

SOCIETIES ACT OF ALBERTA
R.S.A. 1980. C. 5-18

BY-LAWS OF

FORT McMURRAY CONSTRUCTION ASSOCIATION

INTERPRETATION

1. In these by-laws unless the context otherwise requires, words implying the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa, and references to persons shall include firms and corporations.
2. When construing the by-laws, reference shall be had to The Societies Act and words and expressions used in the by-laws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

MEMBERSHIP

3. The Members of the Society shall be the subscribers of the Application and By-laws and such other persons without restrictions as to age as are admitted as Members of the Society.
4. All applications for membership shall be submitted to the Board of Directors and upon approval by the Board the Applicant shall become a Member. The Association Manager may also grant approval.
5. A member shall be deemed to be in good standing when he has paid his current annual membership fee.
6. The annual membership fee shall be determined by the Board of Directors.
7. The Manager shall notify the Members of the dues or fees at any time payable by them and if any are not paid within thirty (30) days of the date of such notice thereof, the Members in default shall thereupon automatically cease to be Members of the Society, but any such Members may on payment of all unpaid dues or fees be reinstated by ordinary resolution of the Board of Directors.
8. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. Any member upon a two-thirds vote of all members of the society in good standing may be expelled from membership for any cause that the society may deem reasonable **at a general meeting called for that purpose.**
9. Any member who resigns, withdraws or is expelled from the Society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society.

BOARD OF DIRECTORS

10. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.
11. The affairs of the Society shall be managed by a Board of Directors consisting of nine Members who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the by-laws of the Society or by-law expressed directed or required to be done by the Society at a meeting of the Members or otherwise.

DIRECTOR'S POWERS

12. The Directors shall have and exercise all the powers of the Society as fully and completely as the Society could in general meeting, subject always, however, to the provision of The Societies Act.
13. The Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Society is authorized to exercise and do.
14. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrant, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they may deem advisable.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

15. A majority of the Directors shall form a quorum for the transaction of business. The Board of Directors may hold its meetings at such place or places within the Province of Alberta as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meeting may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on the direction in writing of two Directors. Notice of such meeting shall be delivered, telephoned or telegraphed to each Director not less than one (1) day before the meeting is to take place or shall be mailed to each Director not less than two (2) days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual general meeting of the Society. The Directors may consider or transact any business either special or general at any meeting of the Board.

VOTING, BOARD OF DIRECTORS

16. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by a Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. In the absence of the President, his duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

RESOLUTION IN WRITING

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

REMUNERATION

18. Members of the Board of Directors shall serve as such without remuneration and no Board Member shall directly or indirectly receive any profit from his position as such; provided that a Board Member may be paid reasonable expenses incurred by him in the performance of his duties, and provided further that any business or professional advisor may be paid the usual professional costs and charges for any professional advice or services requested to be done in connection with the administration of the affairs of the Society.

ERRORS IN NOTICE

19. No error or omission in giving such notice for a meeting of the Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting or may ratify and approve of any or all proceedings taken or had thereat.

LIABILITY OF DIRECTORS

20. Every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his heirs, executors and administrators and estate and effects respectfully shall from time to time and all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

OFFICERS AND EMPLOYEES

21. The Board of Directors may from time to time appoint such Officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Society and such Officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

22. There shall be a President, Vice-President, Past President, Secretary/Treasurer and such other officers as the Board of Directors may determine from time to time. The President shall be elected by the membership at large and the remaining Officers shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents being Members of the Board shall hold office until their successors are elected.

PRESIDENT AND VICE-PRESIDENT

23. The President shall be ex-officio a member of all committees. The President shall, when present, preside at all meetings of the Members of the Society and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Society. The President with the Secretary or other Officer appointed by the Board for the purpose shall sign all resolutions and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President and if the Vice-President or such other Director as the Board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

24. The Vice-President shall assume the duties of the President in the absence of the latter.

THE TREASURER

25. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Society. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

THE MANAGER

26. The Manager shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Manager may delegate the minute writing. He shall give all notices required to be given to the Members and to Directors. He shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution and shall perform such other duties as may from time to time be determined by the Board of Directors.

REMOVAL OF OFFICERS AND DIRECTORS

27. If any Officer or Member of the Board of Directors:

- (a) shall resign his office;
- (b) absent himself without reasonable excuse from three or more consecutive Directors' meetings, or;
- (c) be removed from office by a special resolution of the Directors at a meeting duly convened for such purpose,

then and in any such event, the Directors shall declare his office vacated and appoint a successor in his place to hold office until the next annual general meeting.

