procedures of the Association, by the means of any virtual, electronic or other communication platform that the Association has made available for that purpose.

#### Special General Meeting

3.3 A special general meeting of the Members of the Association may be convened at any time by the Directors by Ordinary Resolution, and shall be convened by the Secretary of the Association upon the Secretary or any Director being presented with a petition signed by not less than 10% of the then Members of the Association requesting that such a special general meeting be called and stating the reasons therefor in such petition; provided that in both of the foregoing cases, such meeting shall always be held at a place in the City of Calgary, or by way of a virtual, electronic or other communication platform as may be determined by the Directors from time to time by Ordinary Resolution. Such special general meeting shall be called a "Special General Meeting".

#### Notice of General Meetings

3.4 Not less than 21 days' notice of any general meeting (whether an Annual General Meeting or Special General Meeting) shall be given to each Member who, as at the date of giving such notice, is registered in the Register of Members as a then current Member of the Association. Such notice shall be given in the manner provided for in these By-Laws and shall specify the day, hour and place of the meeting (whether at a physical location or by way of a virtual, electronic or other communication platform) and shall contain either a copy of any proposed Special Resolution or information as to where copies of such resolution may be obtained; provided however, that any general meeting may be held at any time and place in Calgary, Alberta without such notice, if each Member entitled to notice either consents to the holding of such a meeting or is present thereat in person or by proxy. Members may also waive notice of any or all of such meetings of the Association. It shall not be necessary to give notice of any adjourned meeting, provided, however, that if the meeting is held by way of virtual, electronic, or other communication platform, the link to the meeting shall be shared with all Members prior to the date of the adjourned meeting.

3.5 Irregularities in the notice of any general meeting or in the giving thereof or the accidental omission to give notice of any general meeting or the non-receipt of any notice by any Member entitled thereto, shall not invalidate any resolution, whether an Ordinary Resolution or Special Resolution or any proceedings taken at any meeting and shall not prevent the holding of such meeting.

#### Proceedings at General Meetings

3.6 All business shall be deemed special that is transacted at a Special General Meeting and all business shall be deemed special that is transacted at an Annual General Meeting, with the exception of consideration of accounts, balance sheets and ordinary reports of the Directors, Officers and auditors, the election of the President and Directors as hereinafter provided; the appointment of the auditors and the transaction of any business which under these By-Laws ought to be transacted at an Annual General Meeting. At each Annual General Meeting the Directors shall provide general reports as to their activities as Directors of the Association during the immediately preceding year.

#### Quorum for General Meetings

3.7 No business shall be transacted at a general meeting unless a quorum is present at the time the meeting proceeds to business and a minimum of fifty (50) Members of the Association who are entitled to vote are present in person or by proxy shall constitute a quorum.

#### Chairman of General Meetings

3.8 The President of the Association, or in his absence, the Vice-President of the Association shall be entitled to be Chairman at every general meeting, or if at any meeting neither of these Officers shall be present within 15 minutes after the time appointed for holding such meeting, the Members present shall choose any one Director as Chairman of the meeting, and if no Director be present, or if all the Directors present decline to be Chairman of the meeting, then the Members present shall choose one of their number to be the Chairman of the meeting.

#### Adjournments for Lack of Quorum

3.9 If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place; and if at such adjourned meeting a quorum is not present, the Members present in person or by proxy, if at least 5, shall be a quorum.

#### Voting and Election of President and Directors

3.10 Save as otherwise provided in this subsection 3.10, at every general meeting, each resolution of the Members shall be determined by Ordinary Resolution unless a Special Resolution is required pursuant to these By-Laws or would be required by law. Notwithstanding the foregoing, the President of the Association (who shall also be a Director) and each other Director of the Association shall, subject to these By-Laws, be elected by the Members as follows:

3.10.1 where at the particular general meeting the President is to be elected, the following shall apply:

3.10.1.1 the election for President shall take place before the election of any other Directors;

3.10.1.2 where there is only one candidate for the office of President, such candidate shall be deemed elected by acclamation; and

3.10.1.3 where there is more than one candidate for the office of President, only the candidate receiving the greatest number of votes from the Members present in person or by proxy at the meeting who vote in person or by proxy shall be elected; and

3.10.1.4 if any two or more candidates (who receive the greatest number of votes) in the election for President receive an equal number of votes, the Chairman of the general meeting shall write the names of those candidates separately on a blank sheet of paper of equal size and of the same colour and texture, and after folding them in a uniform manner and in a manner so that the names are concealed, deposit them in a receptacle and direct a Member present at the general meeting to withdraw one of the sheets, and the Chairman of the general meeting shall declare to be elected as President the candidate whose name appears on the sheet thus drawn.

