

CONTEMPORARY CALGARY ARTS SOCIETY
BY-LAWS

DECEMBER 31, 2013
as amended and restated on March 7, 2017

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BY-LAWS

ARTICLE 1 PREAMBLE

1.1 Name

The name of the society is the Contemporary Calgary Arts Society hereinafter in these By-laws referred to as "the Association".

1.2 General By-Law

This document is the general By-laws of the Association. These By-laws regulate the transaction of business and affairs of the Association.

ARTICLE 2 INTERPRETATION

2.1 Definitions

- (a) "**Act**" means the *Societies Act*, RSA 2000, Chapter S-14 as amended, or any statute substituted for it;
- (b) "**Annual Membership Fee**" means the fees described in Section 3.5;
- (c) "**Board**" means the board of directors of the Association as established pursuant to Section 4.5;
- (d) "**By-laws**" means these By-laws of the Association, as amended from time to time;
- (e) "**Director**" means any person elected or appointed to the Board;
- (f) "**General Meeting**" means an annual general meeting described in Section 9.1;
- (g) "**Honorary Member**" means a person who has been admitted into membership of the Association by the Board in accordance with the rules for honorary membership of the Association established by the Board in accordance with Section 3.2 from time to time. An "Honorary Member" shall be a person who has made a significant contribution to the Association or a person of high standing in the community who the Association wishes to recognize. An "Honorary Member", as such, is not entitled to receive notice of, or vote at, any Meeting, but the Board may extend an invitation to Honorary Members to attend a Meeting;
- (h) "**Meeting**" means either a General Meeting or Special Meeting;
- (i) "**Member**" means a person so qualified who becomes a member in accordance with Section 3.1;
- (j) "**Officer**" means an officer of the Association appointed in accordance with Section 7.1;
- (k) "**Special Meeting**" means a special meeting described in Section 9.2; and
- (l) "**Special Resolution**" means:

- (i) a resolution passed at a Meeting of which not less than twenty-one (21) days notice has been given, specifying the intention to propose the resolution with specifics of the resolution and approved by a vote of at least seventy-five percent (75%) of those Members who, if entitled to vote, do so in person or by proxy;
- (ii) a resolution proposed and passed as a special resolution at a Meeting of which less than twenty-one (21) days notice has been given, of all the Members entitled to attend and vote at the Meeting so agree; or
- (iii) a resolution consented to in writing by all Members who would be entitled at a General Meeting or a Special Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

2.2 Construction

In these By-laws, unless otherwise expressly stated or the context otherwise requires:

- (a) references to "**herein**", "**hereby**", "**hereunder**", "**hereof**" and similar expressions are references to these By-laws and not to any particular Article or Section of these By-laws;
- (b) references to an "**Article**" or "**Section**" are references to an Article or Section of these By-laws;
- (c) words importing the singular shall include the plural and Vice versa, and words importing gender shall include the masculine, feminine and neuter gender;
- (d) the use of headings is for convenience of reference only and shall not affect the construction or interpretation hereof;
- (e) the words "**includes**" and "**including**", when following any general term or statement, are not to be construed as limiting the general term or statement to the specific items or matters set forth or to similar items or matters, but rather as referring to all other items or matters that could reasonably fall within the broadest possible scope of the general term or statement; and
- (f) references to any person include such person's successors and assigns (to the extent such assigns are permitted by the terms of any applicable provision or agreement).

ARTICLE 3 MEMBERSHIP

3.1 Members

Membership as a "Member" will be extended to a person who:

- (a) completes the membership application prescribed from time to time by the Board and whose qualifications comply with this Section 3.1; and
- (b) has paid the applicable Annual Membership Fee;

unless the Board determines that making such person a "Member" could bring the reputation of the Association into disrepute.

3.2 Honorary Members

The Board may establish criteria for the appointment of "Honorary Members", which shall also stipulate membership rights, other than the right to vote at Meetings, and the duration of membership whether life or for a fixed term. A person otherwise qualified to be a "Member" may be made an "Honorary Member".

3.3 Membership Year

The membership year for a Member is 12 months from the end of the month during which that person's membership was purchased or renewed, as the case may be.

3.4 Members' Voting

Each Member has a right to attend General Meetings and Special Meetings of the Association and is entitled to one (1) vote at a General Meeting or a Special Meeting.

3.5 Annual Membership Fees

The Annual Membership Fees will be established by the Board of Directors from time to time for all categories of membership and may be re-evaluated and altered periodically. The Board may permit the payment of Annual Membership Fees for multiple years, on such basis as may be established from time to time. There shall be no Annual Membership Fees associated with honorary membership.

