

CEDARBRAE COMMUNITY LEAGUE ASSOCIATION BYLAWS

Amended:

June 21, 2025

CEDARBRAE COMMUNITY LEAGUE ASSOCIATION #8496
Hereinafter referred to as the "Association"

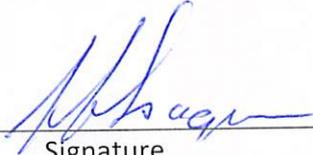
Whereas, the registered Bylaws represent the structural, organizational and operational terms of reference which shall be used by the Association in fulfilling the intent of its registered Objects; and,

Whereas, the Association's community is located in Calgary, Alberta with geographic boundaries known as:

Southland Drive SW to the North;
Anderson Road SW to the South;
24th Street SW to the East; and,
Tsuut'ina Trail (Hwy 201) to the West;

Be it known and is hereby certified; that a Resolution to rescind current Bylaws and to accept these proposed amended Bylaws, was passed by the members of the Association at Special General Meeting held June 21, 2025

John Seagrave
President,



Signature

JUNE 21-2025
Date

Darrell Ogden
Treasurer,



Signature

JUNE 21, 2025
Date

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ARTICLE 1. BYLAW DEFINITIONS

In these Bylaws, the following words shall have these meanings:

1. **Act** is defined as the Societies Act R.S.A. 2000 Chapter S-14 as amended, or any statute substituted for it.
2. **Annual General Meeting** is defined as the annual general meeting of association members.
3. **Association** is defined as the Cedarbrae Community League Association.
4. **Association Member** is defined as a member in good standing of the Cedarbrae Community League Association.
5. **Board** is defined as the elected or appointed Board of Directors of this Association. All Board members must be a Member in good standing.
6. **Board Meeting** is defined as a regular meeting of the elected Directors to deal with the standard business of the Association.
7. **Bylaws** are defined as the Bylaws of the Association as amended from time to time. Bylaws can only be changed by the passing of a Special Resolution of the Association members. Special Resolution is defined in Section 1(d) of the Societies Act.
8. **Centre** is defined as the Association's community centre building and lands occupied and managed by the Association under a lease agreement with the City of Calgary, and located at 11024 Oakfield Drive, SW, Calgary, Alberta, T2W 5G6.
9. **Committee** is defined as a small group sanctioned by the Board to whom a matter is referred through a Terms of Reference (TOR) document for review and recommendation to the Board.
10. **Director and/or Board Member** is defined as any person duly elected or appointed to the Board of the Association.
11. **Fiscal Year** is defined as the twelve month period commencing on May 1st of a year and ending on April 30th of the following year.
12. **In Good Standing** is defined as being a paid up registered member of the Association who is not under a suspension and whose membership is listed in a report taken from the Register of Members seven (7) days prior to a meeting or event.
13. **Objects** are defined as the common goals or objectives of the Association registered with the Corporate Registry of Alberta.
14. **Officer** is defined as the executive committee of the Board, being the President, the Vice-President, the Secretary or the Treasurer.
15. **Proxy Vote** is defined as the assigning of a Member's vote to another Member.
16. **Register of Members** is defined as the register maintained by the Board of Directors containing the names and contact information of the Members of the Association.

17. **Registered Office** is defined as the Registered Office of the Association located at 11024 Oakfield Drive SW, Calgary, Alberta, T2W 5G6.
18. **Simple Majority Vote** is defined as a 50% + 1 vote of those present at a duly constituted meeting of the Association.
19. **Special Board Meeting** is defined as a called meeting, when the Board needs to deal with business that requires urgent attention that cannot wait until the next regular meeting.
20. **Special General Meeting** is defined as a meeting of the Association membership and deals with one specific item where voting is required.
21. **Special Resolution** is defined as a specific motion presented for discussion and vote at either an Annual General Meeting or Special General Meeting of the Association, convened with twenty-one (21) days notice and containing the wording of the subject Special Resolution and all details included in the motion to be voted on. To be passed, a Special Resolution requires 75% vote of those present at the duly constituted meeting.