3.10.2 where at the particular general meeting Directors (other than a Director to hold the office of President) are to be elected the following shall apply:

3.10.2.1 where the number of candidates for Director (excluding the Director to hold the office of President) is equal to or less than the number of Directors (excluding the Director to hold the office of President) to be elected at the general meeting, all candidates shall be deemed elected by acclamation;

3.10.2.2 where the number of candidates for Director (excluding the Director to hold the office of President) is greater than the number of Directors (excluding the Director to hold the office of President) to be elected at the general meeting, only the candidates receiving the greatest number of votes in relation to the number of positions to be filled shall be elected; and

3.10.2.3 the election shall be held by ballot on which the names of each candidate for election as Director shall be listed, and each Member present in person or by proxy shall be entitled to vote for the number of candidates he or she chooses, not exceeding the number of Directors (excluding the Director to hold the office of President) to be elected at the annual general meeting; any ballot wherein votes are cast for more candidates than positions shall be void and not counted;

3.10.2.4 if any two or more candidates for the office of Director have an equal number of votes and but for such equality, one or more of them would have been elected as a Director, the Chairman of the general meeting shall write the names of those candidates separately on a blank sheet of paper of equal size and of the same colour and texture, and after folding them in a uniform manner and in a manner so that the names are concealed, deposit them in a receptacle and direct a Member present at the general meeting to withdraw one or more of the sheets (depending upon the number of positions to be filled), and the Chairman of the general meeting shall declare to be elected the candidate or candidates, as the case may be, whose name appears or names appear on the sheet or sheets thus drawn.

#### Persons Entitled to Vote

3.11 Any individual becoming a Member prior to the time set for the commencement of a general meeting shall be entitled to attend and vote at such general meeting in person or by proxy.

#### Co-Owners: Eligibility

3.12 In the event that a Member is a co-Owner to a Lot, the Member may vote by proxy, but only if the proxy is jointly appointed by the co-Owners, or the proxy is one of the co-Owners appointed by the other or all others, as the case may be, and in the absence of such proxy, only the Member is entitled to vote on a show of hands.

#### Manner in Which Vote is to be Taken and Casting Vote

3.13 Except as set forth in subparagraph 3.10.2.3 above, every question submitted to a general meeting shall be decided, unless a secret ballot be demanded as hereinafter provided, by a show of hands. Except upon the election of Directors or the President, in the case of an equality of votes the Chairman of the meeting shall, in addition to his or her right to an initial vote, both on a show of hands and on a secret ballot, have a second or casting vote.

3.14 At every general meeting, unless a secret ballot is demanded by the Chairman of the meeting, or by a Member, which secret ballot may be demanded only before a vote by a show of hands, a declaration by the Chairman of the meeting made in good faith that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the books of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### Secret Ballots

3.15 If a secret ballot is demanded, as aforesaid, it shall be taken in such manner as the Chairman of the meeting directs, and either at once or after an interval of adjournment, and the result of the secret ballot shall be deemed to be the resolution of the meeting at which the ballot is demanded. The demand for a secret ballot may be withdrawn. For the purposes of any such secret ballot, the Chairman of the meeting shall appoint one (1) Member as a returning officer and one (1) or more Members as scrutineers with authority and power to conduct such ballot, to canvass the votes of the Members and to examine into the qualifications of the voters. In the case of any dispute as to the admission or rejection of a vote by the returning officer or scrutineers, the Chairman of the meeting shall determine the same, and such determination, if made in good faith, shall be final and conclusive.

3.16 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the secret ballot has been demanded.

3.17 Any secret ballot properly demanded on the election of a Chairman of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.

#### Other Adjournments

3.18 The Chairman of a general meeting may, with the consent by Ordinary Resolution of the Members present, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

#### Proxies



3.19 Any Member shall be entitled to appoint another Member as his or her proxy to attend and vote at any general meeting. The form of proxy shall be as determined by Ordinary Resolution of the Directors from time to time, or as may be acceptable to the Chairman of the meeting. The Chairman of any general meeting shall have the sole right, acting in good faith, to determine whether the proxies submitted are valid for use at such meeting or not. The Directors may by Ordinary Resolution from time to time, make rules respecting proxies, the form, completion, execution and use thereof.

#### Rules of Order

3.20 The Directors may by Ordinary Resolution from time to time, adopt and/or make and alter rules of order to govern the proceedings at any general meeting and, failing such adoption or making, the Chairman of any general meeting shall be entitled to adopt such rules of order as the Chairman may desire to govern the proceedings at any general meeting, provided such adoption is disclosed in advance of any resolutions to be voted on at such meeting to the Members present thereat. In the event of conflict between any such rules of order and the provisions of these By-Laws, the provisions of these By-Laws shall govern.