3.6 Membership List

The Secretary of the Association will maintain a list of all Members and Honorary Members on an ongoing basis.

3.7 Ceasing to be a Member

A person ceases to be a Member, Associate Member or Honorary Member, as the case may be, at such time as:

- (a) the person fails to pay the Annual Membership Fee, when due;
- (b) the person withdraws from membership by notice in writing to the Secretary of the Association;
- (c) the person becomes entitled to receive a salary or other compensation from the Association;
- (d) the term of membership expires or the conditions upon which membership is extended, if any, no longer exist; or
- (e) the Board determines to revoke a person's membership by a vote of three-quarters of the Board voting at a Board meeting called for that purpose and provided that the person whose membership is subject to revocation is given seven (7) days prior notice of the Board meeting to consider revocation, which notice includes the general reasons for the proposed revocation, and the person is given the opportunity to address the proposed revocation of membership, either in writing or in person, as the Board or President may determine and so advise in the notice to that person.

**ARTICLE 4
DIRECTORS AND THE BOARD**

4.1 Association Oversight

The affairs of the Association shall be managed by the Board.

4.2 Number of Directors

There shall be a minimum of five (5) Directors and a maximum of twenty (20) Directors comprising the Board. The precise number of Directors of the Association to be elected at a Meeting from time to time shall be determined by the Directors at least five (5) weeks in advance of the applicable General Meeting and prior to the publication of the call for nominations required by Section 9.3; provided that the Board may increase the number of Directors between General Meetings by a maximum of 1/3 of the number elected at the preceding General Meeting. In the event the Board does not fix the number of Directors to be elected at a General Meeting, that number shall be the number elected at the preceding Annual Meeting.

4.3 Qualifications

Every Director shall be a Member in good standing of the Association. Directors shall be nominated by at least two (2) Members and each Member shall be eligible to nominate an unlimited number of persons to stand for the position of Director.

4.4 Nominations

Nominations for Directors shall be closed four (4) weeks before the date set for election. Nominations from the floor at the Meeting will be entertained only if the number of nominations received at the deadline set for nominations is less than the number of Directors set by the Board to be elected at the Meeting.

4.5 Election, Term and Term Limits

The nominees for Director holding the greatest number of votes for the number of positions available shall be elected Directors.

Members may not vote by proxy in the election of Directors.

At the first election of Directors at the Meeting following the approval of this by-law, one-half (1/2) of the directors shall be elected for a two-year term and one-half (1/2) of the directors shall be elected for a one-year term, and if an odd number of Directors are to be elected, the additional Director shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for a two (2) year terms.

Directors shall be limited to uninterrupted Board membership of three (3) two (2) year terms; provided that an initial appointment to serve a period of less than a two (2) year term, whether by election or appointment to a vacancy, shall not count toward the three (3) consecutive term limit, and further, provided that the three (3) consecutive term limit shall come into effect and be counted from the 2017 election of Directors.

4.6 Vacancies

The office of a Director shall automatically be vacated:

- (a) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (b) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
- (c) if the Director by notice in writing to the Association resigns his or her directorship, which resignation shall be effective at the time it is received by the Secretary of the Association or at the time specified in the notice, whichever is later;
- (d) if the Director ceases to be a Member and fails to renew membership within 30 days of notice of membership lapse;
- (e) if, without approval of the Board, a Director fails to attend three (3) consecutive Board meetings, he/she shall be deemed to have resigned from his/her office as Director effective as of the date of the third missed meeting, unless otherwise waived by resolution of the Directors;
- (f) if at a Special Meeting of Members, a resolution is passed by at least two thirds (2/3) of the votes cast by the Members at the Special Meeting removing the Director from office; or
- (g) if the Director dies.

4.7 Filling Vacancies

A vacancy occurring in the Board may be filled for the remainder of the term of that Director position by the Directors then in office, provided that if a vacancy is filled in the first year of a two (2) year term of a Director, that appointment shall be only until the next General Meeting at which an election for Directors is held. If there are no Directors then in office, a Special Meeting may be called by any Member to elect Directors.

If the number of Directors is increased between General Meetings, a vacancy or vacancies to the number of the authorized Directors, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.8 Committees

The Board may from time to time appoint any committee it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Committee members may be added or removed by resolution of the Board. The Board may appoint a chairperson of any committee other than the President, failing which the members of a committee will appoint a chairperson.

