

**THE SOCIETIES ACT
BYLAWS**

~~(adopted December 22, 1998; revised January 21, 2003;
further revised October 19, 2004; further revised January 11, 2005;
further revised January 19, 2010; further revised November 29, 2011)~~ Revised Bylaws
Approved By The Edmonton Symphony Society Board of Directors On April 18, 2018

**EDMONTON SYMPHONY SOCIETY
DEFINITIONS AND INTERPRETATIONS**

1. In these Bylaws:

- (a) **“Act”** means *The Societies Act*, Revised Statutes of Alberta, 2000, Chapter S-14, or any statutes from time to time enacted in substitution thereof, as amended from time to time.
- (b) **“Annual General Meeting”** means the annual meeting of Members in the manner as required under Bylaw 12.
- (c) **“Auditors”** means the firm of chartered accountants appointed by the Members to audit the financial records of the Society.
- ~~(d)~~ **“(d) “Core Player”** means any member in good standing with the American Federation of Musicians of the United States and Canada (“A. F. of M.”) who provides services to the Society under a performance contract which covers an entire symphony season as those terms are defined in the agreement between the Society and the Edmonton Musicians’ Association Local 390 of the A. F. of M.
- (e) **“Directors”, “Board”, or “Board of Directors”** means the board of directors of the Society.
- (f) **“Winspear”** means the Francis Winspear Centre for Music and any reference herein to a director of the Francis Winspear Centre for Music means a member of the board of directors of the Francis Winspear Centre for Music.
- (g) **“General Meeting”** means a meeting of the Members of the Society.
- (h) **“Member” or “Members”** means a member or members of the Society.
- (i) **“Society”** means the Edmonton Symphony Society.
- (j) **“Officer”** means an officer of the Society appointed in accordance with Bylaw 61.
- (k) **“Ordinary Resolution” or “Resolution”** means a resolution passed by a simple majority of the Members or Directors, as the case may be, present and voting.
- (l) **“Special Resolution”** means:

- (i) a resolution passed at a General Meeting of which not less than [twenty-one \(21\)](#) days notice specifying the intention to propose the resolution has been duly given, and by a majority of not less than 75% of those Members who, if entitled to do so, vote in person;
 - (ii) a resolution proposed and passed as a ~~special resolution~~[Special Resolution](#) at a General Meeting of which less than [twenty-one \(21\)](#) days' notice has been given, if all the ~~members~~[Members](#) entitled to attend and vote at that General Meeting so agree; or
 - (iii) a resolution consented to in writing by all the Members who would have been entitled at a General Meeting to vote on the resolution in person.
2. In the interpretation of these Bylaws, except where the context otherwise indicates:
- (a) words importing the singular number shall also include the plural, words importing the masculine gender shall also include the feminine, words importing persons shall include corporations and vice versa;
 - (b) the terms used herein, unless otherwise defined, have the same meaning as they are given under the Act;
 - (c) these Bylaws shall be interpreted in a large and liberal sense so as to give effect thereto wherever possible.

BUSINESS OF THE SOCIETY

3. The business of providing the best possible live symphonic orchestra performances shall be carried out by the Society without the purpose of gain for its Members, and any profits or other accretions to the Society shall be used solely to promote the objects of the Society, provided that nothing herein shall prevent the payment in good faith of reasonable remuneration or reimbursement to any person in return for *bona fide* services actually rendered or expenses actually incurred to, for or on behalf of the Society.

REGISTERED OFFICE

4. The Registered Office of the Society may be established or changed from time to time by ~~ordinary resolution~~[Ordinary Resolution](#) of the Directors.

