

ALBERTA ROLLER DERBY ASSOCIATION

BYLAWS

2018–12–29

ARTICLE 1 – PREAMBLE

- 1.1 **The Society** – The legal name of the society is the Alberta Roller Derby Association, which may also be known or referred to as ARDA, Derby Alberta, or Alberta Roller Derby
- 1.2 **The Bylaws** – The following articles set forth the Bylaws of the Alberta Roller Derby Association.
- 1.3 **The Registered Office** – The Registered Office of the Society is located at 507 136D Sandpiper Rd, Fort McMurray AB T9K 0J7.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

- 2.1 **Definitions** – In these Bylaws, the following words have these meanings:
- 2.1.1 **Act** means the Societies Act, **R.S.A.**, 2000, Chapter S–14 as amended, or any statute substituted for it
- 2.1.2 **Annual General Meeting** means the annual general meeting described in Article 5.1
- 2.1.3 **Board** means the Board of Directors of this Society.
- 2.1.4 **Bylaws** means the Bylaws of this Society as amended.
- 2.1.5 **Consensus** means general agreement formed with unanimity, having the agreement and consent of all in the best interest of the Society;
- 2.1.6 **Director** means any person elected or appointed to the Board.
- 2.1.7 **General Meeting** means the Annual General Meeting or a Special General Meeting.
- 2.1.8 **Member** means a Member of the Society.
- 2.1.9 **Officer** means any Officer as outlined in Section 6.
- 2.1.10 **Registered Office** means the registered office for the Society.
- 2.1.11 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society.
- 2.1.12 **Society** means the Alberta Roller Derby Association
- 2.1.13 **Special Meeting** means the special general meeting described in Article 5.2.
- 2.1.14 **Special Resolution** means:

- (a) a resolution passed at a General Meeting of the membership. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a 75% majority vote of the voting Members who vote in person; or
- (b) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.15 Voting Member means a Member entitled to vote at the meetings of the Society.

2.2 Interpretation – The following rules of interpretation must be applied in interpreting these Bylaws:

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

2.2.2. Feminine and Masculine: words indicating the feminine gender also include the masculine gender and vice versa.

2.2.3. Corporation: words indicating persons also include corporations.

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

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

ARTICLE 3 – MEMBERSHIP

3.1 Classifications of Members – There are three categories of Members:

- (a) League Members;
- (b) Individual Members (non-voting); and
- (c) Lifetime Honorary Members (non-voting)

3.1.1 League Members – To become a League Member, an organization must:

- (a) be a legally registered society providing roller derby programs and services, including any officials' society, within ARDA's catchment area, as defined by the Board of Directors;
- (b) each individual member of the league must be insured by an acceptable insurance program;
- (c) each individual member shall have paid in full any applicable league membership dues, insurance fees, as well as any ARDA dues;
- (d) submit a completed application form to the Board of Directors; and
- (e) be approved for membership by the Board of Directors.

3.1.2 Individual Members – To become an Individual Member, an individual must:

- (a) apply to the ARDA as an individual member with no league affiliation;
- (b) be insured by an acceptable insurance program;
- (c) pay in full their ADRA membership dues as well as any insurance dues; and
- (d) be approved for membership by the Board of Directors.

3.1.3 Lifetime Honorary Members – Honorary membership in the Society may be bestowed upon an individual who has rendered meritorious service to the Society and to Roller Derby in Alberta. Such Honorary Memberships shall be recommended to the membership at an

Annual General Meeting by the unanimous agreement of the Board of Directors and shall be subject to a 2/3 majority vote of the members in attendance at such meeting.

3.2 Admission of Members

3.2.1 Eligibility Criteria – Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1 and meeting the following eligibility criteria:

- (a) Any person who is directly or indirectly interested in the sport of roller derby;
- (b) who is willing to contribute time and effort to the organization;
- (c) who is willing to support the mandate and vision of the Society;
- (d) who is willing to subscribe to the goals and objectives of the Society; and
- (e) who is willing to adhere to the guiding principles of the Society.

3.2.1 Register of Members – Upon meeting the requirements and criteria, the individual will be entered as a Member under the appropriate category in the Register of Members.

3.3 Membership Fees

3.3.1 Membership Year – The membership year is March 1 to Feb 28 of each year.

3.3.2 Setting the Membership Fees – The Board of Directors decides annual membership dues for each category of Members.

3.3.3 ARDA dues will be ratified at the society's AGM

3.3.4 ARDA dues will be sent to all club presidents. All fees must be paid prior to any member taking part in roller derby activities including practices, games, bootcamps, conferences, education, etc.