4.9 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

ARTICLE 5 MEETINGS OF DIRECTORS

5.1 Place of Meeting

Meetings of the Board may be held at any place within the City of Calgary or elsewhere in Alberta as approved by resolution of the Board.

5.2 Notice

A meeting of Directors may be convened by the Chair, a Vice-Chair or any two Directors at any time. The Secretary, when directed or authorized by any of such Officers or any two Directors, shall convene a meeting of Directors. Notice of any meeting that is provided electronically shall be served in the manner specified in Section 10.5 of this By-law not less than forty eight (48) hours before the meeting is to take place. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 10.5 of this By-law not less than seven (7) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place.

A Director may in any manner and at any time waive notice of a meeting of Directors and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Meetings of Directors may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meeting.

5.3 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.

5.4 Adjournment

Any meeting of Directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting, shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.5 Regular Meetings

The Board may appoint days for regular meetings of the Board at a place or hour to be named by the Board and an excerpt of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

5.6 Quorum

A majority of the Directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.

5.7 Voting at Meetings of Directors

Each Director is authorized to exercise one (1) vote. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes the motion shall fail.

5.8 Telephone Participation

The Board may meet by teleconference. Directors who participate in a meeting of the Board by teleconference are considered to have been present at such meeting.

5.9 Meetings by Other Electronic Means

The Board may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- (a) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each Director has equal access to the specific means of communication to be used; and
- (c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

5.10 Written Resolution instead of Meeting

A resolution in writing signed by all the Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of Directors.

ARTICLE 6 POWERS OF BOARD

6.1 Administer Affairs

The Board shall administer the affairs of the Association in all things and may make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Association is authorized to exercise and do.

6.2 Expenditures

The Board shall have power to authorize expenditures on behalf of the Association from time to time for the purpose of furthering the objects of the Association.

6.3 Borrowing Power

The Board may from time to time:

- (a) borrow money on the credit of the Association;
- (b) limit or increase the amount to be borrowed;
- (c) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Association;
- (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Association; and
- (e) delegate the powers conferred on the Directors under this Section to such Officer or Officers of the Association and to such extent and in such manner as the Directors shall determine, provided that the Association will not incur debts other than for current operating expenses, debts incurred in connection with the purchase and sale of capital assets and debts incurred in the course of charitable activities; and further provided that in no case shall debentures be issued without the prior approval of the Members by Special Resolution.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by its Directors or Officers independently of this By-law.

6.4 Fund Raising

The Board shall take such steps as it may deem reasonable to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

6.5 Agents and Employees

The Board may appoint such agents and engage such employees (and may delegate this function to an Officer or Officers of the Association) as it shall deem necessary or desirable from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment. The remuneration of Officers, agents and employees shall, subject to the other provisions of this By-law, be fixed by the Board by resolution provided that the Board may delegate this function to an Officer or Officers of the Association; provided that in no event shall remuneration be paid to a Director or Member of the Association.

ARTICLE 7 OFFICERS

7.1 Appointment

The Board may appoint one or more Chairpersons, one or more Vice-Chairpersons, a President, one or more Vice-Presidents, a Secretary, a Treasurer, and one or more Assistant Secretaries and/or one or more Assistant Treasurers, and such other Officers considered necessary or desirable from time to time. A Director may be appointed to any office of the Association but none of the said Officers need be a Director or Member of the Association except that any Chairperson, or any Vice-Chairperson shall be a Director and Member of the Association. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not

be known as the Secretary-Treasurer. The Board may from time to time appoint such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. The Board may also appoint Honorary Officers, who shall have no specific duty and no authority.

7.2 Vacancies

Notwithstanding the foregoing, each incumbent Officer, other than an Honorary Officer, shall continue in office until the earlier of:

- (a) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Association or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that Officer ceasing to be a Director, if such is a necessary qualification of appointment, or ceasing to be a Member;
- (d) that Officer's removal by the Board; or
- (e) that Officer's death.

If the office of any Officer of the Association shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

7.3 Remuneration and Expenses of Officers

An Officer shall not be entitled to receive remuneration for acting as such, provided that an Officer may be remunerated as an employee of, or consultant to, the Association and such Officer shall not then be a Director or Member of the Association. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties, provided that any expenses for which reimbursement is to be sought in excess of \$500 shall receive the prior approval of the Board.

7.4 Removal of Officers

Officers shall be subject to removal by resolution of the Board at any time, with or without cause.

