

**BY-LAWS**  
**OF**  
**MALAYSIAN SINGAPORE BRUNEI COMMUNITY ASSOCIATION**  
(the “Society”)

**INTERPRETATION**

1. The headings used throughout this By-Law shall not affect the construction hereof. In this By-Law, the context otherwise requires, expressions defined in the Alberta Societies Act, or any statutory amendment or modification thereof, shall have the meanings therein defined.

**OBJECTIVES**

2. The Objectives of the Society shall be:
  - (a) to promote and encourage the cultural heritage of Malaysia, Singapore and Brunei through cultural events to the community at large;
  - (b) to provide for the recreation of the members and to promote and afford the opportunity for friendly and social activities;
  - (c) to provide for the delivery of presentations and holding of classes relevant in connection with the settlement of new and old residents from Malaysia, Singapore and Brunei and to the community at large;
  - (d) to print, publish, sell any items or works connected with cultural heritage of Malaysia, Singapore and Brunei;
  - (e) to support worthwhile charitable projects in Canada, Malaysia, Singapore and Brunei;
  - (f) to establish and maintain libraries, museums to provide cultural resource centre for use by our members and any interested parties on works connected with cultural heritage of Malaysia, Singapore and Brunei;
  - (g) to associate, to affiliate and to federate with any association, society or organization, incorporated or unincorporated with objectives (cultural heritage) the same as or similar to the objectives of the Society;
  - (h) to invest the moneys of the Society not immediately required in such manner as may, from time to time, be determined;
  - (i) to do all such other lawful things as may be incidental or may be deemed to be conducive to the attainment of these objectives, or any of them;  
and
  - (j) The Society shall be a non-political, non-sectarian and non-profit association.

## DEFINITION

### 3. In this By-Law

- a) “Act” means Alberta Society Act and any statutory modification or re-enactment thereof for the time being in force;
- b) “Annual General Meeting” means that the society shall hold an Annual General Meeting in Alberta virtually or in person and shall present at that meeting a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the society’s auditor;
- c) “Board” means any person occupying the position of President, Vice-President, Executive Committee, Committee or Board by whatever name called;
- d) “Board Meeting” means General Meeting duly called virtually or in person once every month to conduct the Society business by the Board;
- e) “Document Release Information” means that the By-Laws and all other document information are property of the Society and it will be held in strict confidence and will not be disclosed, duplicate or used in whole or in part without the prior written consent of Malaysia, Singapore and Brunei;
- f) “Expenses” means all Expenses including activities, supplies or building maintenance required for the normal day to day operation of MSBCA has to be approved by the Board;
- g) “Member” means individual person or family member;
- h) "Member of Good Standing": means a member whose membership has been paid in full prior to the beginning of the next membership year (January 1<sup>st</sup>) or other required fees to the Society and has not withdrawn nor been expelled or suspended from the Society under Article 14;
- i) “MSBCA Cultural Centre” means MSBCA clubhouse;
- j) “Registrar” means Registrar as defined in the Business Corporations Act;
- k) “Society” means a society incorporated or continued under this Act and not discontinued;
- l) “Special Meeting” means that the Society may call to business virtually or in person at any time to discuss the business of the Society;
- m) “Special Resolution” means:
  - (i) a resolution passed (A) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the

resolution has been duly given, and (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy;

- (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree; or
- (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

### **MEMBERS**

4. Members are any person residing in Alberta or in any other province of Canada and being full of age (18) years. There shall be four classes of members as follows:
  - a) Single Members;
  - b) Family Members; and
  - c) Single or Family members or Society of Incorporated bodies of Malaysia, Singapore and Brunei cultural heritage of other Provinces.
  - d) Life Members designated to members will hold membership for life.
  - e) Incorporated bodies of Malaysian, Singapore and Brunei cultural heritage of other provinces in Canada.
5. To become a Member, certain objective criteria must be met and they are as follows:
  - a) To become a Single Member:
    - i) an individual must be 18 years and pay the annual membership fees for Single Member; or
    - ii) single parent (including any dependent children under the age of (18) years unless registered as a student (above 18 years); or
    - iii) related person (above 18 years) not within the same dwelling of a Family Member would be considered a Single Membership.
  - b) To become a Family Member, persons living in a single dwelling:
    - i) with dependent children under the age of (18) years; or
    - ii) with dependent children above the age of (18) years registered as a student; or
    - iii) with children with special needs; or
    - iv) with parents.