3.4 Rights and Privileges of Members

3.4.1 Entitlements – Any Member in good standing is entitled to:

- (a) receive notice of Society meetings;
- (b) attend any Society meetings;
- (c) vote as described;
- (d) speak at any Society meetings upon written request to do so and/or when acknowledged by the chairperson; and
- (e) exercise other rights and privileges given to Members in these bylaws.

3.4.2 Member in Good Standing – A Member is in good standing when:

- (a) they have paid membership fees or other required fees to the Society; and
- (b) they are not suspended as a Member as provided for under Article 4.5.

3.5.1 Limitation on the Liability of Members – No Member is, in his individual capacity, liable for any debt or liability of the Society.

3.5 Suspension/Expulsion of Membership

3.5.2 Decision to Suspend/Expel – The Board, at a Special Board Meeting called for that purpose, may suspend a Member's membership or expel that Member for one or more of the following reasons:

- (a) they have failed to abide by the Bylaws;
- (b) they have been disloyal to the Society;

- (c) they have disrupted meetings or functions of the Society; and / or
- (d) they have done anything judged to be harmful to the Society, or by failing to do, has caused harm to the Society.

3.5.3 Notice of Suspension / Expulsion

3.5.3.1 The affected Member will receive written notice of the Board's intention to review their membership. The Member will receive at least fourteen (14) days' notice before the Special Board Meeting.

3.5.3.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. Alternately, an Officer of the Board may hand-deliver the notice.

3.5.3.3 The notice will state the reasons why suspension/expulsion is being considered.

3.5.4 Decision of the Board

3.5.4.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow one other person to accompany the Member.

3.5.4.2 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board. The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.5.4.3 The decision of the Board may be appealed after no less than 12 months has passed.

3.5.4.4 The Board may choose to overturn a previous decision with or without an appeal.

3.6 Termination of Membership

3.6.1 Resignation

3.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Society.

3.6.1.2 Once the notice being received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.6.2 Death – The membership of a Member is ended upon their death.

3.6.3 Deemed Withdrawal – A Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.6.4 Continued Liability for Debts Due – Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

ARTICLE 4 – MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

- 4.1.1 Date of the Meeting** – The Society holds its Annual General Meeting no later than the last day of December of each calendar year. The Board sets the place, day and time of the meeting. In the event of inclement weather or if road conditions warrant the meeting to be cancelled it shall be called again within 40 days of the cancelled meeting with the same notification requirement.
- 4.1.2 Notice for the Meeting** – Notice of the Annual General Meeting shall be posted on the ARDA website and forwarded by e-mail to each Member at least twenty-one (21) days prior to the meeting date.
- 4.1.3 Agenda for the Meeting** – The Annual General Meeting deals with the following matters:
- (a) adopting the agenda;
 - (b) adopting the minutes of the last Annual General Meeting;
 - (c) receiving and considering the President's and the Board of Director's reports;
 - (d) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report if available;
 - (e) appointing the auditors;
 - (f) electing the President when their term has expired;
 - (g) electing Members of the Board when their terms have expired; and
 - (h) considering matters specified in the meeting notice.
- 4.1.4 Quorum** – Attendance by 20% of the total membership (or five (5) Members, whichever is less), and 50% of the currently serving Board of Directors in good standing, at the Annual General Meeting is a quorum.
- 4.1.5 Telepresence** – Use of telepresence devices to attend a meeting and vote is permitted. Telepresence must allow all attendees to see the faces and hear the voices of all other attendees in an unobstructed manner.
- 4.1.6 Outgoing Board of Directors** – At the cessation of the Annual General Meeting, the outgoing Board of Directors will turn over all books, records and Society funds to its successor.

4.2 Special General Meeting of the Society

- 4.2.1 Calling of Special General Meeting** – A Special General Meeting may be called at any time:
- (a) by resolution of the Board of Directors to that effect; or
 - (b) on the written request of at least three (3) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting or;
 - (c) on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
- 4.2.2 Notice** – The President, or their designate, emails, mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.
- 4.2.3 Agenda for Special General Meeting** – Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

4.2.4 Procedure at the Special General Meeting – Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.3. Proceedings at the Annual or a Special General Meeting

4.3.1 Attendance by the Public – General Meetings of the Society are not open to the public, but members of the public may attend the meeting at the invitation of the President. The Members present may override the President’s invitation by majority vote.