MEMBERSHIP

5. Subject to Bylaws 6 and 7, the following persons are Members of the Society:

- (a) ~~Core players~~ Players,
 - (b) annual season ticket subscribers,
 - (c) any person who has donated \$100.00 or more to the Society and has been provided a receipt for same from the Society, and
 - (d) any person who the Society has formally recognized (in such a manner and subject to such qualifications as the Directors may from time to time determine) as having provided five (5) or more hours of volunteer service to the Society.
6. Any dispute as to whether or not a particular person or entity has qualified for membership under Bylaw 5 shall be resolved by the Board, acting reasonably, and the Board's decision shall be conclusive.
 7. A person who qualifies as a Member pursuant to Bylaw 5 shall be deemed to be a Member for a term which coincides with the fiscal year of the Society in which the said person qualified as a Member under Bylaw 5.
 8. A Member may withdraw from membership in the Society or resign his or her membership in the Society at any time upon notice in writing to the Directors, but such resigning Member shall not be entitled on withdrawal or resignation to a refund of any fee, donation or contribution which the Member may have paid to the Society. Any Member may be expelled from Membership for any cause which the Society may deem reasonable on a majority vote of all Members of the Society in good standing.
 9. Members shall be entitled to vote at any meeting of Members and each Member shall be entitled to one (1) vote.
 10. Membership in the Society may not be transferred, assigned or transmitted but all rights and privileges of membership shall cease upon the Member's death, retirement or resignation.
 11. Any incorporated Member may designate an individual to attend at and vote on its behalf at any meeting of Members or sign resolutions in lieu thereof, to give consents, approvals or waivers hereunder and generally to otherwise exercise that Member's rights of membership hereunder, provided however that the Society shall not be obliged to recognize such designation unless written notice thereof has been delivered to the Society by such Member and such Member has provided such additional assurances, if any, as the Society may (but shall not be obliged to) require to better affirm the authority of such designation.

MEMBERS' MEETINGS

12. Annual General Meetings of the Society shall be held once in each calendar year and not more than sixteen (16) months after the holding of the last Annual General Meeting and shall be held at such place in Alberta as the Directors shall decide.
13. The business to be transacted at an Annual General Meeting shall include:

- (a) the receipt of any reports submitted by the Board of Directors;
 - (b) the receipt of the financial statements of the Society and the report of the Auditors relating thereto;
 - (c) the election of members of the Board of Directors;
 - (d) the appointment of an Auditor for the Society; and
 - (e) the transaction of such other business as under the Act or these Bylaws ought to be transacted at the Annual General Meeting.
14. The Chair of the Board may convene a General Meeting and shall do so upon requisition of any twenty (20) ~~members~~Members.
 15. Subject to Bylaw 16, at least seven (7) days before any General Meeting, notice thereof specifying the place, the day and hour of the meeting and the general nature of such business to be conducted at the General Meeting, shall be given to the Members.
 16. If a Special Resolution is to be proposed for such meeting, then such notice shall be delivered at least twenty-one (21) days before such meeting and shall specify the intention to propose the Special Resolution and the proposed text thereof, although nothing in this clause shall preclude amendments to such text during the course of such meeting. Delivery of such notice specifying the proposed text of the proposed Special Resolution shall not be necessary for those ~~members~~Members notified by published notice pursuant to Bylaw 87. The proposed text of such meeting shall be available to such Members notified pursuant to Bylaw ~~87~~74 upon written demand.
 17. The accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any meeting.
 18. A special meeting of the Members may be called by the Chair of the Board on receipt of a petition signed by twenty-five (25) Members in good standing, setting forth the reasons for calling such meeting. All special meetings and notices thereof, shall be conducted and shall proceed in the same manner as General Meetings.
 19. The Bylaws of the Society shall not be rescinded, altered or added to except by ~~special resolution~~Special Resolution of the Society.

PROCEEDINGS AT MEMBERS MEETINGS

20. A quorum for meetings of the Members shall be twenty (20) Members.
21. In the event that a quorum is not present at a meeting duly called and for which proper notice has been given and provided that notice of any adjournment is given to all Members in accordance with these Bylaws, the meeting will be adjourned to the same time and place and on the same day of the following week, unless the Members present at such meeting have agreed upon another time, place and date, and if at such adjourned meeting a

quorum is not present within half an hour from the time appointed for the meeting, the Members present (if there be five (5) or more of them) shall, notwithstanding Bylaw 20, be a quorum and the meeting shall be deemed properly constituted for the conduct of any business which may be properly conducted at a General Meeting.