- c) Single or Family members or Society of Incorporated bodies of Malaysian, Singapore and Brunei cultural heritage of other Provinces shall be admitted as members in accordance with Article 5 (a) and (b) above.

### **ADMISSION OF MEMBERS**

- 6. Any persons or incorporated bodies may become a Member in the appropriate category by meeting the requirements in Article 4. The individual or incorporated bodies will be entered as a Member under the appropriate category in the Register of Members.
- 7. Student members above 18 years old under Article 5(b) (ii) *must* provide proof of their student status. Student to email a picture of current, valid student id card, at membership@msbca.ca. We reserve the right to revoke the membership of any student that does not provide proof of their status, without warning or refund.
- 8. Memberships are non-transferable.

### **MEMBERSHIP FEES**

- 9. Membership will become effective upon receipt of payment.
  - a) The Board decides annual membership fees for each category of Members.
  - b) The Membership year shall end on December 31<sup>st</sup> of each year.
  - c) The annual membership fees shall be paid on or before December 31<sup>st</sup> of current year.
  - d) Membership fee shall be determined by the Board.

### **RIGHTS AND PRIVILEGES OF MEMBERS**

- 10. Any Member in good standing is entitled to :
  - (i) receive notice of Annual General Meeting (AGM) and or General Meeting of the members of the Society;
  - (ii) attend or General Meeting of the members of the Society;
  - (iii) speak at or General Meeting of the members of the Society; and
  - (iv) exercise other rights and privileges given to Members in these By-Laws;

### **VOTING MEMBERS**

- 11. The only Members who can vote at meeting of the Society are:
  - a) Single Member in Good Standing;
  - b) Family Member in Good Standing; and

- c) Life Member in Good Standing.
12. Potential Members and Public are not allowed to attend the AGM or vote.

#### **NUMBER OF VOTES**

13. A voting Member above the age of 18 years old shall have one vote at any special, General Meeting of the members or at the AGM of the Society.
14. All Members can votes and will be by secret ballot.

#### **DECISION TO SUSPEND**

15. The Board, at a Special Meeting called for that purpose, may suspend a Member's membership not more than two (2) months (shall thereafter be not entitled to membership privileges or powers of the Society) for one or more of the following reasons:
- a) If the Member has failed to abide by the By-Laws; or
  - b) If the Member has misappropriate Society funds; or
  - d) If the Member has disrupted meetings or functions of the Society; or
  - e) If the Member has done or failed to do anything judged to be harmful to the Society; or
16. After the expiration of the two (2) months grace period, the past Member would be considered re-instate if they wish to join the Society.

#### **NOTICE TO THE MEMBER**

17. The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.
18. The notice may be sent by email or by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
19. The notice will state the reasons why suspension is being considered.

#### **DECISION OF THE BOARD**

20. The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member, if the Member wishes.
21. The Board may exclude the Member from its discussion of the matter, including the deciding vote.

22. The Board may remove the Member upon resolutions passed by a two-thirds majority vote of the Board present and voting at a meeting of the Board called for that purpose.
23. The decision of the Board is final.

#### **TERMINATION OF MEMBERSHIP**

24. Any Member may resign from the Society by email or delivering a written notice by registered mail to the Secretary or President of the Society.
25. Once the notice is 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 his name is removed from the Register of Members.
26. The membership of a Member is ended upon his death.

#### **DEEMED WITHDRAWAL**

27. If a Member has not paid the annual membership fees following the date the fees are due, the Member is considered to have submitted his/her resignation.
28. In the case the name of the Member is removed from the Register of Members, the Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

#### **EXPULSION**

29. The Board may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for:
  - a) Misappropriating the Society funds; and
  - b) Any cause which is deemed sufficient in the interest of the Society.
30. The decision of the Board is final.

#### **CONTINUING LIABILITY FOR DEBTS DUE**

31. Although a Member ceases to be a Member by resignation or otherwise, and continues to attend MSBCA events and activities as a Member, he/she is liable for any membership fees owing to the Society at the date of ceasing to be a Member.