7.5 Duties of Officers May be Delegated

In case of the absence or inability to act of any Officer or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

7.6 Powers and Duties

Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. The duties of the Officers shall include:

- (a) *Chairperson*: The Chairperson shall, when present, serve as chairperson, presiding at all meetings of the Board, committees of Directors, if so appointed, and Meetings of the Members.
- (b) *Vice-Chairperson*: The Vice-Chairperson or, if more than one, the Vice-Chairperson, in order of seniority, shall be vested with all the powers and shall perform all the duties of the Chairperson in the absence or inability or refusal to act of the Chairperson.
- (c) *President*: The President shall be the chief executive officer of the Association. The President shall supervise the day to day operations and administration of the Association. The President shall conform to all lawful orders given by the Board and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Association.
- (d) *Vice-Presidents*: The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties as are ascribed to that office by the Board from time to time.
- (e) *Secretary*: The Secretary shall give or cause to be given notices for all meetings of the Board or committees of Directors, if any, and Members when directed to do so and have charge of the corporate seal of the Association, the minute books of the Association and of the documents and registers referred to in section 36 of the Act.
- (f) *Treasurer*: The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Association in proper books of account, and shall deposit or shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Association in such banks or banks as may be designated from time to time by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the Association under the direction of the Board, receiving proper vouchers thereof and render to the Board at its regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Association.
- (g) *Assistant Secretary and Assistant Treasurer*: The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case maybe.

ARTICLE 8 PROTECTION OF DIRECTORS AND OFFICERS

8.1 For the Protection of Directors and Officers

Except as otherwise provided in the Act, 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 employee 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 moneys 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 including any person with whom or which any moneys, 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 moneys, 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 the Director's or

Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful neglect or gross misconduct.

8.2 Indemnities to Directors and Others

Every Director or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any corporation controlled by it and their heirs, executors 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:

- (a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or gross misconduct.

The Association shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

8.3 Insurance

The Board may cause the Association to purchase and maintain insurance for the benefit of any person who is serving as a Director or Officer of the Association against any liability incurred as a director or officer.

ARTICLE 9 MEETINGS OF MEMBERS

9.1 General Meeting - Annual

The Association will hold a single General Meeting each calendar year, within fifteen (15) months of the preceding General Meeting.

The business of the General Meeting will include, but is not limited to:

- (a) receiving a report from the President;
- (b) receipt of the financial statements;
- (c) election of the members of the Board;
- (d) other business as determined by the Board;
- (e) the appointment of auditors, if required.

The quorum for an General Meeting shall not be less than ten (10) Members present in person or by proxy. In the event that no quorum is established within thirty (30) minutes, the Meeting will dissolve and a new meeting shall be called within twenty-one (21) days to deal with the agenda.

A resolution that is not a Special Resolution, will be deemed to be passed by a simple majority of fifty percent (50%) plus one (1) of votes cast by those Members present and entitled to vote at the Meeting.

9.2 Special Meeting

Special Meetings of the Members may be convened by order of the Chairperson or by the Board at any date and time and at any place within Alberta. The Board shall call a Special Meeting on written requisition of not less than thirty percent (30%) of Members specifying the proposed business of the Meeting.

9.3 Record Dates

For the purpose of determining Members entitled to receive notice of or to vote at a Meeting, the Directors may fix in advance a date as the record date for that determination of Members, but that record date shall not precede by more than 50 days or by less than 21 days the date on which the Meeting is to be held.

If no record date is fixed, the record date for the determination of Members entitled to receive notice of and to vote at a Meeting of Members shall be at the close of business on the last business day preceding the day on which the notice is sent.

9.4 Meeting Notice

A preliminary notice of any General Meeting, including a call for nomination of Directors, for that General Meeting, shall be published in the newsletter and on the website of the Association, if any, at least five (5) weeks and no more than ten (10) weeks in advance of the Meeting.

Notice of Meetings of Members shall be provided to Members by mail or by electronic means such as email or facsimile, sent to each Member not less than twenty-one (21) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the Meeting is to take place.

Notice of any Meeting a Special Resolution will be considered should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

9.5 Waiver of Notice

A Member and any other person entitled to attend a meeting of Members and to whom notice is required may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9.6 Error or Omission in Giving Notice

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Association shall invalidate any resolution passed or any proceedings taken at any meeting of members.

9.7 Quorum

A quorum at any Meeting (unless a greater number of Members and/or proxies are required to be present by the Act or any other By-law) shall be ten (10) Members present in person or represented by proxy. No

business shall be transacted at any Meeting unless the requisite quorum be present at the time of the transaction of such business commencement of the Meeting. If a quorum is not present at the time appointed for a Meeting or within such reasonable time thereafter as the Chairperson present may determine, the persons present and entitled to vote may adjourn the Meeting to a place fixed time and date no more than thirty (30) days after the adjournment but may not transact any other business and no additional notice shall be required with respect to the adjourned Meeting.