22. The Chair of the Board shall preside as chair at every General Meeting of the Society and if the Chair is not present, the Members present shall choose one of their number to be chair of such meeting.
23. The chair of the meeting may, with the consent of the meeting, adjourn any meeting from time to time and place to place but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place unless all Members otherwise agree.
24. Members may not vote by proxy except as provided in Bylaw 11.
25. At every General Meeting every question shall be decided in the first instance by a show of hands, unless before or upon the declaration of the result of the show a poll be demanded by any Member present in person or by proxy. If a poll of hands, be demanded in the manner above-mentioned, it shall be taken at such time and place and in such manner as the chair of the meeting may direct, and the result of such poll shall be as determined by the chair of the meeting. A demand for a poll may be withdrawn.
26. In the case of an equality of votes at any General Meeting, whether upon a show of hands or at a poll, the chair of the meeting shall not be entitled to a second or casting vote. In the case of a tie vote, the motion shall be lost.
27. Any matter coming before a meeting of the Members shall be decided by Ordinary Resolution, unless otherwise prescribed by the Act or herein.
28. Minutes shall be kept of all General Meetings.

APPOINTMENT OF BOARD OF DIRECTORS

29. Subject to Bylaws 30, 31 and 32, the Members shall elect the Directors by Ordinary Resolution for a term not exceeding three (3) years.
30. The number of Directors shall be no less than nine (9) and no more than seventeen (17) of whom 20% of such number, or at least three, shall be persons as nominated by the Edmonton Symphony Players Association ("ESPA"); PROVIDED HOWEVER, no person who is a member of the Union/Orchestra Sub-Committee shall be eligible to be nominated as a Director by the ESPA, or to carry out the office of Director.
31. A Director may be reappointed for additional and successive terms provided that he or she does not serve as a Director for any continuous term exceeding nine (9) years.
32. Directors may only be appointed from amongst those persons nominated in accordance with Bylaw 69, provided however that nothing in this Bylaw 32 shall compel the Members to appoint any of the persons so nominated.

33. Should the Members vote to reject the election or appointment of any or all of the proposed Directors nominated pursuant to Bylaw ~~69, another~~69, another General Meeting shall be convened within a further ninety (90) days at which time a list of alternate appointees for the vacancies then remaining shall be submitted pursuant to Bylaw 69. Should the Members fail to appoint a sufficient number of the new appointees set forth in the list submitted to fill the vacancies then remaining, the procedure set forth in this Bylaw 33 shall be repeated until a Board of Directors of the Society has been appointed.
34. A Director may resign from his or her office upon delivering to the Society a notice in writing of his or her intention so to do and such resignation shall take effect upon the effective date stated in such notice.
35. The office of Director shall be vacated if such person:
 - (a) becomes mentally incompetent;
 - (b) dies;
 - (c) is convicted of an indictable offence or is imprisoned in excess of fourteen (14) days;
 - (d) fails to attend Board meetings for three (3) consecutive meetings except that such failure to attend may be waived by the Directors;
 - (e) is declared bankrupt.
36. A Director may be removed from his or her office as a Director at any time if all Directors then holding office (except the Director to be removed) vote in favor of his or her removal, or if the Members resolve to remove such Director by Special Resolution.
37. Notwithstanding anything contained in these Bylaws, any act done in good faith by a Director who is removed from, or ceases to hold, office shall be valid unless such Director has resigned or was given actual notice of his or her removal prior to the doing of such act.
38. The continuing Board of Directors may act notwithstanding any vacancy in their body. The Board shall have the power to appoint any other person to be a Director to fill such vacancy and any Director so appointed shall only hold office for the balance of the replaced Director's term.
39. Directors of the Society shall serve without remuneration.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

40. The Board of Directors shall control and manage all the affairs and property of the Society and may exercise all the powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society except for those matters that are required to be exercised or done by the Members in a General Meeting.
41. For greater certainty, the Directors may expend, pay out or deal with any money received by the Society, as the Directors deem appropriate and as accords with the Society's

objectives.