#### **LIMITATIONS ON THE LIABILITY OF MEMBERS**

32. No Member is, in his individual capacity, liable for any debt or liability of the Society.

## **ANNUAL GENERAL MEETING**

33. The Society holds its Annual General Meeting (AGM) virtually or in person after the end of the fiscal year (August 31<sup>st</sup>) and no later than October 31<sup>st</sup> of each calendar year in Calgary, Alberta. The Board sets the place, day and time of the meeting.
34. The Secretary shall cause notice of an Annual General Meeting to be delivered to each Member at least twenty-one (21) days in advance of the Annual General Meeting. Notice shall be provided by email or such other means as determined appropriate by the Board to provide reasonable assurance that all Members will have received the notice.
35. The notice of AGM must include the date, time and location (virtual or physical place) of the meeting, the proposed agenda for the virtual or physical meeting, a brief summary of business to be transacted, and any business requiring a Special Resolution.
36. The business of the Annual General Meeting shall include:
  - a) adopting the agenda;
  - b) adopting the Minutes of the last Annual General Meeting;
  - c) considering the presidents' report;
  - d) reviewing the Treasurer's report and audited financial statements of past year;
  - e) electing or appointing President, Vice-President(s), Secretary, Treasurer, (or Secretary-Treasurer), and additional Committee Members as deemed necessary by the President elect; and
  - f) any other business.
37. The officers and Executive Committee members so elected must be in good standing and shall form a Board, and shall serve until their successors are elected.
38. Any Member standing for a position on the Board is unable to attend the AGM in person may do so by submitting a written statement declaring their intentions affixed with their signature, date and a witness signature from the Executive Committee. This document shall be submitted to the Secretary or other member if the Executive Committee prior to the AGM.

## **SPECIAL GENERAL MEETING**

39. The Board may call a virtual or in person Special Meeting of Members at any time as follows:
  - a) by a resolution of the Board to that effect of; or

- b) on the written request of at least five (5) Executive Committee member. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting; or
  - c) on the written request of at least one-third (1/3) of the Voting Members in Good Standing. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.
40. The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.
41. The agenda for Special Meeting set out the matters in the notice for the Special Meeting are considered at the Special Meeting.

### **PROCEEDINGS AT ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS**

42. Annual General Meetings and Special Meetings are not open to the public. A majority of the Members present virtually or in person may ask any persons who are not Members to leave.
43. a) Quorum
- i) Quorum at an Annual General Meeting or Special Meeting will consist of a majority of the Board plus ten (10) Members present and entitled to vote. Members present in person and by proxy are included in the determination of quorum.
  - ii) The Chair of the Board shall cancel the Annual General Meeting if a quorum is not present within one (1) hour after the set time for the Annual General Meeting to begin. If cancelled, the meeting is rescheduled for 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 and quorum will be deemed.
  - iii) The Chair of the Board shall cancel a Special Meeting if a quorum is not present within one (1) hour after the set time for a Special Meeting to begin. If cancelled, a Special Meeting shall not be rescheduled. A new Special Meeting can be called in accordance with these Bylaws.
44. a) Right to Speak
- i) Only Members who are present at a Meeting are entitled to propose and speak on motions.



45. a) Voting
- i) Each Member has one (1) vote (minimum 18 years old). A show of hands decides every vote at every Meeting. Written ballots must be used if requested by at least ten (10) Members.
  - ii) The Chair does have a second or casting vote in the case of a tie vote.
  - iii) A majority of the votes of the Members present decides each issue and Members' Resolution, unless the issue needs to be decided by a Special Resolution.
  - iv) Potential Members who submit their application at a General Meeting will not be allowed to vote.
  - v) The Chair declares a motion carried or lost. This statement is final, and does not have to include the number of votes for and against the motion.
46. a) Proxies
- i) Any Member may appoint another Member as his or her proxy to attend and vote at any Meeting on his or her behalf.
  - ii) The appointment of a proxy must be made in writing and in accordance with any policies and procedures of the Society as determined by a Board' Resolution of the Board.
  - iii) Proxy appointments must be delivered to the Secretary at least twenty-four (24) hours before every meeting for which the proxy is appointed.
  - iv) Proxy appointments may be cancelled by the Member appointing the proxy, in writing, to the Secretary at any time prior to the beginning of a Meeting.
47. Conduct of Meetings
- a) The President chairs every General Meeting of the Society. The Vice-President shall chair in absence of the President.
  - b) If neither the Chair nor the Vice-Chair is present within one-half (1/2) hour after the set time for the Meeting, the Members present choose one (1) Member to chair.
48. Adjournment

- a) If a quorum is not present, the President may adjourn a Meeting with the consent of a majority of the Members at the Meeting. The adjourned Meeting shall conduct only the unfinished business from the initial Meeting.
- b) No notice is necessary if a Meeting is adjourned for less than thirty (30) days.
- c) The Society must give notice when a Meeting is adjourned for thirty (30) days or more. Notice must be as for any Meeting as prescribed in these Bylaws.
- d) If a quorum is not present at the second adjournment, upon giving proper notice to the Members, the persons present at this later meeting is a quorum.