#### Persons Entitled to be Present

3.21 The only persons entitled to attend any general meeting shall be the Members, the auditor of the Association, and counsel for the Association. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting by Ordinary Resolution.

### **4. DIRECTORS**

#### Number of Directors

4.1 Unless otherwise determined by the Directors from time to time by Ordinary Resolution, the board of Directors of the Association shall consist of not less than two (2) nor more than fifteen (15) Members of the Association duly elected as Directors either at a general meeting of the Members of the Association as provided in subsection 3.10 above and as provided in the following provisions of these By-Laws, or otherwise appointed or elected in accordance with these By-Laws. The Directors shall, prior to any general meeting at which Directors are to be elected, determine the number of Directors to hold office for the upcoming year.

#### Term of Office

4.2 Unless otherwise determined by the Directors by Ordinary Resolution, the Directors shall be elected for a term of two (2) years; provided that a simple majority of the Directors (excluding the Director to hold the office of President) to be elected at the Annual General Meeting to be held in 2001, shall hold office only for a term of one (1) year, with the consequence being that not all Directors shall retire from office at each Annual General Meeting but shall serve staggered terms of two (2) years. As soon as possible following the Annual General Meeting to be held in 2001 the Directors shall, by Ordinary Resolution, make a determination of the Directors who will hold office for such one (1) year term; provided that the Director elected at the Annual General Meeting to be held in 2001 to hold the office of President shall hold such office for a two (2) year term.

4.3 At each Annual General Meeting, the Directors who have completed their full term and any Director appointed as hereinafter provided who has completed the term of the Director whose place he or she is filling, shall retire from office. A retiring Director shall retain office until the dissolution of the meeting at which his or her successor is elected. A retiring Director shall be eligible for re-election.

#### Eligibility for Election as a Director

4.4 No individual shall be entitled to be elected to the office of Director or President unless he or she is a Member of the Association at the time of nomination as hereinafter provided and at the time of election.

4.5 No Member shall be eligible for election to the office of Director or President at any general meeting unless he or she shall have delivered, or cause to have been delivered, to the registered office of the Association or to such other

address as may be specified in any notice of meeting, a nomination form (which form must, if the individual is being nominated as a candidate for President, contain a specific nomination in respect of the same) signed by at least two Members of the Association (other than the individual being nominated) at least seven (7) days prior to the date of the holding of any general meeting at which Directors and/or the President, as the case, may be are to be elected; provided however, that the Directors shall have the power, by Ordinary Resolution, to authorize any particular individual or individuals to stand for election as Director or Directors or President at any particular general meeting even though the aforesaid nomination has not been completed and delivered in the manner and fashion set forth above. Notwithstanding the foregoing, a Member who has submitted a nomination form within the time and in the manner as aforesaid in respect of the office of President, shall be entitled to stand for election at the particular general meeting for Director if he or she is defeated in the election for the office of President.

#### Continuing Directors

4.6 If at any general meeting which an election of Directors ought to take place, no such election takes place, the retiring Directors shall (subject to resignation and the provisions of these By-Laws), continue in office until the Annual General Meeting in the next year, and so on from year to year until an election does occur.

#### Filling Vacancies and Additional Directors

4.7 Subject to subsection 4.17 below, a quorum of the Directors shall have power from time to time by Ordinary Resolution to appoint any Member of the Association as a Director to fill a casual vacancy, and such appointee shall remain a Director for a period of time equal to the uncompleted term of the Director he or she is so replacing. The Directors shall also have the power from time to time and at any time by Ordinary Resolution, to appoint any Member of the Association as an additional Director to hold office until the next Annual General Meeting of the Members; provided however, that the maximum number of Directors as determined in accordance with subsection 4.1 above shall not be exceeded and further provided that no more than two (2) such additional Directors shall hold the office of Director at any one time.

#### Termination of Office

4.8 A Director may resign from the office of Director upon giving notice in writing to any one (1) Director of the Association of his or her intention to do so, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Directors by Ordinary Resolution. Any such resignation shall also be deemed to be a resignation of such Director from any Office held in the Association.

4.9 The office of a Director shall be ipso facto vacated and the particular Office held by such Director at such time shall also be ipso facto vacated:

4.9.1 if he or she is found a lunatic or becomes of unsound mind or upon his or her decease; or

4.9.2 if he or she ceases to be a Member of the Association for any reason whatsoever.