42. The Directors may, for such remuneration as they deem fit, engage all such agents and servants and may grant and delegate such powers to one or more of them as the Directors consider appropriate.
43. The grants or declarations of powers to the Directors contained in these Bylaws shall be read cumulatively, no one such grant or declaration to cut down or create any exception from the scope of any other such grant or declaration.

PROCEEDINGS OF BOARD OF DIRECTORS

44. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they think fit. A majority of the Board of Directors in office shall constitute a quorum. In the case of an equality of votes the chair of the Board shall not have a second or casting vote and the ~~resolution~~ Resolution shall be deemed defeated. ~~At the first meeting of the Board of Directors following each Annual General Meeting of the Society, the Directors shall elect, by majority vote, a Chair of the Board to act in such position for the next ensuing year, or until otherwise replaced by the Board of Directors.~~
45. Meetings of the Board of Directors may be summoned by the Chair of the Board or on the requisition of at least ~~Three~~ three (3) Directors on forty-eight (48) hours notice given verbally or in writing. Any Director, whether attending or not, may at any time waive the requirement for notice and any Director who does attend shall be deemed to have done so.
46. Meetings of the Board of Directors may be held anywhere in the Province of Alberta or, with the consent of the majority of the Board, at any place.
47. The Chair of the Board shall preside at all Board meetings, but in the absence of the Chair of the Board, the Board of Directors present shall, by majority vote, choose one of their number to be chair of the meeting.
48. A meeting of the Board of Directors or of any committee of the Board may be held by means of telephone or other communication facilities, notwithstanding the fact that the persons constituting such meeting are not all together in the same room or place, providing however, that such facilities permit all such persons participating in the meeting and entitled to vote thereat to hear each other. A Director participating in such a meeting by such means is deemed to be present at the meeting.
49. Any resolution or a document purporting to be the minutes of a meeting of the Board of Directors shall have full force and effect according to its tenor and purport, whether or not any meeting was actually held, or properly constituted, or the proper procedure followed thereat, provided that the resolution or other document is signed or consented to in writing by all Board of Directors entitled to vote at a meeting held on the date thereof.
50. All acts done by any meeting of the Board of Directors or by any persons acting as Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Board of Directors or persons acting as aforesaid, or

that they or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a Director.

51. Where, at any meeting of the Directors, a quorum of Directors votes in favor of a resolution dealing with any lease, rental, cost sharing agreement entered into between the Society and the Winspear or any matter in which the interests of the Society and the Winspear may conflict, upon the request of two (2) or more Directors, the matter shall be submitted to a panel of three (3) past members of the Board of Directors of the Society appointed by ~~resolution~~ Resolution of the Board, and should such panel disagree with the ~~resolution~~ Resolution of the Board, the matter shall be referred back to the full Board of Directors.
52. Accidental omission to give any notice of a meeting to any Directors, or the non-receipt of any notice by any Director, or any error in any notice not affecting the substance thereof, shall not invalidate such a meeting or any actions taken ~~at such meeting~~ thereat.

CONFLICTS OF INTEREST

53. If, but only if, a Director has disclosed his interest in accordance with Bylaw 54 hereof, such Director, and any entity in which such Director (or his or her spouse or child) has any direct or indirect interest, may contract with the Society on any terms and conditions whatsoever and no such contract shall be void or void able, or be subject to any constructive or resulting trust, nor shall such Director be subject to any constructive or resulting trust or duty to account, by reason only of his position as a Director of the Society or by reason of any other conflict between his interests as Director, and his position with respect to such contract.
54. A Director shall disclose to each of the other Directors any interest he or she (or his or her spouse or child) has, or may have, or proposes to have, whether direct or indirect, in any contract or arrangement proposed with the Symphony if such Director be then so interested or if it is reasonably foreseeable that he or she will become so interested.
55. A Director shall not vote in respect of any contract, trust, or arrangement in which he or she, or his or her spouse or child, is interested either financially or by reason of any other familial or fiduciary office or relationship.
56. A Director shall not be in breach of any fiduciary or other duty to the Society or be subject to any constructive or resulting trust, duty to account or liability by reason only of the fact that:
 - (a) he or she is also a director of the Winspear;
 - (b) he or she makes use of information or business opportunities obtained or acquired by such person in his position as a director of the Society, for the benefit of the Winspear,
 - (c) he or she votes in favor of a resolution, which favors the interests of the Winspear over those of the Society or by reason of any other actual or perceived conflict between his or her said positions as directors of both the Society and the Winspear.
57. A Director (the "Conflicted Director") shall, at the request of any other Director, be excluded