49. No action taken at a Meeting is invalid due to:

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

#### **WRITTEN RESOLUTION OF ALL THE VOTING MEMBERS**

50. All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

#### **GOVERNANCE STRUCTURE OF THE SOCIETY**

51. The Board:

- a) The Board governs and manages the affairs of the Society. The Board has the powers necessary to administer the Society and to make all decisions regarding the Society, except as expressly stated in the *Societies' Act*.
- b) The powers and duties of the Board include, but are not limited to:
  - i) Promoting the objectives of the Society;
  - ii) Maintaining and protecting the Society's assets and property;
  - iii) Approving an annual budget for the Society;
  - iv) Ensuring policies are in place for the management and operation of the Society; and
  - v) Delegating its powers and duties to the Executive Director or other agents of the Society.

- c) Composition of the Board. The Board shall consist, if possible, of the following:
- i) The President; There shall be six (6) Executive Board of the Society of whom one shall, be the President of the Society and who are also Members of Society;
  - ii) There shall be nine (3) Executives-at-large elected at the Annual general meeting from among the Voting Members; and
  - iii) There shall be (1) Treasurer, (1) Secretary and minimum (1) Committee member.
- d) Appointment of the President, VP Presidents, Treasurer, Secretary and Committee Members of the Society at the first Annual General Meeting of the Society, the Voting Member elect the following Executive Committee:
- i) President;
  - ii) VP Malaysia;
  - iii) VP Singapore;
  - iv) VP Brunei;
  - v) Treasurer;
  - vi) Secretary; and
  - vii) Committee Members
  - viii) The Board members each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Executive Committees were elected;
  - ix) A Board member may serve for a maximum of two (2) terms of two (2) years each for a total of four (4) years as permitted in these Bylaws as an officer of the Society.
  - x) The Board member may serve on the Board beyond the total possible term of four (4) years as permitted in these Bylaws to the extent that the Board member is serving as an officer of MSBCA.
  - xi) The Board shall be subject to term requirements in the Bylaws that were in effect at the time of their original election to the Board.
  - xii) The Board shall not permit or recommend family members, or any inappropriate relationship within the Board of Executives to avoid misuse of Casino funds and or business matters of the clubhouse;

## **RESIGNATION OR REMOVAL OF A BOARD MEMBER**

52.

- a) A Board member may resign from the Board by giving one (1) month's written notice. The resignation takes effect either at the end of the months' notice or on the date the Board accepts the resignation.
- b) A Board member resign at any time before his term is up shall seek election to the Board again after a two (2) year period off the Board.
- c) Members may remove any of the Board member before the end of their term by Special Resolution at a Special Meeting called for this purpose.
- d) If there is a vacancy on the Board, remaining of the Board member may by Board Resolution, appoint an individual to fill that vacancy for the remainder of the term.
- e) No act, decision or resolution of the Board shall be ineffective because of the vacancy on the Board, or the filling of a vacancy on the Board through the process set out in this section.
- f) The Executive Committee members shall be ex-officio, a member of The committees.
- g) The Member must be a Member in Good standing for a minimum of two (2) years or through the reconnection of the Executive Committee and was born in or have family heritage or resident of Malaysia, Singapore or Brunei.
- h) Any Board member found misrepresenting the rules and regulations of the Society to the public or to any member and or collecting funds not approved by the Board will be removed with immediate effect.

## **DUTIES OF THE BOARD MEMBER**

53. The President

- a) Supervises the affairs of the Board;
- b) When present chairs all Board meetings;
- c) Is an ex officio member of all Committees;
- d) Act as the spoke person for MSBCA;
- e) Prepares and presents a report at the Annual General Meeting;
- f) Evaluating on hiring, supervising, and releasing all paid staff with the consent of the Board; and
- g) Carries out other duties assigned by the Board.