4.10 The Directors may expel, for any reason that the Directors deem reasonable, any individual as Director or President of the Association (which expulsion shall also be deemed to include the expulsion of such Director from any Office which he or she holds in the Association) in accordance with the following:

4.10.1 upon any Director being presented with a petition signed by not less than 75% of the Directors for the time being in office setting forth therein a desire that any particular individual be expelled as Director or President, he or she shall immediately cause a meeting of Directors to be held as soon as possible in accordance with these By-laws to consider the expulsion of such individual;

4.10.2 the individual to be considered for expulsion shall be entitled to notice of such meeting and shall be entitled to attend the same and to speak to the matter;

4.10.3 if within the period commencing on the seventh (7th) day following the date of such meeting and ending on the twenty-first (21st) day following the date of such meeting a Director shall again be presented with a petition signed

by not less than 75% of the Directors for the time being in office, setting forth therein the continuing desire to expel the individual named in the first petition delivered pursuant to subparagraph 4.10.1 above, such individual shall be deemed to have been expelled as Director or President, as the case may be, as at the date of such second petition; and

4.10.4 any individual expelled as Director or President in the manner aforesaid shall not be entitled to commence any action or institute any proceedings to be reinstated as Director or President, as the case may be, and may only be re-elected as Director or President at a general meeting in accordance with these By-Laws;

4.11 The Members may, by Ordinary Resolution passed at a general meeting of Members, expel any individual as Director or President, as the case may be, (which expulsion shall also be deemed to include the expulsion of such Director from any Office which he or she holds in the Association). Furthermore, the Members may, at such general meeting, elect another Member as Director or President, as the case may be, to hold the Office of the Director or President being expelled for the unexpired term of the Director or President being expelled.

4.12 If at any time for any reason there are no Directors, the Members of the Association may by resolution in accordance with subsection 3.10 above, appoint any Members as Directors (so that the maximum number of Directors fixed in accordance with these By-laws is not exceeded) to hold office until the next Annual General Meeting of the Members.

#### Quorum For Directors' Meetings

4.13 A quorum for a meeting of the Directors shall, subject to subsection 4.17 below, consist of a simple majority of the Directors for the time being in office.

#### Chairman of Directors' Meetings

4.14 The President for the time being of the Association, and, in his or her absence, the Vice-President, shall be Chairman at meetings of the Directors. If at any meeting of the Directors, the President and the Vice-President shall be absent, or decline to act, the Directors present shall, by Ordinary Resolution, choose one of their number to be Chairman of such meeting.

#### Voting and Casting Vote

4.15 Questions and resolutions arising at any meeting of the Directors shall, except as otherwise required by these By-Laws, be decided by Ordinary Resolution. The Chairman of a meeting of the Directors shall have a vote and, in the case of an equality of votes, he or she shall, in addition to his or her right to an initial vote, be entitled to a second or casting vote.

#### Quorum Competent to Exercise Powers

4.16 Subject to subsection 4.17 below, a meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which are for the time being vested in or exercisable by the Directors.

4.17 The Directors for the time being comprising the continuing Directors may act notwithstanding any vacancies in the board provided that if the number of continuing Directors falls below 5, and for so long as this situation shall prevail, the continuing Directors shall not act except for the purpose of filling vacancies or calling a general meeting of the Association.

#### Defects in Appointment

4.18 Any act done by any meeting of the Directors, or by any person acting as a Director, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of the Director or Directors or individual acting as aforesaid or that they or any of them were disqualified, shall be as valid as if the Directors or individual had been duly elected or appointed and was qualified.

#### Holding of Meetings and Notices

4.19 Unless otherwise determined by the Directors by Ordinary Resolution, the Directors shall meet together for the dispatch of business at least once every month, otherwise they may adjourn and regulate their meetings and procedures. Meetings of the Directors shall be held at the City of Calgary, in the Province of Alberta. The Directors may, by Ordinary Resolution from time to time, make regulations in regard to the manner and time that notice shall be given of such meetings. Until such regulations are made, meetings of the Directors may be held at any time without formal notice if all the Directors are present or those absent have signified their consent in writing, either prior or subsequent to the meeting, to such meeting being held in their absence; and notice of any meeting (where notice has not been dispensed with) which has been delivered, emailed or mailed to each Director at his ordinary address or email address two (2) days prior to such meeting, shall be sufficient notice of any meeting of the Directors. In computing such period of 2 days the day on which such notice is delivered, emailed, or mailed shall be included, and the day for which notice is given shall be excluded. Notice of any meeting or irregularity in any meeting or in the notice thereof, may be waived by any Director. The Directors may by Ordinary Resolution from time to time appoint a regular time and place for meetings, and no further or other notice of such time and place other than the entry of such Ordinary Resolution upon the minutes of the meeting at which it was passed, shall be necessary. Immediately upon the conclusion of the Annual General Meeting, a meeting of the Directors shall be held and no notice of such meeting shall be necessary.

