

Bylaws of The Canadian Association of Professional Access and Privacy Administrators

SOCIETY BYLAWS

1 PREAMBLE

1.1 The Society

The name of the society is The Canadian Association of Professional Access and Privacy Administrators, which may also be known or referred to as CAPAPA or the Society.

1.2 The Bylaws

The following paragraphs set forth the Bylaws of The Canadian Association of Professional Access and Privacy Administrators.

2 DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

- (a) Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- (b) Annual General Meeting means the Annual General Meeting described in Paragraph 5.1.
- (c) Executive means the Officers of this Society described in Paragraph 6.1.
- (d) Bylaws means the Bylaws of this Society as amended.
- (e) Director means any person elected or appointed to the Board of Directors, and the immediate Past National Chair who shall be an ex officio Member of the Board.
- (f) General Meeting means the Annual General Meeting and a Special General Meeting.
- (g) Member means a Member of the Society.
- (h) Officer means any Officer listed in Paragraph 6.1.
- (i) Registered Office means the registered office for the Society.
- (j) Register of Members means the register maintained by the Directors containing the names of the Members of the Society.
- (k) Society means The Canadian Association of Professional Access and Privacy Administrators.
- (l) Special Meeting means the Special General Meeting described in Paragraph 5.2.
- (m) Organization means an entity incorporated in accordance with jurisdictional legislation.
- (n) Notice means:
 - (i) Written notice delivered by any one of the following methods and deemed received as follows: By ordinary mail, five (5) calendar days from postmark; By facsimile, Transmission report date; By email, two (2) business days from date sent.
 - (ii) Notice may be sent by facsimile or email to only those Members who have provided their written consent to receive notice by one or either of those methods and who have provided an email address and/or facsimile number.

- (iii) For notice to Directors of Board meetings, notice shall include as a method by telephone at least forty-eight (48) hours before the meeting.
- (iv) The statutory declaration of the Secretary or National Chair that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice.

(o) Special Resolution means:

- (i) a resolution passed at a general meeting of which not less than 10 nor more than 30 days' notice specifying the intention to propose the resolution has been duly given, and 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 of which not less than 10 nor more than 30 days' notice has been given, if all the Members entitled to attend and vote at the 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 or, where proxies are permitted, by proxy.

2.2 Interpretation

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

- (a) Singular and Plural. Words indicating the singular number also include the plural, and vice-versa.
- (b) Corporation. Words indicating persons also include corporations.
- (c) Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- (d) Liberal Interpretation. These Bylaws must be interpreted broadly and generously.

3 OBJECTS OF THE SOCIETY

3.1 Mission Statement

The Society will advocate the ongoing professional development, education, and expertise in the field of information access and protection of privacy of persons engaged or interested in the field of information access and protection of privacy in Canada.

3.2 Objects

The objects of the Society are:

- (a) To provide a forum for discussion and debate of present and emerging issues that affect information access and protection of privacy.
- (b) To offer networking, professional development, and other career enhancement opportunities to Members.
- (c) To communicate educational material and awareness of initiatives to help individuals improve their knowledge of information access and protection of privacy.
- (d) To coordinate and support the development of standards and best practices to establish benchmarks of excellence and accreditation for the information access and protection of privacy profession in Canada.

4 MEMBERSHIP

4.1 Eligibility Membership in the Society is open to those persons or institutions engaged or interested in the fields of information access and protection of privacy, those who manifest an interest in activities related to or affecting information access and protection of privacy, and those sympathetic to the aims of the Society who wish to further its work. Individual Members must be at least 18 years of age.

4.2 Classes of Membership The Society shall have three classes of membership as follows:

- (a) Honorary Members shall be those persons nominated by the directors and elected by the Members at the Annual General Meeting whom the Society wishes to honor for their distinguished service to the information access and protection of privacy community.
- (b) Individual Members shall be those persons employed, interested, or otherwise involved in the field of information access and protection of privacy.
- (c) Sustaining Members shall be those persons, institutions or organizations that wish to financially sponsor the Society in its work.