54. The Vice President

- a) Presides at meetings in the absence of the President in order of ranking;
- b) Assists the President in execution of the Association's business;
- c) Prepares and presents reports on activities assigned by Board;
- d) Preparing budgets for Board approval, under the direction of the Treasurer;
- e) Provide where appropriate foreign documents for the benefits of the member with in the constrains of the Association;
- f) Planning programs and services based on the Board's priorities;
- g) Interpreting and applying the Board's policies at the direction of the Board; and
- h) Carries out other duties assigned by the Board;

55. The Secretary

- a) Ensures that accurate minutes are kept of all Meetings, Board meetings and all Committees meetings;
- b) Ensures that a record of names and addresses of all members of MSBCA is kept;
- c) Ensures that all other books and records are prepared and kept in accordance with the Societies Act;
- d) The Secretary shall have charge of all the correspondence Association and be under the direction of the President and the Board;
- e) In case of the absence of the Secretary, the Secretary duties shall be discharged by such officer as may be appointed by the Board; and
- f) Carries out other duties as assigned by the Board.

56. The Treasurer

- a) Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order;
- b) Treasurer shall properly account for the funds of the Association and keep such books as may be directed;

- c) Ensures a detailed account of revenues and expenditures is presented to the Board at the monthly meeting of the Board or as requested and submit a copy of the same to the Secretary for the records of the Association;
- d) Ensures an audited financial position of MSBCA is prepared and presented at the Annual General Meeting; and
- e) Carries out other duties assigned by the Board.

57. Past President

- a) The immediate Past President if not elected to an office may become a Vice President for the following term if there is a vacant position.

58. The Committee Board

- a) Must be a Member in Good Standing;
- b) Prepares and presents reports on activities assigned by Board;
- c) Preparing budgets for Board approval, under the direction of the Treasurer; and
- d) Carries out other duties assigned by the Board.

**MEETINGS OF THE BOARD**

59.

- a) The Board shall hold at least twelve (12) virtual or physical meetings each year;
- b) The Board shall also call a meeting if any of the Board member makes a request in writing and state the business of the meeting.
- c) Ten (10) days' notice is required for Board meetings. Notice shall be provided by email or such other means as determined appropriate by the Board to provide reasonable assurance that all Board members will have received the notice.
- d) Board members may by Board' Resolution waive or modify notice requirements contained in these Bylaws.
- e) A majority of the Executive Committee present at any Board meeting constitutes quorum
- f) If quorum is not present, the President shall adjourn the meeting to the same time, place, and day the following week or at such other time as deemed appropriate by the President upon giving proper notice to the Board. At least five (5) Executive present at this later meeting is a quorum.
- g) Each Board member has one vote. Any vote resulting in a tie means the motion is defeated.

- h) Only Board members are entitled to attend meetings of the Board. Members of MSBCA and other guests may be invited to attend, present or otherwise participate at Board meetings as permitted by the Board.
- i) A meeting of the Board may be held by a conference call. Board members who participate via telephone are considered present for the meeting.
- j) The Board shall cause minutes to be taken of each Board meeting which shall include a record of:
  - (i) The names of the Executive Committee in attendance in person or by telephone;
  - (ii) All resolutions made by the Executive Committee, whether approved or defeated;
  - (iii) The appointment of officers; and
  - (iv) A summary of other matters discussed at the Board meeting.

59.1 Minutes of all Board meetings shall be signed by the Chair and the Secretary, or in their absence at the meeting, their delegate at the meeting, and shall be receivable as prima facie evidence of the matters stated in such minutes.

- a) Resolutions of the Board shall be in accordance with the Societies Act.
- b) Irregularities or errors done in good faith do not invalidate acts done at any meeting of the Board.
- c) No remuneration shall be paid to any Board member of MSBCA.

#### **ADVISORY COMMITTEES**

60. The Board shall appoint an Advisory Committees made up of Past Presidents and Board Members to advise the Board. Notice, quorum, voting and other matters related to Advisory Committees shall be determined by the Board.

#### **GENERAL PROCEDURES FOR ADVISORY COMMITTEES**

- 61.
- a) The meetings (be held virtually, conference call or in person) are called upon by the President;
  - b) Appoint a chairperson of the meeting;
  - c) Record minutes of its meetings;

- d) Advising on emergency and unusual business matters faced by the Board;
- e) Provide reports and advise to the Board;
- f) The Advisory Committee shall sign all their reports;
- g) There is no casting vote on the advice given by the Advisory Committee;