4.20 The President may at any time, and the Secretary of the Association shall, upon the request of any one (1) Director, summon a meeting of the Directors.

#### Telephone or Online Meetings

4.21 A Director may participate in a meeting of Directors by means of telephone, or other virtual communication facilities that permit all persons participating in the meeting to hear each other if all of the Directors attending such meeting consent to the same, and a Director participating in a meeting by such means shall be deemed to be present at such meeting.

#### Rules of Order

4.22 The Directors may by Ordinary Resolution from time to time, adopt and/or make and alter rules of order to govern the proceedings at any meeting of Directors. In the event of conflict between any such rules of order and the provisions of these By-Laws, the provisions of these By-Laws shall govern.

#### Past President

4.23 Unless otherwise determined from time to time by the Directors by Ordinary Resolution, the immediate past President of the Association, if still a Member, shall be permitted to attend meetings of the Directors of the Association in an advisory capacity. Such individual shall not be entitled to vote at such meeting unless otherwise a Director.

#### Minutes

4.24 The Directors shall cause minutes to be duly entered in books provided for the purpose:

4.24.1 of all appointments of Officers;

4.24.2 of the names of the Directors present at each meeting of the Directors;

4.24.3 of all resolutions made by the Directors;

4.24.4 of all resolutions and proceedings of meeting of the Members;

and any such minutes of any meeting of the Directors, or of the Members if purporting to be signed by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

#### Other Books and Records

4.25 The Directors shall cause to be prepared all records and documents of the Association, which shall be kept at the registered office of the Association or at such other places as the Directors may by Ordinary Resolution determine from time to time.

4.26 The Directors shall from time to time by Ordinary Resolution determine whether and to what extent and at what time and place and under what conditions or regulations the records and documents of the Association, or any of them, shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspection of any record or document of the Association except as conferred by law or authorized by the Directors by Ordinary Resolution from time to time or by the Members by Ordinary Resolution in general meeting.

#### Powers of Directors

4.27 The management of the business and affairs of the Association shall be vested in the Directors, who, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Members in general meeting, but subject nevertheless to the provisions of the *Societies Act*, the provisions of these By-Laws, and to any directions given to them by Ordinary Resolution of the Members of the Association passed at a general meeting. The Directors shall be entitled by Ordinary Resolution from time to time to delegate any or all of the aforesaid management and other powers in accordance with these By-Laws.

#### Directors' Interest

4.28 A Director who is a member or shareholder of or employed by or otherwise howsoever interested directly or indirectly in any sole proprietorship, partnership, syndicate, firm, institution, corporation or company contracting with, or interested in a proposed contract or arrangement with the Association shall declare his or her interest at the meeting of Directors at which the question of entering into the contract or arrangement is first taken into consideration, or, if the Director is not at the date of that meeting interested in the proposed contract or arrangement, at the next meeting of the Directors held after he or she becomes so interested, and, in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first meeting of Directors held after the Director becomes so interested.

4.29 A general notice that a Director is a member or shareholder of or employed by or otherwise howsoever interested directly or indirectly in any sole proprietorship, partnership, syndicate, firm, institution, corporation, or company, and is to be regarded as interested in any subsequent transaction with such sole proprietorship, partnership, syndicate, firm, institution, corporation or company, shall be sufficient disclosure of that Director's interest therein, and of the nature and extent of such interest, and after such general notice it shall not be necessary for that Director to give any special notice relating to any particular transaction with such sole proprietorship, partnership, syndicate, firm, institution, corporation or company.

4.30 In any case where a Director has disclosed either a specific or general interest:

4.30.1 he or she shall not, nor shall any sole proprietorship, partnership, syndicate, firm, institution, corporation or company in which the interest is disclosed be disqualified by reason of the interest from contracting or entering into an arrangement with the Association;

4.30.2 no such contract or arrangement shall be thereby avoided, and every such contract or arrangement shall be valid and binding on the parties thereto;

4.30.3 he or she shall not by reason only of holding the office of Director or the fiduciary relation thereby established be liable to account to the Association for any profit realized from any such contract or arrangement; and

4.30.4 he or she shall not be entitled to vote in respect of the contract or arrangement.