ARTICLE 2. BYLAW INTERPRETATION AND AMENDMENTS

1. Headings do not affect the interpretation of these Bylaws.
2. These Bylaws must be interpreted broadly and generously.
3. **Bylaw Amendments:** The registered Bylaws and Objects may be altered, rescinded or added to by the Association only by Special Resolution at the Annual General Meeting or at a Special General Meeting.
 - a. The current Bylaws and Objects, along with the proposed amendment(s) must be presented to the entire Association Membership for review.
 - b. The Association Membership shall then approve a single resolution that will rescind the current Objects or Bylaws and accept the proposed amendments in their place.
 - c. The amended Bylaws must first be approved at an Annual General Meeting or Special General Meeting of the Association and will only take effect upon registration and approval by the Corporate Registry of Alberta.
 - d. At least 75% of the Members present at the meeting must approve the proposed amendments.

ARTICLE 3. MEMBERSHIPS

1. **Classification of Members:** There shall be two categories of Members:
 - a. **Resident Member:** A Resident Membership shall:
 - i. Be available to any individual who is 18 years of age or older and resides within the official boundaries of Cedarbrae;

- ii. Include any children under the age of 18 for whom the member is the legal guardian;
 - iii. Pays the annual membership fee designated for Resident Members;
 - iv. Entitle the resident member to one vote at meetings of the membership; and
 - v. Agree to support the mission of the Association and to abide by its Bylaws, policies, and objectives.
- b. An Associate Member: An Associate Membership shall:
- i. Be available to any individual who does not reside within the official boundaries of Cedarbrae but wishes to support the Association;
 - ii. Include any children under the age of 18 for whom the member is the legal guardian;
 - iii. Pay the annual membership fee designated for Non-Resident Members;
 - iv. Not include voting privileges; and
 - v. Agree to support the mission of the Association and to abide by its Bylaws, policies, and objectives.

2. Membership Fees:

- a. The annual membership fees and all other such dues and amounts shall be determined from time to time by the Board of Directors, or following the expiry of that Membership year.
- b. There are no refunds for any reason of the membership fee.

3. Membership Year: Each Membership shall be valid for a period of one year from the date of purchase.

4. Association Memberships - Suspension

- a. Reasons: The Board, at a Special Board Meeting called to review an Association Member for suspension, may suspend a membership for one or more of the following reasons:
 - i. If the Association Member has failed to support the mission of the Association or failure to abide by the Bylaws, policies, goals and objectives;
 - ii. If the conduct of the Association Member is injurious to the character, interest, or good order of the Association.
- b. Notice to the Association Member:
 - i. The affected Member will receive written notice of the Board's intention to suspend that Member. The Member will receive at least two week's notice before the Special Board Meeting.

- ii. The notice will be sent by registered mail to the last known address of the Member, shown in the records of the Association.

c. Process:

- i. The Association Member will have an opportunity to appear before the Board at a Special Board Meeting to address the matter. The Board may allow another person to accompany the Member.
- ii. The Board will determine how the matter will be dealt with, and may limit the time given to the Member to address the Board.
- iii. The Board may exclude the Association Member from its discussion of the matter.
- iv. The Board may reach resolution on disposition of the matter by a simple majority vote.
- v. The decision of the Board is final.
- vi. There shall be no reimbursement of membership fees previously paid by any suspended Member.

d. Reinstatement:

- i. Former Association Members who have been suspended and declared to be not in good standing, will have an opportunity to appear before the Board at a Special Board Meeting to address the matter of reinstatement. The Board may allow another person to accompany the Former Association Member.
- ii. The Board will determine how the matter will be dealt with, and may limit the time given to the Former Association Member to address the Board.
- iii. The Board may exclude the Former Association Member from its discussion of the matter.
- iv. The Board may reach resolution on reinstatement of the Former Association Member by a simple majority vote.

e. Termination of Association Membership:

- i. Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association.
- ii. Once the Notice is received, the Member's name is removed from the Register of Association Members.
- iii. In addition, nonpayment of renewal fees will constitute the termination of membership without the need for separate written notice.