4.3 Renewal Membership for Individual Members and Corporate Members will be renewed annually upon receipt of the membership fee. Honorary Members are not required to pay an annual membership fee. The Board of Directors shall recommend a schedule of annual membership fees and any changes to those fees for acceptance by the Members. Fees shall be payable prior to July 1 of each year.

4.4 Termination of membership

- (a) Death. The membership of a Member is ended upon his/her death.
- (b) Deemed Withdrawal. If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation. The Member is removed from the Register of Members and considered to have ceased being a Member on the removal date.
- (c) Expulsion. A Member may be expelled from membership by majority vote of the Board of Directors. Within a period of no less than 10 (ten) days the Directors must give notice of the expulsion to the membership, which will include reason for the expulsion. The membership will then be given a period of ten (10) days in which to provide written comments to the Board member(s) designated in the notice of expulsion. Any responses received in relation to the expulsion will be presented to the Board at their next scheduled meeting.
- (d) Withdrawal. Any Member wishing to withdraw from membership may do so upon notice to the Board through its Secretary. Membership shall end immediately on receipt of notice by the Secretary, who shall forthwith remove the Member's name from the Register of Members.

5 MEETINGS OF THE SOCIETY

5.1 Annual General Meetings Timing. The Society holds its Annual General Meeting no later than June 30 of each calendar year in Alberta. The Directors set the place, day, and time of the meeting. Attendance through conference call or Internet-enabled meeting facility is acceptable.

Notice. The Secretary must provide notice to each Member at least twenty-one (21) days before the Annual General Meeting. The notice must state the place, date, time, any business requiring a Special Resolution, the general nature of business to be transacted, and the methods of voting allowed by these Bylaws.

Conduct. The Society conducts meetings in accordance with Roberts Rules of Order.

Agenda. The Annual General Meeting deals with the following matters:

- (a) Adopting the agenda;
- (b) adopting the minutes of the last Annual General Meeting;
- (c) considering the Directors' reports;
- (d) reviewing the financial statements setting out the Society's income, disbursements, assets, and liabilities and the reviewer's report;
- (e) considering the business in the meeting notice.
- (f) electing the Directors;
- (g) appointing the professional accountant.

Quorum. Attendance by fifteen percent (15%) of the Members at the Annual General Meeting is a quorum.

5.2 Special General Meetings of the Society Timing. A Special General Meeting may be called at any time:

- (a) by a resolution of the Directors to that effect; or
- (b) on the written request of at least three (3) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this meeting; or
- (c) on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such a meeting.

Notice. The Secretary must provide notice to each Member not less than 10 nor more than 30 days before the Special General Meeting. This notice states:

- (a) The place, date, time of the Special General Meeting;
- (b) the methods of voting allowed by these Bylaws;
- (c) the motion(s) submitted by the requestors of the meeting; and
- (d) any motion(s) put forward by any Director that is directly related to the business of the requestors' motion(s).

Agenda for Special General Meeting. Only the business set out in the notice for the Special General Meeting and business-related thereto are considered at the meeting.

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

5.3 Proceedings at the Annual or a Special General Meeting

Attendance by the Public. General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

Failure to Reach Quorum. The National Chair cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for the time and place to be determined by the National Chair. If a quorum is not present within one-half (1/2) hour after the time set for the second meeting, the meeting will proceed with the Members in attendance.

Presiding Officer. The National Chair presides at every General Meeting of the Society. The Vice-Chair presides in the absence of the National Chair. If neither the National Chair nor the Vice Chair is present within one-half (1/2) hour after the time set for the General Meeting, the Members present choose one (1) of the Members to preside over the meeting.

Adjournment. Whoever is presiding at a General Meeting may adjourn any General Meeting with the majority vote of the Members at the meeting.

Voting. Each Voting Member has one (1) vote. A show of hands or an audible or written response decides every vote at every General Meeting unless at least five (5) voting Members request a ballot.