4.3.2 Failure to Reach Quorum – The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.3.3 Presiding Officer

4.3.3.1 The President chairs every General Meeting of the Society. The Vice President chairs in the absence of the President.

4.3.3.2 The President, or the Vice President, may rescind the chair of any meeting to another member with the approval of a majority of the members present.

4.3.3.3 If neither the President nor the Vice President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair by majority vote.

4.3.4 Adjournment

4.3.4.1 The Chair may adjourn any incomplete General Meeting with the consent of the Members at the meeting. Any such motion to adjourn must include a time and place to which to adjourn. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

4.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

4.3.4.3 The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

4.3.5 Voting

4.3.5.1 The only Members who can vote at General or Special meetings of the Society are League Members in good standing.

4.3.5.2 Each League Member will hold one vote for each program they offer within their club (Adult and Junior). Each program must register at least 10 individuals to be considered a program. A list will be posted indicating who is eligible to vote and how many votes they hold prior to the meeting being called to order.

4.3.5.3 Voting privileges will be extended to one vote each for other roller derby organizations, such as officials’ groups, that the Board of Directors inducts into ARDA.

4.3.5.4 All resolutions made at the Annual General Meeting or Special Meetings of the Society will be determined by the membership through a simple majority agreement of those members in good standing eligible to vote and present at the meeting.

4.3.5.5 In the event of a tie in a vote, the Chair casts the deciding vote. The decision is final.

4.3.5.6 Voting will be by show of hands or voice.

4.3.5.7 If at least five (5) voting Members request a ballot vote, the Chair may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting. Members may withdraw their request for a ballot before resolution.

4.3.5.8 The Chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

4.3.5.9 Voting Members may vote by proxy with the following conditions:

- (a) A proxy may only be given to a person who ordinarily may attend and vote at a General Meeting;
- (b) A proxy may not be telepresent;
- (c) A proxy must present an original document signed in ink by the President / Chairperson of the League Member that declares the proxy;
- (d) The proxy declaration may specify or restrict the proxy's vote; and
- (e) In the event of a ballot vote where a proxy is specified or restricted, any ballots will be marked openly and in accordance with any specification or restriction.

4.3.5.10 The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

4.3.6 Failure to Give Notice of Meeting – No action taken at a General Meeting is invalid due to:

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

ARTICLE 5 – THE GOVERNMENT OF THE SOCIETY

5.1 The Board of Directors/Executive Council

5.1.1 Governance and Management of the Society – The Board governs and manages the affairs of the Society. The Board may hire staff to carry out its management functions, under the direction and supervision of the President and Board.

5.1.2 The Executive Council

5.1.2.1 Is responsible for:

- (a) carrying out emergency and unusual business between Board meetings;
- (b) reporting to the Board on actions taken between Board meetings;
- (c) carrying out other duties as assigned by the Board.

5.1.2.2 Meets only when required. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.

5.1.2.3 A meeting of the Board of Directors may be held by a conference call. Officers who participate in this call are considered present for the meeting.

5.1.2.4 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board of Directors.

5.1.2.5 An Officer may waive formal notice of a meeting.

5.2 Powers and Duties of the Board of Directors

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

- (a) Promoting the objects of the Society;
- (b) Promoting membership in the Society;
- (c) Hiring employees to operate the Society;
- (d) Regulating employees' duties and setting their salaries;
- (e) Maintaining and protecting the Society's assets and property;
- (f) Approving an annual budget for the Society;
- (g) Paying all expenses for operating and managing the Society;
- (h) Paying persons for services and protecting persons for debts of the Society;
- (i) Investing any extra monies;
- (j) Financing the operations of the Society, and borrowing or raising monies;
- (k) Making policies for managing and operating the Society;
- (l) Approving all contracts for the Society;
- (m) Maintaining all accounts and financial records of the Society;
- (n) Appointing legal counsel as necessary;
- (o) Making policies, rules and regulations for operating the Society;
- (p) Selling, disposing of, or mortgaging the property of the Society; and
- (q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director or the paid administrator of the Society.

5.3 Composition of the Board

5.3.1 The Executive Council consists of:

- (a) President;
- (b) Vice President;
- (c) Director of Finance; and
- (d) Three Directors at Large.

5.3.2 The Board of Directors consists of:

- (a) The Executive Council; and
- (b) A representative for Officials
- (c) Representatives of approved League Members.

5.3.3 The Board of Directors may, from time to time, and for specific purposes add committees to assist with the functions of the society as set out by the Board of Directors and or Membership.