ARTICLE 4. ANNUAL GENERAL MEETING

1. The Annual General Meeting of the Association shall be called by the Board no later than seven months past fiscal year end in each year, at the address 11024 Oakfield Drive SW Calgary Alberta, or at such place or places within the City of Calgary and at such time or times as the Board may from time to time determine.
2. A minimum of twenty-one (21) days' notice shall be given to all Association Members prior to the Annual General Meeting. Notice shall be communicated by email to addresses listed in the Member Register at the time of notice, and may additionally be advertised or promoted in any manner determined by the Board.
3. An Annual General Meeting is open to all Association Members who are in good standing.
4. Quorum is met when the following are present: three Officers (President, Vice-President, Treasurer, or Secretary, or their appointed designates who shall be another Member of the Board, and five Association Members, for a minimum of eight (8) individuals. If quorum is not met within fifteen minutes after the set time of the scheduled meeting, the meeting will be adjourned and rescheduled within fourteen (14) days of the adjourned meeting.
5. Agenda of the Meeting: The Annual General Meeting Agenda shall deal with and identify the following matters:
 - a. Approval of the previous Annual General Meeting Minutes;
 - b. President's report;
 - c. Presentation of the audited financial statements;
 - d. Election of New Board Members;
 - e. Additional matters specified in the meeting notice; and
 - f. Adjournment.
6. Election of New Board Members:
 - a. Vacant Board positions shall be filled by election at the Annual General Meeting or a Special Meeting called for that purpose.
 - b. Only Resident Members in good standing are eligible to be nominated for and to serve as Directors.
 - c. All Board positions shall be elected as Directors. Specific officer roles (e.g., Chair, Treasurer) may be assigned by the Board from among the elected Directors following the election.
 - d. Directors shall be elected for a two-year term. Terms may be staggered to ensure continuity on the Board.

- e. Candidates must submit their written nomination for the position of Director at least 14 days prior to the election meeting. Nominee information shall be made available to the membership in advance of the meeting.
- f. Nominations will not be accepted from the floor during the meeting.
- g. If the number of nominees is equal to or fewer than the number of vacant Director positions, and no member requests a secret ballot, the nominees may be elected by acclamation.
- h. If there are more nominees than vacant positions, an election will be held. Each voting member may cast a number of votes equal to the number of vacant positions. The nominees receiving the highest number of votes shall be declared elected.
- i. In the event of a tie vote for the final position, a run-off election will be held between the tied candidates.
- j. Transitional Provision for Staggered Terms:
 - i. In the event that the entire Board of Directors is replaced through an election—whether at the time of bylaw implementation or at any point in the future—approximately half of the Directors elected shall serve an initial one-year term, with the remainder serving the standard two-year term. This shall be done to re-establish staggered terms and maintain continuity on the Board. The length of each Director’s initial term shall be determined by agreement among those elected, or if no agreement is reached, by drawing lots. Thereafter, all Directors shall be elected to two-year terms.

7. Voting:

- a. Eligibility: Only Resident Members over the age of 18 years in good standing are eligible to vote.
- b. Casting of Ballots: All voting shall be conducted by ballot.
- c. Proxy Votes: Proxy voting is not permitted. Eligible voters must be present at the meeting to cast their vote.
- d. Tie Vote: In the event of a tie, the motion is defeated.
- e. Voting Threshold: Motions (except Special Resolution motions) shall be passed by a simple majority vote (50% + 1) of eligible voters present. Attendance by the public: Annual General Meetings are open to the public. A majority of the Association Members present may ask persons who are not Members, as per the current Register of Members, to leave the meeting, and current Members may be asked to leave for just cause.

8. **Presiding Officer:** The President chairs every Annual General Meeting. If the President is not present, they will assign another Officer to chair the meeting.
9. **Adjournment:** The Presiding Officer may adjourn any Annual General Meeting with the majority consent of the members at the meeting. Any unfinished agenda items will be tabled until the next Annual General Meeting or may be brought forward through a Special General Meeting.
10. **Failure to give Notice of Meeting:** The action taken at an Annual General Meeting cannot be deemed invalid due to:
 - a. Accidental omission to give any notice to any Member;
 - b. Any Member not receiving any notice; or
 - c. Any error in any notice that does not affect the meaning.
11. If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Board of the Association. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with Bylaw 4.7, by means of any telephonic, electronic or other communication facility that the organization has made available for that purpose.