DELEGATION OF AUTHORITY

28. In case of the absence or inability to act of any agent or employee of the Society or for any reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such person or persons to any other person or persons.

BORROWING POWERS

29. For the purposes of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issues without the sanction of a special resolution of the society.

30. The signing Officers for any borrowing shall be designated by the Board of Directors by ordinary resolution pursuant to which any such borrowing is authorized.

SIGNING AUTHORITY & EXECUTION OF DOCUMENTS & INSTRUMENTS

31. Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be executed under corporate seal and signed by any two (2) of the President, Vice-President, Past President, and Treasurer as shall be authorized by ordinary resolution of the Board of Directors.

32. Notwithstanding any provisions to the contrary contained in the by-laws of the Society, the Board of Directors may at any time by resolution direct the manner in which and the person or persons by whom and particular instrument, contract or obligations of the Society may or shall be executed.

SIGNING OF CHEQUES

33. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by an two (2) Officials or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors; and any two (2) of such Officers or agents may endorse notes and drafts for collection on account of the Society through its bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for the purpose. Any two of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society" bankers and may receive all said cheques and vouchers and sign all the bank" forms or settlement of balances and release or certification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

34. The securities of the Society shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Society signed by such Officer or Officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodian of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

AUDITING

35. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two Members of the Society elected for that purpose at the annual meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the Society. December 31st in each year shall be the end of the fiscal year of the Society.

36. The books and records of the Society may be inspected by any Member of the Society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same. Each Member of the Board shall at all times have access to such books and records.

CUSTODY & USE OF THE SEAL OF THE SOCIETY

37. The Board of Director may adopt a seal, which shall be the common seal of the Society.

38. The Manager shall be the custodian of the common seal of the Society.

39. The use of the common seal of the Society shall be determined from time to time by resolution of the Directors.

PREPARATION AND CUSTODY OF MINUTES, BOOKS & RECORDS

40. Any officer specially charged by the Board of Directors with that duty shall maintain and have charge of the minute book of the Society and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and directors.

MEETINGS

41. The Society shall hold an annual meeting in the month of January in each year, as the Director shall determine, in Fort McMurray, Alberta, of which meeting due notice shall be given to all members. Meetings of the Members, whether general or special, may be convened by order of the Directors for any time and at any place in Alberta.

42. Notice of the time and place of all meetings and general nature of the business to be transacted shall be communicated in any manner permitted by these by-laws to each Member at least seven (7) days before the holding of the meeting; PROVIDED ALWAYS and subject to the provisions of The Societies Act that meetings of Members, either general or special, may be held at any time and place in Alberta without such notice if each of the Members either consents to the holding of the meeting or is present thereat. Members may also by writing waive notice of general and special meetings of Members.

GENERAL AND SPECIAL MEETINGS

43. A general or special meeting of the Society may be called by the Directors for the transaction of such business as may be properly brought before a general or special meeting of the Society, provided that no less than seven (7) days notice of the time and place of such meeting shall be given to all Members.

44. A special meeting shall be called by the President upon receipt by him of a petition signed by one third (1/3) of the Members in good standing setting forth the reason for the calling of such meeting.

NOTICE

45. Whenever under the provisions of these by-laws of the Society, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter-box in a post-paid, sealed wrapper addressed to the Director, Officer or Member at his or their address as the same appears on the books of the Society. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any Member, Director or Officer shall be his last address as recorded on the books of the Society.

ERROR OR OMISSION IN NOTICE

46. No error or omission in giving notice of any annual general meeting, general meeting or special meeting, or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be his last address recorded on the books of the Society.

QUORUM

47. 25% of members in good standing shall constitute a quorum at any **special or general** meeting.

ADJOURNMENT

48. Any meeting of the Society or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

VOTING

49. Every Member in good standing shall be entitled to one (1) vote.

DISSOLUTION

50. The Society may be dissolved by either:

- (a) a special resolution of the Members passed at a general meeting called for such purpose, or;
- (b) A motion of the Board of Directors passed unanimously at a Directors' meeting dully called and convened for purpose of passing such a resolution.

AMENDING, ALTERING & RESCINDING BY-LAWS

51. The by-laws of the Society shall not be altered, amended, rescinded or added to except by special resolution of the Society; special resolution being defined in The Societies Act, R.S.A. 1980, c. 5-18.

Dated the _____ (d) of _____ (m), 20____.