5.3.4 The Board of Directors may, from time to time, after receiving written application, add additional League Members to the Board of Directors.

5.4 Conflict of Interest

5.4.1 Members of the Board of Directors will not hold positions that could be perceived or deemed as a conflict of interest.

5.4.2 Members finding themselves in a position of conflict of interest shall physically remove themselves from a meeting where a matter where the conflict is being discussed is taking place. Upon completion of the topic that caused conflict the member shall be allowed to return to the meeting.

5.4.3 Any director may ask that another member remove himself from a meeting if a majority of the other members agree that a conflict of interest is evident. Upon completion of the topic that caused conflict the member shall be allowed to return to the meeting.

5.5 Election of the Directors

5.5.1 At the Annual General Meeting , the Voting Members elect the following:

- (a) On even years, the President and two Directors at Large
- (b) On odd years, the Vice-President, Director of Finance, and one Director at Large
- (c) To be elected to any of these positions, individuals need to be a Member
- (d) To be considered as President, an individual needs to have occupied one of the other of these positions for a minimum of one year.

5.5.2 Representatives to the Board of Directors from League Members are appointed by the respective League Member

5.6 Term of the Board

5.6.1 Each member of the Board of Directors shall serve a term of two years with a maximum of three consecutive terms.

5.7 Resignation, Death or Removal of a Director or Officer

5.7.1 A Director/Officer may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Board accepts the resignation.

5.7.2 Voting Members may remove any Director/Officer before the end of his term. At a Special General Meeting called for this purpose, a 2/3 majority decision of the membership shall be deemed to be a vote of non-confidence and the Director/Officer, or Directors/Officers, will have deemed to have submitted resignation. If a quorum is not present within fifteen (15) minutes after the meeting is called, the President shall adjourn the meeting and instruct the Vice-President to cast a single vote of confidence in the Director/Officer, or Directors/Officers, in question.

5.7.3 If a complaint is made against the whole Board of Directors, the complainant must form a committee of at least ten (10) members in good standing. The committee will then notify the Board of Directors of the complaint, in writing, and an independent mediator agreed upon by both parties will be appointed to mediate the dispute. The committee must then meet with both the Board of Directors and the mediator. The decision of the mediator will be final.

5.7.4 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

5.8 Meetings of the Board of Directors

5.8.1 The Board holds at least four (4) meetings each year.

5.8.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.

5.8.3 Five (5) days notice is provided electronically to all Board Members. Board Members may waive notice.

5.8.4 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

5.8.5 A majority of the Directors present at any Board meeting is a quorum.

5.8.6 If there is no quorum, the Chair adjourns the meeting to the same time, place, and day of the following week. At least three (3) Directors present at this later meeting is a quorum

5.8.7 An effort will be made in the first instance to determine all decisions, policies and procedures by consensus agreement of the Board of Directors.

5.8.8 If a consensus cannot be reached in good faith within a reasonable amount of time, a simple majority vote may be used to decide the issue. Each Director, including the President and the Vice-President, has one (1) vote. In the event of a tie, the Chair casts a deciding vote. This decision is final.

5.8.9 Meetings of the Board are open to Members of the Society to attend as observers, but only Directors may vote. A majority of the Directors present may ask any other Members to leave.

5.8.10 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed

5.8.11 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting

5.8.12 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.8.13 A Director may waive formal notice of a meeting.

5.9 Accountability of Board of Directors

5.9.1 The Board of Directors is responsible to oversee the operation of the Society. They are accountable to the membership to see that the organization maintains its integrity and ethical standards.

5.9.2 The membership or the Board of Directors may call any Director, or Directors of the Society to account for the general performance of the Board of Directors, or for specific actions

taken by any officer on behalf of the Society, by petitioning the President in accordance with these bylaws

5.10 Executive Council of the Society

5.10.1 The Executive Council consists of:

- (a) President;
- (b) Vice President;
- (c) Director of Finance; and
- (d) Three Directors at Large.

5.10.2 Duties of the Executive Council of the Society:

5.10.2.1 The President:

- (a) guides the direction of the Society;
- (b) supervises the affairs of the Board;
- (c) interprets the Bylaws for the Society;
- (d) oversees day-to-day operations of the Society;
- (e) acts as the representative and uphold the intent, guiding principles and purposes of the Society;
- (f) when present, chairs all meetings of the Society, the Board and the Board of Directors;
- (g) assumes any or all roles of the Society or collective as required;
- (h) is an ex officio member of all Committees;
- (i) acts as the spokesperson for the Society;
- (j) carries out other duties assigned by the Board;
- (k) is a signing authority of the society when needed; and
- (l) votes only in the event of a tie.