ARTICLE 5. BOARD OF DIRECTORS

1. The Directors of the Board shall be elected annually at the Annual General Meeting of the Association membership. The Board shall be comprised of a minimum number of five (5) Directors to a maximum number of nine (9) Directors.
2. All Board member candidates shall be Resident Members in good standing.
3. From time to time, the Board may nominate and appoint other Resident Members to fill a vacant position on the Board, to serve on the Board through a simple majority vote provided that this does not cause the maximum number of Board Members to be exceeded.
4. The Officers will appoint legal counsel as necessary.
5. The Board of Directors shall comply with the Association's Code of Conduct and Confidentiality Policy, and non-compliance may incur resultant actions, including dismissal from the Board with a simple majority Board vote.
6. **Resignation:** A Board Member may resign at any time from the Board by giving notice in writing to the President or Secretary of the Association.

7. In the event that a Director ceases to be a Resident Member during their term, they shall be granted a grace period of up to three (3) months to transition their responsibilities and facilitate the appointment or election of a replacement. During this grace period, the Director may continue to serve and participate fully in Board activities. If no transition occurs within the three-month period, the Director shall be deemed to have vacated their position.

ARTICLE 6. OFFICERS OF THE BOARD

1. The Officers of the Board are the President, Vice-President, Treasurer and Secretary.
2. The Officers are responsible for succession planning and integration of all new Board Members.
3. The President:
 - a. Supervises the affairs of the Board;
 - b. Ensures that all policies of insurance required to be maintained by the Act, and other applicable statute or law, are acquired and maintained;
 - c. When present, chairs all meetings of the Association;
 - d. Is an ex-officio member of all Committees;
 - e. Acts as the spokesperson for the Association;
 - f. Carries out other duties assigned by the Board; and
 - g. May have signing authority for the Association.
4. The Vice-President:
 - a. Provides leadership and expertise in planning and implementing Association goals;
 - b. Ensures that concerns regarding the community and Members are addressed;
 - c. Oversees matters related to the building and security;
 - d. Assumes the duties of the president in their absence;
 - e. Carries out other duties assigned by the Board; and
 - f. May have signing authority for the association.
5. The Secretary:
 - a. Prepares and distributes accurate minutes of the Board and General meetings;
 - b. Maintains the Board's correspondence;
 - c. Makes sure a record of the names and addresses of all Members of the Association is kept;
 - d. Makes sure all notices of various meetings are sent;

- e. Files Amended Bylaws and other incorporating documents with the Corporate Registry office;
- f. Submits any changes regarding the Directors of the Association;
- g. Carries out other duties assigned by the Board; and
- h. May have signing authority for the Association.

6. The Treasurer:

- a. Is responsible for all financial records;
- b. Prepares the annual budget;
- c. Files the Annual Financial Return;
- d. Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- e. Invests any extra monies;
- f. Makes sure a summary of revenues and expenditures are presented to the Board every month;
- g. Makes sure an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
- h. Ensures the financial integrity of the Association;
- i. Carries out other duties assigned by the Board; and
- j. May have signing authority for the Association.

ARTICLE 7. BOARD COMMITTEES

1. Establishing committees: the Officers of the Board may appoint committees as required to advise the Board.
2. General procedures for committees:
 - a. A Board Member shall chair each committee created by the Board, and the Director assigned will report back to the Board as required.
 - b. Members of each committee must be Members of the Association and have the appropriate knowledge or skill set.
 - c. The committee Chairperson calls the committee meetings. Each committee:
 - i. Abides by the Terms of Reference (TOR) document that determines committee business; and
 - ii. Provides reports including recommendations, budgets and progress costs to the Board at Board Meetings.

- d. A minimum of seven (7) days' notice is given to each committee member for a meeting. The notice states the date, time and place of the committee meeting.

ARTICLE 8. SPECIAL GENERAL MEETINGS OF THE ASSOCIATION

1. **Calling of a Special General Meeting:** A Special General Meeting of the Association may be called by order of a majority vote of the Board or by written petition of at least twenty five (25) Association Members in good standing.
2. **Notice:** Notice of the time and place of all Special General Meetings and the specific nature of the business to be transacted shall be communicated in any manner as deemed necessary by the Board at least twenty one (21) days before the holding of the Special Meeting.
3. A Special Resolution is required and the wording must be sent out to all Association Members at least twenty-one (21) days in advance. A Special Resolution must be passed by at least 75% of those Members present at the meeting.
4. **Quorum:** Any Special General Meeting of the Association has the same quorum requirements as the Annual General Meeting, in accordance with Article 4.4.
5. **Voting:** Voting at a Special General Meeting shall be the same as the Annual General Meeting, in accordance with Bylaw 4.7.
6. **Agenda for the Special General Meeting:** Only the matters set out in the meeting notice and agenda are considered at the Special General Meeting of the Association.