9.8 Chairperson of the Meeting

The Chairperson shall be chairperson of all Meetings and in the absence of the Chairperson, the Vice-Chairperson, shall serve, in order of their precedence. In the event that the Chairperson or Vice-Chairpersons are absent, the persons who are present and entitled to vote shall choose another Director as chairperson of the Meeting and if no Director is present or if all the Directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

9.9 Adjournment

The chairperson of any Meeting may with the consent of the Meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Meeting which might have been brought before or dealt with at the original Meeting in accordance with the notice calling the same.

9.10 Voting of Members

Only Members shall be entitled to vote at meetings of Members and each Member shall have one (1) vote.

At all Meetings, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws.

No Member shall be entitled either in person or by proxy to vote at meetings of Members of the Association unless the Member has paid all dues or fees, if any, then payable by the Member.

At any Meeting unless a poll is demanded a declaration by the chairperson of the Meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the Meeting. If at any Meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any Meeting a poll is demanded on any other question, the vote shall be taken by ballot in such manner and either at once, later in the Meeting or after adjournment as the chairperson of the Meeting directs. The result of a poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. A demand for a poll may be withdrawn.

9.11 Proxies

Votes at meetings of the Members may be given either personally or by proxy. At every meeting at which a Member is entitled to vote, such Member may appoint a proxy. A proxy shall be executed by the Member in writing.

A proxy may be in the following form:

The undersigned member of Contemporary Calgary Arts Society hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the Members of the said Association to be held on the day _____ of _____, 20____, and at any adjournment or adjournments thereof [**add specific instruction, or, if discretionary leave as is**] in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the _____ day of _____, 20 _____

Signature of Member

The Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept electronic or written communications as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Association, and any votes given in accordance with such electronic or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

**ARTICLE 10
GENERAL MATTERS**

10.1 Fiscal Year

The fiscal year of the Association is July 1st to June 30th of each calendar year.

10.2 Audit

The Board shall order and authorize an annual audit of the Association books annually within one hundred and eighty (180) days of its year end.

An audit may be conducted in any manner as permitted by the Act.

10.3 Execution of Instruments

Contracts, documents or any instruments in writing requiring the signature of the Association may be signed by:

- (a) any two of the Chairperson, a Vice-Chairperson, the President, a Vice-President, the Secretary or the Treasurer;
- (b) any two Directors; or
- (c) any one of the aforementioned Officers together with any one of the Directors;

and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. Notwithstanding the foregoing, the Board by resolution shall have the power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing otherwise than in accordance with the foregoing requirements.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The Board may limit or restrict signing authority as it sees fit and it may delegate to the President the power to determine which management employees shall have signing authority.

10.4 The Seal

The seal of the Association, if any, will be kept by the Secretary who will seal any and all required documents upon specific resolution by the Board of Directors.

10.5 Notices

Subject to Section 5.2 of this By-law regarding notices to Directors and Section 9.3 of this Bylaw regarding notices to Members of any General Meeting or Special Meetings of Members, any notice or other document required by the Act, the regulations or the By-laws to be sent to any Member or Director or to the auditor shall be:

- (a) delivered personally;
- (b) sent by prepaid mail; or sent by electronic means such as e mail or facsimile;

at such person's latest address as shown in the records of the Association and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.6 Signature to Notices

The signature of any Director or Officer of the Corporation to any notice or document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

10.7 Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Association and other matters provided for in these or other By-laws as they may deem expedient.

10.8 Books and Records

The Directors shall see 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 properly kept.

The books and records of the Association will be kept at the offices of the Association by the Secretary and will be open for inspection by the Members upon request during normal business hours.

10.9 Wind Up or Dissolution

Upon winding-up or dissolution of the Association the funds and property remaining:

- (a) after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator;
- (b) after payment to employees of the Association of any arrears of salaries or wages; and
- (c) after payment of any debts of the Association,

will be paid or transferred by the Association to a "qualified donee" as defined by the Income Tax Act (Canada) as amended from time to time, as designated by the Directors of the Association.

ARTICLE 11 OBJECTS AND BY-LAWS AMENDMENTS

11.1 Amendments

The objects and By-laws may be rescinded and/or amended by a Special Resolution only at a General Meeting or a Special Meeting of the Association.