#### Borrowing

4.31 Subject to the provisions of the *Societies Act*, the Directors are hereby authorized from time to time by Ordinary Resolution:

4.31.1 to borrow money and obtain advances upon the credit of the Association, from any bank, corporation, firm or person, upon such terms, to such an extent and in such manner as it, in its discretion, may deem expedient;

4.31.2 to limit or increase the amount so borrowed;

4.31.3 to issue or cause to be issued bonds or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as it may deem expedient;

4.31.4 to hypothecate, mortgage, charge, pledge, cede and transfer the property, undertaking and rights, real or personal, movable or immovable or mixed, of the Association now owned or hereafter acquired, or both, to secure any debentures or other securities or any money borrowed or any other liability of the Association;

4.31.5 as security for any discounts, overdrafts, loans, credits, advances or other indebtedness or liability of the Association, to any bank, corporation, firm or person, and interest thereon, to hypothecate, mortgage, pledge and give to any bank, corporation, firm or person any or all of the Association's property, real or personal, movable or immovable or mixed, now owned or hereafter acquired, or both, and to give such security thereon as may be taken by a bank under the provisions of the Bank Act, and to renew, alter, vary or substitute such security from time to time, with authority to enter into promises to give security under the Bank Act for any indebtedness contracted or to be contracted;

4.31.6 to raise and assist in raising money for and to aid by way of bonus, loan, promise, endorsement, guarantee or otherwise, any individual or partnership or any other company and to guarantee the performance or fulfilment of any contracts or obligations of any such individual, partnership or company; and

4.31.7 to exercise generally all or any of the rights or powers which the Association itself may exercise.

#### Banking Powers

4.32 The Directors may by Ordinary Resolution from time to time open one or more accounts for the Association, designate signing officers, and generally execute all documents or agreements and do all things incidental to or in connection with the transaction of the Association's business with any bank, trust company or other depository.

4.33 The Directors may by Ordinary Resolution from time to time delegate to other persons the banking powers conferred by these By-Laws on the Directors and may authorize Officers, employees or other persons to sign cheques, execute agreements and documents and transact the Association's business with any bank, trust company or other depository.

4.34 Notwithstanding subsections 4.32 and 4.33 above, two (2) authorized signatories must sign and execute all documents required for the completion of any financial transaction of the Association, including but not limited to signing cheques, executing agreements and documents, and transacting any business of the Association through the Association's online banking platform.

### **5. EXECUTION OF DOCUMENTS AND SEAL**

5.1 The Association shall have a corporate seal which shall be of such form and device as may be adopted from time to time by the Directors by Ordinary Resolution.

5.2 Until otherwise determined by the Directors from time to time by Ordinary Resolution, the President of the Association for the time being together with any one (1) other Director, are authorized to execute any and all documents, agreements, obligations and instruments for and on behalf of and in the name of the Association; provided that any one (1) Director is authorized to execute any unilateral certificate or other written statement of fact given by the Association or by the Directors or Officers of the Association. Any of the signing officers as aforesaid or their agents shall be entitled to affix the seal of the Association to any document, agreement, obligation, instrument, unilateral certificate or other written statement of fact so executed by him.

5.3 Notwithstanding subsection 5.2 above, any financial document, agreement, obligation or instrument shall be executed by the President of the Association together with any one (1) other Director.

## **6. COMMITTEES**

6.1 The Directors may appoint from time to time by Ordinary Resolution, committees for such purposes and consisting of such persons as they may think fit and may from time to time revoke and vary such appointments. Any committee appointed by the Directors as aforesaid, may perform such duties and exercise such powers as may be directed or delegated to it by the Directors from time to time by Ordinary Resolution but shall not exercise any powers other than those so directed or delegated.

6.2 A committee appointed by the Directors as aforesaid shall, in the exercise of its duties and powers conform to any restrictions and regulations which may from time to time by Ordinary Resolution of the Directors be imposed upon it.

6.3 Any committee appointed by the Directors as aforesaid, shall keep adequate records of its proceedings, actions and decisions and written minutes of its meetings; provided always however, that any action taken with the written approval of all members of a committee shall be as valid and effectual as if it had been approved at a meeting of the committee duly called and constituted.

## **7. OTHER DELEGATION BY THE BOARD**

7.1 The Directors may from time to time by Ordinary Resolution, appoint such agents and authorize the employment of other persons as it deems necessary to carry out the objects of the Association, and such agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Directors by Ordinary Resolution.

7.2 In case of the absence or inability to act of any agent or employee of the Association, or for any reason that the Directors may deem sufficient, the Directors may by Ordinary Resolution delegate all or any of the powers of such person or persons to any other person or persons, who they might think fit, from time to time.

## **8. OFFICERS**

8.1 The Directors may by Ordinary Resolution appoint such Officers of the Association (other than the President who is to be elected by the Members in accordance with these By-Laws) as they may determine from time to time. Such Officers shall, save as otherwise provided herein, have such powers and duties as the Directors may determine or vary from time to time by Ordinary Resolution. Such Officers shall be Members of the Association but (other than the President) need not be Directors and shall hold Office at the pleasure of the Directors.