ARTICLE 9. BOARD MEETINGS / SPECIAL BOARD MEETINGS

1. **Number:** The Board shall hold a minimum of eight Board Meetings per fiscal year.
2. Special Board Meetings may be called with a simple majority vote of the Board.
3. Notice of time and place of Board meetings and Special Board Meetings and the business to be transacted shall be communicated at a minimum of seven (7) days prior to the meeting. The notice for a Board Meeting and Special Board Meeting must set forth every issue the meeting will address.
4. All Members of the Association are eligible to attend Board Meetings.
5. Only Board Members are allowed to attend a Special Board Meeting, unless the Board approves, by a simple majority vote, the invitation of a guest(s).
6. **Quorum:** Quorum is met when the following are present: 50% of Board Members, which include two (2) Officers or their designee in writing. A Board Member may attend the meeting by telephone or through electronic voice means and will be included in Quorum.
7. **Voting at Board Meetings / Special Board Meetings:**

- a. Only the Board Members are eligible to vote.
 - b. Each Board Member, including the Chairperson, is entitled to one vote.
 - c. In the event of a tie, the motion is defeated.
 - d. Decisions of the Board must be raised as a proposed motion by a Board Member, and seconded by another Board Member. A motion will be carried by a Simple Majority Vote.
 - e. Email voting by is permitted in order to progress affairs in-between Board meetings, or in lieu of convening an unscheduled Board Meeting. Email voting will follow a written Email Voting Policy, and all votes transacted by the Board through email shall be ratified at the next available Board meeting and recorded in the Board meeting minutes.
8. Any Board Member who has a conflict of interest must declare it and abstain from any discussion or vote related to the matter. They shall not attempt to influence the decision, either formally or informally, in accordance with the Association's policies and procedures.
9. There shall be NO voting by proxy.
10. If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the policies and procedures of the Association. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with Bylaws 4.7, by means of any telephonic, electronic or other communication facility that the organization has made available for that purpose.

ARTICLE 10. GOVERNING STRUCTURE OF THE BOARD OF DIRECTORS

1. **Governance and Management of the Association:** The Board governs and manages the affairs of the Association. The Officers of the Board may hire employees to carry out management functions as deemed necessary under the direction and supervision of the Officers of the Board.
2. **Powers and Duties of the Board:** The Board has the powers of the Association, except as stated in the Societies Act. The powers and duties of the Board may include:
 - a. Promoting the Objects of the Association;
 - b. Promoting membership in the Association;

- c. Guiding the setting of wages or salaries;
 - d. Maintaining and protecting the Association's assets and property;
 - e. Approving an annual budget;
 - i. Paying all expenses for operating and maintaining the Association; (Treasurer responsibility)
 - ii. Paying persons for services and protecting persons from debts of the Association; (Treasurer responsibility)
 - iii. Investing any extra monies; (Treasurer responsibility)
 - iv. Financing the operations of the Association; (Treasurer responsibility)
 - f. Developing policies for managing and operating the Association;
 - g. Providing input for project contracts for the Association;
 - h. Maintaining all accounts and financial records of the Association (Treasurer's responsibility);
 - i. Appointing legal counsel as necessary;
 - j. Approval for selling and disposing of all non-fixed property of the Association equal to or greater than \$5,000;
 - k. Reading and understanding these Bylaws; and
 - l. Without limiting the general responsibilities of the Board, delegating its powers and duties to employees of the Association under the guidance of the Officers of the Board.
3. Responsibilities of every Director in exercising their powers and duties shall be to:
- a. On an annual basis, read, understand, sign and abide by the Code of Conduct and Confidentiality Agreement, which may be updated from time to time;
 - b. Read, understand and abide by all other Policies of the Association that are updated as required;
 - c. Act honestly and in good faith with a view to the best interest of the Association; and
 - d. Exercise the care, diligence and skill that a reasonably careful person would exercise in similar circumstances.
4. Emergency Financial Commitments: in the event of an immediate emergency concern that endangers the safety or security of the Centre or the public therein, an Officer of the Board, with the verbal agreement of one other Board Member, may commit the Association to financial outlay in order to mitigate against the effect of such issue.