from any meeting (an "Exclusive Meeting") of Directors, or any committee thereof, at which there is to be discussed, or resolutions proposed, pertaining to:

- (a) any disciplinary action, including dismissal, to be taken by the Society in relation to the Conflicted Director's employment or that of the Conflicted Director's spouse or child;
 - (b) the termination, negotiation, renewal or non-renewal of any contract, including any contract of employment or service or any contract for the supply of goods or services, between the Society and (i) the Conflicted Director or the Conflicted Director's spouse or child, or (ii) any other person or entity in which the Conflicted Director or the Conflicted Director's spouse or child is interested (either financially or by reason of any other familial or fiduciary office or relationship);
 - (c) any existing or proposed litigation or other legal proceeding in which it is reasonable to suppose that the Society and the Conflicted Director or such Director's spouse or child would be adverse in interest; or
 - (d) any other right, option, contract or entitlement of the Society with or against the Conflicted Director or the Conflicted Director's spouse or child or in which either of them have an interest (either financially or by reason of any other familial or fiduciary office or relationship).
58. It shall not be necessary to give a Conflicted Director notice of an Exclusive Meeting.
59. A resolution pertaining to any of the matters described in Bylaw 57 and passed at an Exclusive Meeting shall be as valid and effectual as if the Conflicted Director had valid notice of such meeting and had been permitted to attend.
60. Without limitation to Bylaw 59, for purposes of determining the presence of a quorum at an Exclusive Meeting, a Conflicted Director shall be counted as though he or she were present.

OFFICERS

61. The Board of the Society shall appoint a Chair of the Board and may appoint a Vice-Chair of the Board from amongst the members of the Board, and shall also appoint a secretary, and may appoint a treasurer and such other officers, all or some of whom may or may not be members of the Board. Such officers, shall, subject to Bylaws 62, 63, 64 and 65, hold office for such terms and have such powers and duties as the Board may from time to time authorize. A person may hold more than one office.

CHAIR OF THE BOARD

62. The Chair of the Board:

(a) shall be appointed for a two (2) year ~~term;~~ term;

(b) may be reappointed for ~~up to two~~ one (1) ~~(2)~~ additional ~~and successive one (1) year~~ terms, provided that he or she does not serve as a Chair of the Board for any continuous term exceeding ~~six three (63)~~ three (3) years;

- (c) shall be appointed from amongst the Directors and ceases to be Chair of the Board upon ceasing to be a Director;
- (d) shall preside at all meetings of the Board when present;
- (e) shall preside at all meetings of the Members when present;
- (f) shall have general supervision of the officers and the business of the Society; and
- (g) shall have such other powers and duties as are called for by the terms of his or her engagement or as the Board may specify.

VICE CHAIR

63. A Vice-Chair, if appointed at the discretion of the Chair of the Board, shall;
- (a) in the absence of the Chair of the Board, exercise the duties and powers of the Chair of the Board; and
 - (b) have such other powers and duties as are called for by the terms of his or her engagement or as the Board may specify.

SECRETARY

64. A Secretary shall;
- (a) record the proceedings at all meetings of the Society and of the Directors
 - (b) prepare and keep minutes of all such meetings in a book kept for that purpose;
 - (c) prepare and keep other books and records of the Society
 - (d) perform duties consistent with subparagraph (a), (b) and (c) above for any standing committees established by the Society when required;
 - (e) give, or cause to be given, notice of all meetings of the Members and of the Directors;
 - (f) have charge of the corporate seal of the Society which whenever used shall be authenticated in such manner as the Board from time to time determines; and
 - (g) have such other powers and duties as are called for by the terms of his or her engagement or as the Board may specify.