### President

8.2 The President, when elected shall be and shall be deemed to have been also elected as a Director of the Association. He or she shall preside as Chairman at all meetings of the Members of the Association and at all meetings of the Directors. He or she shall exercise a general control and supervision over the business and affairs of the Association. He or she shall have such other powers and duties as the Directors may determine from time to time by Ordinary Resolution.

## **9. ACCOUNTS**

9.1 The financial year of the Association shall end on a day to be determined by Ordinary Resolution of the Directors from time to time.

9.2 The Directors shall cause proper books of account and accounting records to be kept of all financial and other transactions of the Association including without limiting the generality of the foregoing, records and particulars of all sums of money received and disbursed and all purchases by the Association; and all assets and liabilities and all activities and operations of the Association.

9.3 The books of account shall be kept at the registered office of the Association or at such other place or places as the Directors may by Ordinary Resolution determine from time to time and shall always be open to the inspection of the Directors.

9.4 The Directors shall from time to time by Ordinary Resolution determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Association, or any of them, shall be open to the inspection of Members not being Directors, and no Member or Associate Member (not being a Director) shall have any right of inspection of any account or book or document of the Association except as conferred by law or authorized by the Directors by Ordinary Resolution from time to time or by the Members by Ordinary Resolution in general meeting.

9.5 Notwithstanding the provisions of subsection 9.4 above, at every Annual General Meeting the Directors shall lay before the Members the financial statements of the Association and reports pertaining thereto, including the report of the auditor(s) together with any other reports and/or statements as may be required pursuant to the *Societies Act*.

## **10. AUDITORS**

10.1 The Members by Ordinary Resolution at each Annual General Meeting shall appoint one or more auditors (who need not have any particular professional designation unless otherwise required by the *Societies Act*) to hold office until the close of the next Annual General Meeting, and, if any appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

10.2 The Directors may by Ordinary Resolution fill any casual vacancy in the office of auditor, but while the vacancy continues the surviving or continuing auditor, if any, may act.

10.3 The Members, by Ordinary Resolution at a general meeting, may remove any auditor before the expiration of his or her term of office, and shall by Ordinary Resolution at the meeting at which such resolution is passed appoint another auditor in his or her stead for the remainder of the term.

10.4 The remuneration of the auditors, if any, shall be fixed by the Directors by Ordinary Resolution from time to time.

10.5 At the Annual General Meeting of the Association, the auditor present the financial statements of the Association, audited and signed by the auditor.

## **11. MISCELLANEOUS**

### Remuneration

11.1 A Director or Officer of the Association shall receive no remuneration for his role, with the sole exception of reimbursement of expenses incurred while acting as a Director or Officer of the Association. Such reimbursement, if any, must be approved by either:

11.1.1 The President and any one (1) of the Treasurer or Secretary of the Association; or

11.1.2 The Secretary and Treasurer of the Association.

11.2 Remuneration, if any, of any employee or consultant or agent for the Association shall be fixed by a Special Resolution passed at any meeting of the Association from time to time.

### Notices

11.3 Any notice permitted or required by these By-Laws to be given or served on Members may be so given or served in any manner or fashion as may be determined by the Directors by Ordinary Resolution from time to time; provided that until otherwise determined by the Directors as aforesaid, notice of any Annual General Meeting or Special General Meeting of Members shall be deemed sufficiently served and properly effected upon the Members if communicated



by email, telephone or if contained in any form of newsletter or electronic or print publication of the Association which is generally made available to Members.

11.4 If any such newsletter or electronic or print publication shall not be issued during that period between 90 days and 21 days prior to the date of any Annual General Meeting or Special General Meeting then notice of the same will be deemed sufficiently served and properly effected, if advertised upon all community bulletin boards or other prominent display boards erected within Wentworth that is visible to all Members, commencing not less than 21 days before any such meeting and not more than 40 days before any such meeting. Such notice shall be displayed on any community bulletin board or other prominent display board erected within Wentworth from the date of display until the date of any Annual General Meeting or Special General Meeting.

11.5 The signature, if any, on any notice to be given may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.6 A Special General Meeting and Annual General Meeting may be convened by one and the same notice and it shall be no objection to the said notice that it only convenes the second meeting contingently on any resolution being passed by the requisite majority of the first meeting.

11.7 A statutory declaration of the President, Secretary or other duly authorized Officer of the Association in office at the time of making of the declaration as to the facts in relation to the giving of any notice to any Member(s), Director(s) or Officer(s) shall be conclusive evidence thereof and shall be binding on every Member, Director or Officer of the Association, as the case may be.