### **OTHER MANAGEMENT MATTERS**

- 62. **The Registered Office** of the Society is located at #301, 114-3 Avenue SW, Calgary, AB T2P 0E7, Canada. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this Change is communicated to Corporate Registry.
- 63. **The Fiscal year** of the Society ends on October 31, of each year.
- 64. There must be an **audit** of the books, accounts and records of the Society at least once each year. An accountant appointed at each Annual General Meeting must do the audit. At each Annual General Meeting of the Society, the auditor submits a complete statement of the books for the previous year.
- 65. **The Seal of the Society** is Optional. If required, the Board must pass a resolution to name the authorized officer to affix the seal on any contracts or agreements on behalf of MSBCA.
- 66. **The designated officers** of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The board may authorize that all payments to be made by e-transfer provided two signatories are required on the receipt book.
- 67. **All contracts** of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board. The signature may be digital.
- 68. **The Keeping and Inspection** of Books and Records of the Society.
- 69. **The Secretary** keeps the original Minute Books and records minutes of all meetings of the Members and of the Board at the Registered Office in hard copy or in Cloud.
- 70. **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 of Alberta.
- 71. **A Member** wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intentions to do so.
- 72. **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.



73. **All financial records** of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.
74. **Other records** of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.
75. **The Society may borrow** or raise funds to meet the objectives and operations. The Board decides the amounts and ways to raise money, including giving or granting security. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
76. **No Member, or Officer of the Board** of the Society receives any payment for his or her services (in any capacity) as a Member, or Officer.
77. **Cost Analysis** to be submitted for expenses to be incurred for activities or events of the Society. This may be reimbursed upon Board approval.
78. All property, including real property, purchased by or donated to the Society remains the property of the Society. Disposal of Society assets must proceed as follows:
  - a) Assets of little or no monetary value may be disposed of or donated to other charitable organisations as determined by the Board;
  - b) Assets other than real property to be sold at fair market value as agreed upon by the Board;
  - c) Assets other than real property may be auctioned off to members of the Society as a fundraising activity as determined by the Board; and
  - d) Real property must be sold at fair market value through a licensed non-interested real estate professional, and advertised publicly.
79. **Each Officer** holds office with the 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 Officer for acts of fraud, dishonesty or bad faith.
80. **No Officer is liable** for the acts of any other Officer of the Board. No Officer of the Board is responsible for any loss or damage due to insolvency or wrongful act of any person or firm or corporation dealing with the Society. No Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society unless the act is fraud or dishonesty or bad faith.
81. **Officers of the Board** can rely on the accuracy of any statement or report prepared by the auditor. The Officers of the Board are not held liable for any loss or damage as a result of acting on that statement or report.

## **AMENDMENTS**

82. The Bylaws may be canceled, altered or added to by a Special Resolution at any Annual General, or Special Meeting of the Society.
83. The twenty-one (21) days of the Notice of the Annual General or Special Meeting of the Society must include details of the proposed resolutions to change the Bylaws.
84. The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

## **DISSOLUTION**

85. The Society does not pay any dividends or distribute its property among its Members.
86. If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objectives that are similar to those of the non-profit Society of Alberta.
87. Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.
88. In the event of the dissolution of the Society, any assets, investments or funds from the Society shall be managed by Court appointed Trustees upon all final appeals through the legal system in Canada.
89. The dissolving of the Society shall be governed by the following procedures:
  - a) Notice of the proposed dissolution of the Society must be presented to the membership in accordance with the Bylaws at a duly convened Special General Meeting.
  - b) A follow-up Special General Meeting shall be held thirty (30) days after where a majority vote will be held to confirm or rescind the decision from the previous Special General Meeting.
  - c) The liquidation used for winding up the Society's affairs will be approved at the Special General Meeting with reference to Section 84 (b) above.
  - d) All assets of the Association shall be sold and the proceeds applied to the liquidation of liabilities of the Society.
  - e) The Board of Trustees, as appointed by the Court, shall distribute surplus monies left after liabilities have been satisfied, equally to at least (5) five distinct, independent and varied charitable or non-profit organisations, associations or societies operating in the City of Calgary, Alberta Canada. The following criteria

of the receiving organisations, associations or societies must be met with 1 (one) of the following:

- (i) Must promote cultural and ethnic diversity.
  - (ii) Must promote educational enrichment for children and youth.
  - (iii) Must promote life enrichment for seniors.
  - (iv) Must promote enrichment for the physically and mentally challenged or impaired.
  - (v) Shall not be politically affiliated.
  - (vi) Shall not be religiously affiliated.
  - (vii) Shall not be listed by the Government of Canada as being fronts for terrorist activities inside or outside of Canada.
  - (viii) Shall not be a front for criminal activities.
- f) All records of the Societies shall be turned over to the liquidator after completion of winding up the affairs of the Societies.

#### **LANGUAGE**

90. The primary language of communications for meetings and functions within the Society will be English.