TREASURER

65. A Treasurer, if appointed at the discretion of the Chair of the Board shall:
- (a) receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order;

- (b) properly account for the funds of the Society and keep such books as may be directed;
 - (c) present a full detailed account of receipts and disbursements to the Board whenever requested;
 - (d) prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society; and
 - (e) have such other powers and duties as are called for by the terms of his or her engagement or as the Board may specify.
66. Officers of the Society shall serve without remuneration.

Removal of an Officer

67. Any office shall be vacated if such person:
- (a) becomes mentally incompetent;
 - (b) dies;
 - (c) is convicted of an indictable offence or is imprisoned in excess of fourteen (14) days;
 - (d) fails to attend Board meetings for three (3) consecutive meetings except that such failure to attend may be waived by the Directors; or
 - (e) is declared bankrupt.

NOMINATING COMMITTEE

68. There shall be constituted a Nominating Committee
69. The Nominating Committee shall be comprised of three persons appointed by the Edmonton Symphony Players Association and two persons appointed by the Board and shall be authorized to recommend a proposed slate of Directors to the Board for ultimate recommendation for election to the ~~members~~ Members at the Annual General Meeting. Where the Members at such meeting vote to appoint such nominees as Directors of the Society, such appointment shall take effect immediately.

EXECUTIVE GOVERNANCE COMMITTEE

70. The Board may constitute an ~~Executive Committee~~ Governance Committee with such powers, purposes and functions as the Board may from time to time determine.

ARTISTIC LEADERSHIP COMMITTEE

70.A. The Board may constitute an Artistic Leadership Committee with such powers, purposes and functions as the Board may from time to time determine.

AUDIT COMMITTEE

71. The Board shall constitute an Audit Committee with such powers, purposes and functions as the Board may from time to time determine.
72. The books, accounts and records of the Society shall be audited at least once each ~~year~~ by year by the Auditors, elected for that purpose at the Annual General Meeting of the Society. A complete and proper statement of the standing of the books for the previous year shall be submitted by the Auditors at the Annual General Meeting of the Society. The fiscal year of the Society in each year shall be determined by the Board.
73. The books and records of the Society may be inspected by any Member of the Society ~~at~~ the at the Annual General Meeting or at anytime on giving reasonable notice and arranging a time satisfactory to the recording secretary or such other officer having charge of same.

OTHER COMMITTEES

74. The Board may create such other committees as it may deem necessary or appropriate and may nominate such person or persons to these committees for such terms as the Board may from time to time determine. The Board may delegate such powers, purposes and functions to any committee it creates as the Directors may from time to time determine.

RULES OF ORDER

75. The chair of any meeting of Members or Directors or of any committee shall conduct the meeting in such manner as he or she, acting reasonably, deems most appropriate for the fair and efficient conduct of the meeting and for the fair and open discussion on any matters before it, without obligation to strictly follow any particular rules of order. The chair of the meeting, including adjournment, or the expulsion of any person or persons who disrupt or threaten to disrupt the meeting, as the chair, acting reasonably, deems most appropriate to preserve good order.

INDEMNIFICATION AND LIMITATION OF LIABILITY

76. Each and every Member, Director, and Officer of the Society, and each committee member appointed hereunder (collectively the "Indemnified Parties") shall be deemed to have assumed office or taken such position on the express condition (whether they were aware of this Bylaw or not) that every such Indemnified Party (and their respective estates) shall at all times be indemnified and saved harmless out of the assets of the Society against all

costs (including legal costs on a solicitor and his or her own client basis), charges and expenses including any amount paid to settle an action or satisfy a judgment which such Indemnified Party sustains or incurs in any civil, criminal or administrative action or proceeding which is brought or prosecuted against such Indemnified Party in respect of any act or matter done or permitted by such Indemnified Party to be done in the execution of the duties of the office of such Indemnified Party, and also all costs, charges and expenses which such Indemnified Party may sustain or incur in relation to the affairs of the Society, provided such ~~indemnified~~Indemnified Party acted honestly and in good faith with a view to the best interests of the Society and such Indemnified Party had reasonable grounds for believing that the conduct was lawful. Without limiting the foregoing, the Society shall pay and be liable for all such costs, expenses and charges immediately upon demand by an Indemnified Party, and an Indemnified Party shall not be obliged to first pay any such costs, expenses, or charges and then seek reimbursement for the same from the Society.