#### Headings

11.8 Headings used throughout these By-Laws have been inserted for convenience of reference only.

## **12. LIABILITY AND INDEMNITY**

12.1 No Director or Officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or agent or employee of the Association, 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 or 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 or for any loss or damage arising from the bankruptcy, insolvency or tortious act of 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 for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless the same shall happen as a consequence of such Director or Officer in the circumstances not exercising the degree of care and skill required by law or unless the same shall happen by or through his or her own wrongful or wilful act.

12.2 Except in respect of an action by or on behalf of the Association to procure a judgement in its favour, and unless otherwise prohibited at law, the Association may indemnify a Director or Officer of the Association, a former Director or Officer of the Association, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the Association:

12.2.1 if the same did not happen or occur as a consequence of such Director or Officer in the circumstances not exercising the degree of care and skill required by law, or if the same did not happen or occur by or through such Director's or Officer's own wrongful or wilful act;

12.2.2 if that Director or Officer was substantially successful on the merits in his or her defence of the action or proceeding;

12.2.3 if that Director or Officer is fairly and reasonably entitled to indemnity; and

12.2.4 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

### **13. ENCUMBRANCE AND ANNUAL FEES**

13.1 The Association shall be entitled to collect annual fees from the Members of the Association to be used for the following purposes:

13.1.1 the fulfilment of services as outlined in the Encumbrance;

13.1.2 payment of all costs and charges for the Land and any other property owned or managed by the Association, including but not limited to maintenance, repair, landscaping, and removal of snow;

13.1.3 payment of all taxes payable by the Association in relation to the Land and any other property owned or managed by the Association;

13.1.4 payment of all fees and charges for any insurance maintained by the Association and payment of any deductibles thereunder; and

13.1.5 such other services that the Association provides for Members as may be determined from time to time by Ordinary Resolution of the Directors.

13.2 The Members shall pay the annual fees to the Association promptly upon notice of such annual fees being due in the form of an invoice from the Association, and in the event of non-payment of the annual fees by a Member upon thirty (30) days of such fees becoming due, the Association shall be entitled to charge a non-payment penalty on the amount outstanding in the amount of FIFTY DOLLARS (\$50) per month on the last day of each month that the annual fees remain outstanding, and the Member shall cease to be in Good Standing until such time as the outstanding amounts are paid in full.

13.3 The Directors may set or change the method of payment for annual fees from time to time through an Ordinary Resolution.

13.4 Pursuant to the requirements within the Encumbrance, the Association shall fulfill its maintenance obligations annually. All Members shall be obligated to inform the Association of any damage to fencing structures, landscaping features, or other obligations of the Association to aid in the prompt repair and maintenance of all obligations of the Association.

### **INSURANCE**

14.1 The Association shall obtain and maintain, and shall at all times carry, to the extent available thereof, the following insurance:

14.1.1 fire insurance with extended coverage endorsement for such peril as the Directors shall deem advisable (the perils insured against shall be "all risks" as that term is generally understood in the insurance industry) insuring the Land and all of the insurable property of the Association, both real and personal of any nature whatsoever;

14.1.2 public liability insurance, including any liability incurred by the Association arising out of the ownership or use of the Land, insuring the Association against any liability for bodily injury, death and damage to property, to third parties or Members and their invitees, licensees or tenants, and the control, management and administration of the Land and any other property owned or maintained by the Association and such insurance shall have limits of liability in amounts not less than two million dollars (\$2,000,000.00) inclusive for bodily injury and/or property damage per occurrence;

14.1.3 Directors and Officers liability insurance, including errors and omissions coverage, in such amounts and with such deductibles as the Directors may from time to time determine by Ordinary Resolution, insuring the Directors and Officers and all employees of the Association from and against all loss, costs, and expenses, including counsel fees, reasonably incurred by a Member of the Association in connection with any action, suit or proceeding to which the said Member may be made a party by reason of his/her being or having been a Director or Officer or employee of the Association; and

14.1.4 any other insurance policy as may be determined by the Directors by time to time through an Ordinary Resolution.

**15. DISSOLUTION AND WINDING-UP AND APPLICATION OF PROFITS ETC.**

15.1 The profits, if any, and other income or accretions to the Association shall be applied only in promotion of its objects. No dividend to its Members shall be declared or paid and no part of the income or property of the Association shall be payable to, available for the personal benefit of, or otherwise distributed to its Members.

15.2 In the event of the dissolution or winding-up of the Association, all of its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable or non-profit organizations in Calgary, Alberta as determined by the Members of the Association by Ordinary Resolution at a general meeting.

**16. AMENDMENT OF BY-LAWS, ETC.**

16.1 These By-Laws of the Association may be rescinded, altered or added to in accordance with the provisions of the *Societies Act*.