5.10.2.2 The Vice-President:

- (a) presides at meetings in the absence of the President;
- (b) replaces the President as required;
- (c) is a signing authority of the society when needed;
- (d) is an ex officio member of all Committees;
- (e) carries out other duties assigned by the Board; and
- (f) chairs the Nominating Committee.

5.10.2.3 The Director of Finance:

- (a) chairs the Finance and Personnel Committees
- (b) is a signing authority of the society when needed;
- (c) controls the custody, care and insurance of all resources of the Society
- (d) keeps accurate minutes of all meetings and has charge of the Board's correspondence;
- (e) keeps a record of names, addresses, and e-mail contact information for all Members of the Society;
- (f) carries out other duties assigned by the Board;
- (g) registers Annual Returns and bylaw & address changes with the Corporate Registry;
- (h) is responsible for collection of all fees and maintenance of all Society funds;
- (i) provides a detailed account of revenues and expenditures to the Board;
- (e) provides audited financial statements of the Society to the Members at the Annual General Meeting;

5.10.3 Executive Portfolios – The Executive committee may establish standing executive portfolios for the Directors at Large. These are currently undefined.

5.11 Board Committees – the Board may appoint committees to advise the Board.

5.11.1 Establishing Committees:

5.11.1.1 A Board member acts as Chair for each committee

5.11.1.2 The Chair calls for meetings of the committee and ensures that meeting minutes are kept and forwarded to the Board.

5.11.1.3 Committees operate generally according to the same rules as the Board.

5.11.2 Standing Committees – The Board may establish standing committees. These are currently undefined.

5.12 Staff – The Board may hire, or contract, staff as required to carry out assigned duties. Staff reports to, and are responsible to, the Board and, where appropriate, to relevant Board Committees.

ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 Signing Authority – The President, Vice President, Director of Finance/Administration and at least one other Board Member are designate signatories may sign banking documents.

6.2 Finance and Auditing

6.2.1 The fiscal year of the Society ends on September 30 of each year.

6.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. At each Annual General Meeting of the Society, the auditors submit a complete statement of the books for the previous year. Where time becomes a factor a draft audit document must be completed by the appointed auditors.

6.2.3 The audit shall be completed by a duly qualified accountant or two Members of the association, excluding the Director of Finance and any member working under the Director of Finance.

6.2.4 The financial records, deposits and chequebooks of the Society will be housed at the registered office of the Society or with one of the Executive Council members.

6.2 Cheques and Contracts of the Society

6.4.1 The designated signatory Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.

6.3 The Keeping and Inspection of the Books and Records of the Society.

6.5.1 The Minute Books and records of meetings will be housed at the registered office of the Society

- 6.5.2** The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 6.5.3** A Member wishing to inspect the books and records of the Society must give reasonable notice to the President or the Director of Finance/Administration of the Society of his intention to do so.
- 6.5.4** Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 6.5.5** All financial records of the Society are open for such inspection by the Members.
- 6.5.6** Other records of the Society are also open for inspection, except for records that the Board designates as confidential, subject to, and in accordance with, the limitations of current information access and privacy laws.

6.6 Borrowing Powers

- 6.6.1** The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

6.7 Payments

- 6.7.1** No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer
- 6.7.2** Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.8 Protection and Indemnity of Directors and Officers

- 6.8.1** Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 6.8.2** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
- 6.8.3** Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 7 – AMENDING THE BYLAWS

- 7.1 Amendments** – These Bylaws may be cancelled, altered or added to by a Special Resolution at any General Meeting

7.2 Notice – The minimum of twenty–one (21) days' notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.

7.3 Effect – The amended bylaws take effect after approval of the Special Resolution at the General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 8 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

8.1 Distributing Assets – The Society does not pay any dividends or distribute its property among its Members.

8.2 Dissolution of the Society

8.2.1 Dissolution of the Society may only occur upon a 2/3 majority vote of all members of the Society present at a meeting called for such purpose. The meeting of the general membership will receive a full report on the activities of the Society, including a financial report. These reports must be given to the Board of Directors a minimum of five (5) days prior to the vote.

8.2.2 If the Society is dissolved, any funds or assets remaining after paying all debts and liabilities will be donated to a charity or other not for profit as voted on at the Dissolution of the Society meeting.



Alberta Roller Derby Assoc.