77. No Indemnified Party of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director, Member, Officer, committee member or employee for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of, or on behalf of the Society for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on such Indemnified Party's part or for any other loss, damage or misfortune which may happen in the exercise of such Indemnified Party's respective duties or trust or in relation thereto unless the same shall happen by such Indemnified Party's own willful wrongdoing.
78. Without limitation to the foregoing, the Indemnified Parties, and each of them, may rely upon the accuracy of any statement, opinion or report prepared by the Society's lawyers, Auditors or other professional advisors and shall not be responsible or held liable for any loss or damage resulting from acting, in good faith upon such statement, opinion or report.

DOCUMENTS AND BANKING

79. The bank account of the Society shall be kept in such bank or banks or other financial institutions as the Board may from time to time designate by ~~resolution~~Resolution.
80. The Board shall, from time to time by ~~resolution~~Resolution of the Board, designate persons with such specific or general signing authority, as the Board deems appropriate.
81. The corporate seal may be affixed to contracts, documents and instruments in writing in such manner as the Board from time to time determines. Notwithstanding the foregoing, any contract or other document may be validly executed without use of the corporate seal.
82. Any resolution, consent, minutes or other document required or permitted to be signed by the Members hereunder or under the Act may be validly signed in counterparts and maybe given by any form of electronic communication~~telecopy or other electronic form~~.

BORROWING POWERS

83. Without limitation by Bylaw 40 or any powers granted to the Society pursuant to the Act, the Board is empowered to, upon approval of 75% of the Members present at a Meeting of Members:
- (a) Borrow money on the credit of the Society;
 - (b) Limit or increase the amount to be borrowed;
 - (c) Issue bonds, debentures or other securities of the Society;
 - (d) Pledge or sell such bonds, debentures or other securities for such sums and at such prices as may be deemed expedient;
 - (e) Mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Society to secure any such bonds, debentures or other securities or any money borrowed or any other liability of the Society.

The Board may from time to time by ~~resolution~~Resolution delegate to any two officers of the Society all or any of the powers conferred on the Board by this Bylaw 83 to the full extent thereof or such lesser extent as the Board may in any such ~~resolution~~Resolution provide.

NOTICES

84. Any notice or documents may be served by the Society upon any Member or Director, or by any Member or Director upon the Society, by delivery, mail, ~~telegram, fax, telex, or any electronic mail or other similar~~ form of electronic communication.
85. Any notice served by post shall be deemed to be served on the fifth (5) day following that upon which the letter, envelope or wrapper containing the same is posted, in the absence of proof of earlier receipt, and notice served electronically shall be served upon, but only upon, actual receipt at its designation in legible form.
86. The address for service of notice on a Member or Director shall be the mailing address, ~~telecopy-facsimile~~ number or electronic mail address supplied by such Member or Director to the Society for the giving of notices, and if no such address has been given by such Member or Director to the Society, then at the last such address known to the person giving the notice. A Member or Director may change the address for service of notices by giving written notice of such change to the Society.
87. Notwithstanding that an address for service of a notice is provided pursuant to Bylaw ~~8478~~, for deemed economic reasons all notices to Members of Special, Ordinary or Extraordinary Meetings may be published in the Edmonton Journal or any other major paper circulating in the greater metropolitan Edmonton area.

AMENDMENTS

88. Amendments to these Bylaws may only be made in accordance with the Act.

(adopted December 22, 1998; revised January 21, 2003;
further revised October 19, 2004; further revised January 11, 2005;
further revised January 19, 2010; further revised November 29, 2011; further revised April
18, 2018)