Members may also vote at a General Meeting provided that they attend the meeting by conference call, or videoconference facility. They may only do so if the Directors agree to provide telephone or videoconference facility. Members so attending have their vote taken aurally as “yes” or “no”, “yea” or “nay”. In the case of a ballot they may have their vote taken by email or facsimile transmission but only if the Directors agree to provide those facilities.

Any Member entitled to vote at a meeting may appoint a person, who need not be a Member of the Society, as that Member's nominee to attend and act for her at the meeting in the manner, to the extent, and with the power conferred by the instrument appointing the person as her proxy. An instrument appointing a proxy shall be in writing, and signed by the appointor. It ceases to be valid immediately at the end of the meeting for which it was granted unless previously revoked in writing.

An instrument appointing a proxy shall be in the following form or in such other form as complies with the provisions of the Act:

"The undersigned Member of The Canadian Association of Professional Access and Privacy Administrators
("CAPAPA") hereby appoints [name]_____ of
[place]_____ as the proxy of the undersigned to vote and act for the
undersigned and on behalf of the undersigned at the meeting of CAPAPA to be held on the
____ day of _____, 2____, and at any adjournment thereof. Signed this ____ day of
_____, 20____. Signature of CAPAPA Member"

Proxies shall be deposited with the Secretary of the Society or that person's designate at any time up until the adjournment of the meeting at which the proxies are to be used. A majority of the votes of the Voting Members present in person or by proxy, and by conference call or video facility if those are provided, decides each issue and resolution.

The National Chair decides any dispute about the procedures and results on any vote. The National Chair decides in good faith, and this decision is final.

6 GOVERNMENT OF THE SOCIETY

6.1 Governance.

The Board of Directors is responsible for the governance and management of the Society. The property and business of the Society shall be managed by a Board of Directors. There shall be a minimum of seven (7) and a maximum of twelve (12) directors. Directors shall be elected from the membership of the Society and shall be whenever possible drawn from separate regions of Canada. Individual Members in good standing may be nominated by Members attending the Annual General Meeting, provided the nominees indicate their acceptance of nomination in writing or in person at the time of nomination. The Board may, at its discretion, appoint special advisors to the Board for a defined period of time to perform specific duties deemed necessary by the Board.

Powers and Duties. The Board of Directors has the powers of the Society, except as stated in the Act.

Composition. The Directors elected at the Annual General Meeting shall elect amongst and to themselves the following positions:

- (a) The National Chair;
- (b) The Vice-chair (National Chair Elect);
- (c) The Secretary;
- (d) The Treasurer;
- (e) The Communications Director;
- (f) The Director of Professional Certification;
- (g) The Policy Director; and
- (h) The Membership Director. Other offices may be created at the discretion of the Board.

6.2 Standing Committees.

The Board of Directors may from time to time establish, designate and dissolve standing committees, in accordance with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the Board and shall, for those committees and any others provided for herein, elect a director or directors to serve as the member or members of such committee, designating, if it desires, other directors as alternate members who may replace any absent or disqualified member at any meeting of the committee. The National Chair is an ex-officio member of all committees.

Board Committees. The Board may set the Terms of Reference for a Board Committee, including its composition, purposes and reporting requirements. Every Committee, including a Standing Committee, shall:

- (a) be chaired by a director appointed by the Board;
- (b) may include members who are not directors, and special advisors who need not be members of the Society;
- (c) limit its activities to the purposes for which it was established;
- (d) not act on behalf of the Society unless specifically authorized to do so by the Board; and
- (e) report to the Board in the form, manner and time set by the Board.

6.3 Officers.

The Officers of the Society are the National Chair, the Vice-Chair (National Chair Elect), the Secretary and the Treasurer. They may be referred to as the Executive. The Executive shall not have duties or powers separate from the full Board unless so delegated by resolution of the Board.

Term. Election of Directors shall occur at the Society's Annual General Meeting. Term of office shall be 2 years. Notwithstanding the policies and procedures set out in the Nomination and Election Standards,

- (a) The Vice-Chair (National Chair Elect) and secretary and four directors-at-large shall be elected to office in the odd number years, and
- (b) The National Chair and treasurer and four directors-at-large shall be elected to office at the Annual General Meeting held in an even numbered years.