ARTICLE 11. FINANCE AND OTHER MANAGEMENT MATTERS

1. **The Registered Office:** The Registered Office of the Association is located at 11024 Oakfield Drive SW, Calgary, Alberta, T2W 5G6.
2. **Finance and Auditing:**
 - a. **Fiscal Year:** The fiscal year of the Association is the twelve month period commencing on May 1st of a year and ending on April 30th of the following year.
 - b. **Audits:** The books, accounts and records of the Board shall be audited at least once each year by a duly qualified accountant as appointed by the Officers of the Board. A complete and proper statement of the standing of the books for the previous years shall be submitted at the Annual General Meeting.
3. **Financial Records and Minute Book:**
 - a. All financial records and Minute Books of the Association are open for inspection by the Association Members by appointment at the Registered Office.
 - b. Other records of the Association are also open for inspection, except for those where the Board have designated them, in writing, to be confidential.
4. A Member wishing to inspect the financial records or Minute Books of the Association must provide seven (7) days' written notice to the President of the Association of their intention to do so. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office or other regular business premises operated by the Association, during normal business hours, and in the presence of one of the Officers.
5. **Fundraising Powers:** The Association may raise funds to meet its objects and operations but is subject to all conditions of the signed leases. The Board approves all legal fundraising efforts to support the building and programming of the Association. No illegal fundraising is allowed.
6. **Seal of the Association:**
 - a. The Registered Office of the Association has control and custody of the Seal, unless the Board decides otherwise.
 - b. The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.
7. **Cheques and Contracts of the Association:**
 - a. The signing authorities of the Association shall be determined at the first convened meeting of the Board of Directors following the Annual General Meeting. Signing authorities shall be appointed by a simple majority vote of the Directors present at that meeting. The Board may revise signing authorities by resolution at any time as needed.
 - b. The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques.

- c. Services, work or lease contracts, on behalf of the Association, must be signed by two signing authorities of the organization
 - d. No Director or Officer shall enter into any contract or agreement on behalf of the Association that extends beyond the end of their elected term unless the contract has been reviewed and approved by a resolution of the full Board of Directors.
 - e. Any contract exceeding one year in duration must include a termination clause that allows for early exit by the Association with reasonable notice, unless the Board specifically waives this requirement by resolution.
 - f. Rental contracts for use of the Centre's facilities may be signed by the Centre's administrative staff.
 - g. Purchase orders for routine supplies required to supply, maintain and manage the Centre may be released by the Centre's Administrative staff.
 - h. No two Board members from the same household may have cheque signing authority at the same time.
8. Remuneration:
- a. No Board Member, Director or Officer of the Association shall receive any form of payment for their service as a Board Member, Director, or Officer.
 - b. No Board Member, Director or Officer of the Association shall receive any form of payment for any other role or services provided to the Association.
 - c. Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon review and approval by two Officers of the Association.
9. Borrowing Money:
- a. For the purposes of carrying out its Objects, the Association may, by special resolution of its members, borrow or raise and secure the payment of money in such manner as it shall require, including issuing promissory notes, mortgages or debentures.

ARTICLE 12. PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

1. Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
2. No Director or Officer is liable for the acts of any other Director or Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Association, unless the act is fraudulent, dishonest, or in bad faith.

3. Directors and Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on the statement or report.
4. Conflict of Interest: Directors or Officers shall declare any known conflict of interest they may have with any ongoing or developing business of the Association, and shall abdicate from decision making when a related conflict of interest is declared. Officers and Directors will be governed by a written Conflict of Interest Policy.

ARTICLE 13. DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

1. Dividends: The Association does not pay any dividends or distribute property among its Members.
2. In the event of the dissolution of the Association, and after payment of liabilities, all assets not considered to be the property of the City of Calgary, and shall be distributed to one or more recognized not for profit organizations in Calgary as the Members of the Association so determine by Special Resolution.