Re-Election. A Board Director who has just served three consecutive terms may not be re elected to the Board until a period of one year has lapsed since he or she last served on the Board unless at the time of expiration of such term he or she is then serving as the National Chair, Vice-Chair (National Chair Elect), Treasurer or Secretary in which case he or she may continue to serve on the Board until he or she is no longer holding such position.

Vacancy. Any vacancy on the Board resulting from a member's death, resignation, removal or disqualification or resulting from an increase in the number of members on the Board shall be filled by a vote of the remaining Board members (even if less than a quorum) after taking into account the needs of the Society. The Secretary may receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular meeting announcement, to be voted upon at the next Board meeting. Persons so chosen shall serve until the term expires.

Resignation. Any Director may resign from office by giving the National Chair or the Secretary one (1) month's notice in writing. The resignation takes effect at the end of the notice period. Any Director who does not participate in any three (3) consecutive meetings properly called for the Directors to meet is deemed to have submitted a resignation of their position as Director effective immediately on the close of the third (3rd) consecutive meeting missed.

6.4 Meetings of the Directors

Frequency. The Directors shall hold at least four (4) meetings each year. Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, in such manner, and at such time or times as shall have been established by the Board of Directors and publicized among all Directors. A written notice of each regular meeting shall not be required.

Schedule. The National Chair calls the Meetings. The National Chair also calls a meeting if any two (2) Directors make a request to the National Chair in writing and state the business for the meeting.

Direction. The National Chair presides at every Directors meeting. The Vice-Chair presides in the absence of the National Chair. If neither the National Chair nor the Vice-Chair is present within one-half (1/2) hour after the time set for the Directors meeting, the Directors present choose one of those present to preside over the meeting.

Quorum. Any five (5) Directors present at a Directors meeting is a quorum. If there is not a quorum, the Chair adjourns the meeting to the same time, place, and day of the following week, or as agreed upon by a majority of the Directors.

Votes. Each Director has one vote. A tie vote means the motion is defeated.

Access. Meetings of the Directors are open to Members of the Society, but only Directors may vote.

Decisions. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law. Any action by the Directors may be taken without a meeting if a written consent thereof is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Attendance. Meetings of the Directors may be held in person, by conference call, videoconference, e-mail, Internet-enabled meeting facility, or a combination thereof. Directors who participate in a meeting by one of these methods are considered present for the meeting.

Notice. A Director may waive formal notice of a meeting.

Special Meetings. Special meetings of the Directors may be called at any time by the National Chair or Treasurer, or by any three (3) members of the Board of Directors, and shall be held at the place and in the manner designated in the notice or call thereof provided that at least five (5) business days prior notice of such meeting has been given to the Directors. At a special meeting of the Board, no business shall be transacted and no action shall be taken other than that stated in the notice of the meeting.

6.5 Duties of the Directors of the Society:

National Chair.

- When present, chairs all meetings of the Society and the Directors;
- Is an ex officio member of all committees;
- Reports to the Directors as directed;
- Acts as spokesperson for the Society as determined by the Board;
- Works closely with the Executive Director in managing business activities of the Society; and
- Carries out other duties assigned by the Directors.

Vice Chair

(National Chair Elect)

- Presides at meetings in the National Chair's absence;
- Represents the National Chair at various functions when asked to do so by the National Chair;
- Leads the development of surveys as required to assess views on public policy issues relevant to the society's objects;
- Reports to the Directors as directed; and
- Carries out other duties assigned by the Directors.
- In the event of the National Chair's temporary inability to perform the duties of his/her office (as determined by a majority vote of the Board of Directors), the Vice Chair (National Chair-Elect) shall fulfill the duties of the National Chair. In the event of the resignation, removal or permanent disability of the National Chair (as determined by a majority vote of the Board of Directors), the Vice Chair (National Chair-Elect) shall cease to serve as Vice Chair (National Chair-Elect) and shall immediately succeed to the office of National Chair, and thereafter serve as National Chair for the remainder of the unfulfilled term of the National Chair.

Secretary.

- Attends all meetings of the Society and the Directors;
- Keeps accurate minutes of these meetings;
- Has charge of the Directors' correspondence and ensures a complete copy of all Society records is available at the Society's Registered office or as directed by the Directors;
- Keeps with the records of the Society the current Register of Members provided by the membership Director;
- Makes sure all notices of various meetings are sent;
- Keeps the seal of the Society;
- Collects and receives the annual dues levied by the Society and turns them over to the Treasurer for prompt deposit;
- Files the annual return, changes in the Directors of the Society, amendments in the Bylaws and other documents with the Corporate Registry;
- Reports to the Directors as directed; and

- Carries out other duties assigned by the Directors.

Treasurer.

- Makes sure all monies paid to the Society are deposited;
- Makes sure a detailed account of assets, liabilities, revenues and expenditures is presented to the Directors as requested;
- Makes sure the financial statement of the Society is prepared and presented to the Annual General Meeting and a copy given to the Secretary for the records of the Society;
- Reports to the Directors as directed; and
- Carries out other duties assigned by the Directors.

Communications Director.

- Develops and administers the Society's communications plan;
- Plans the content, development, dissemination and delivery of the Society's Internet presence, promotional campaigns, and marketing materials.
- Plans the Society's Annual General Meeting;
- Promotes the Society web site as a vehicle to gather and disseminate information and opportunities related to information access and protection of privacy;
- Prepares and distributes media releases as needed;
- Establishes a network of contacts across Canada to help promote the Society and information access and protection of privacy in Canada;
- Plans and executes the annual membership renewal drive in collaboration with the membership Director;
- Reports to the Directors as directed; and
- Carries out other duties assigned by the Directors.

Director of Professional Certification.

- Coordinates efforts to develop standards and best practices to establish benchmarks of excellence and accreditation for information access and protection of privacy professionals in Canada;
- Coordinates the development of training plans for each stage of professional development, certification, and accreditation;
- Promotes the training plans to the membership and identifies training sources;
- Leads efforts to establish a framework to register a Society under the Professional and Occupational Associations Registration Act;
- Reports to the Directors as directed; and
- Carries out other duties assigned by the Directors.

Membership Director.

- Represents the needs of membership at Directors and committee meetings;
- Develops and administers membership growth plans and strategies;
- Consults and works with the Communications Director to execute membership growth plans and strategies;
- Consults and works with the Policy Director regarding membership policies;
- Develops processes pertaining to identifying and addressing membership issues and concerns;
- Prepares and maintains a Register of Members listing Members in good standing with the Society and provides a copy to the Secretary;
- Reports to the Directors as directed; and

- Carries out other duties assigned by the Directors.

Policy Director.

- Identifies potential public policy issues that could impact the professional responsibilities of the membership;
- Leads the development of membership surveys as required to assess their views on public policy issues relevant to their professional responsibilities;
- Recommends to the Executive issues that require public advocacy in support of or against public policy initiatives;
- Reports to the Directors as directed; and
- Carries out other duties assigned by the Directors.

Past National Chair

Unless he or she has resigned or been removed from office as National Chair, a National Chair shall serve in the capacity of Past National Chair as an ex officio member of the Board of Directors for a period of not less than two years after his or her term of office as National Chair has concluded, as determined by the Board. As Past National Chair, he or she may be assigned special duties by the Board.

6.6 Appointment of an Executive Director

An Executive Director may be appointed by the Board to coordinate the activities of the Society and shall be accountable for the general charge and supervision of the business and affairs of the Society, subject to the direction of the Board of Directors. The Board shall conduct an annual performance review of the Executive Director who shall be retained in their position at the discretion of the Board. The responsibilities of the Executive Director shall be set out in a written Board policy to establish the parameters and criteria around which his or her performance will be evaluated. The remuneration of the Executive Director shall be determined by the Board of Directors from time to time.

7 FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the Society is located in Calgary, Alberta. Another place in Alberta may be established by resolution of the Directors.

The Society may establish such other offices and agencies elsewhere within Canada as the Directors may deem expedient by resolution.

7.2 Finance and Auditing

The fiscal year of the Society ends on March 31 of each year.

A review of the books, accounts, and financial records of the Society must be conducted at least once each year by a professional accountant or by two directors appointed at the Annual General Meeting, appointed for that purpose at the Annual General Meeting. At each Annual General Meeting of the Society, the financial statement of the Society prepared for the previous year are presented to the Annual General Meeting.

7.3 Seal of the Society

The Directors may adopt a seal as the seal of the Society.

The Secretary has control and custody of the seal, unless the Directors decide otherwise. The seal of the Society may only be used by Directors as determined by the Board.

7.4 Cheques and Contracts of the Society

All cheques and contracts of the Society must be signed by the National Chair and Treasurer and any other Director as assigned. Except as otherwise provided in these bylaws, the Board may authorize any officer or officers or any agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the Society and such authority may be general or confined to specific instances.

7.5 Partnerships and Associations

The Board may vote to recognize and affiliate with any organization having purposes similar or complementary to those of the Society. The Board may take a Special Resolution to the Society members to recognize and affiliate with any such organization, and such Special Resolution will be put to vote by the membership at a Special Meeting of the Board.

8 KEEPING AND INSPECTION OF THE BOOKS AND RECORDS OF THE SOCIETY

The Directors keep and file all necessary books and records of the Society as required by the Bylaws, the Act, or any other statute or laws.

All financial records of the Society are open for inspection by the Members.

Records other than financial records of the Society are also open for inspection, except for records that the Directors designate as confidential. The designation as “confidential” shall be by resolution of the Directors which resolution must be put before the membership for ratification at the next Annual General or Special General Meeting.

A Member wishing to inspect the books or records of the Society must give reasonable notice to the National Chair or the Secretary of the Society of his intention to do so.

8.1 Borrowing Powers

The Society may borrow or raise funds to meet its objects and operations. The Directors decide the amounts and ways to raise money, including giving or granting security.

8.2 Payments

Members and Directors of the Society shall not receive any remuneration for their services, except as follows. By resolution of the Directors, reasonable expenses of their attendance at Directors meetings or otherwise incurred in connection with their services as Directors may be allowed and paid. Nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefor, subject to the following. No Director may be paid for serving the Society in a capacity other than Director if that service puts them in a conflict of interest. The Directors shall determine by simple majority vote of the Directors, but not including the Director whose potential conflict is at issue, whether or not a Director has a conflict of interest.

8.3 Protection and Indemnity of Directors

To the extent allowed by law, each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director for acts of fraud, dishonesty, or bad faith.

To the extent allowed by law, no Director is liable for the acts of any other Director or employee, any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society, and any loss due to an oversight or error in judgment or by an act in his role for the Society, unless the oversight, error or act is fraud, dishonesty, or bad faith.

To the extent allowed by law, Directors can rely on the accuracy of any statement or report prepared by the Society's financial reviewer and auditor, and are not liable for any loss or damage as a result of acting on that statement or report.

9 AMENDING THE BYLAWS

These Bylaws may be altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.

The amended Bylaws take effect after approval of the Special Resolution at the Annual General or Special General Meeting and registration by the Registrar as defined in the Business Corporations Act of Alberta.

10 DISPUTE RESOLUTION

If there are disputes among the Members, including Directors, regarding any matter affecting the business or administration of the Society and these disputes cannot be resolved by the Directors after an effort in good faith, on the request of a Member the matter must first be remitted to professional mediation for a minimum of one session, the first hour or portion thereof to be paid for by the Society. If mediation is not successful the parties may submit the dispute to binding arbitration pursuant to the *Arbitration Act* of Alberta.

11 DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

The Society does not pay any dividends or distribute its property among its Members. If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.