

**CRCPS Board Manual**

ChallengerPark Documents

**Article 1-5****CALGARY ROTARY CHALLENGER PARK SOCIETY****BY-LAW NO. 1****Article 1****INTERPRETATION**

**1.01 Act.** All terms contained in the By-laws, which are defined in the Act, shall have the meanings assigned by the Act.

**1.02 Defined Terms.** In this By-law and all other By-laws of the Society unless the context otherwise requires:

- (a) “Annual General Meeting” means the only general meeting of the Society.
- (b) “Act” means the The Societies Act (Alberta), R.S.A 2000 Chapter S-14 and the regulations made thereunder as amended from time to time and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provision;
- (c) “Board” means the Directors of the Society from time to time;
- (d) “By-laws” means the by-laws of the Society from time to time in force and effect, as amended;
- (e) “Secretary” means the Secretary of the Society appointed by the Board pursuant to the provisions of the By-laws;
- (f) “Society” means Calgary Rotary Challenger Park Society, a non-profit Society incorporated under The Societies Act (Alberta);
- (g) “Director” means a member of the Board of Directors of the Society.

**1.03 Gender.** Unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa.

**1.04 Headings.** The headings used in the By-laws are inserted for reference purposes only and are not

to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **Article 2**

### **REGISTERED OFFICE**

**2.01** The Society shall at all times have a registered office within Calgary, Alberta. Subject to the Act, the Board may at any time:

- (a) change the address of the registered office within Calgary, Alberta;
- (b) designate, or revoke or change a designation of, a records office within Calgary, Alberta; or
- (c) designate, or revoke or change a designation of, a post office box within Calgary, Alberta as the address for service by mail of the Society.

## **Article 3**

### **SEAL**

**3.01** The seal of the Society shall be such that the Board may from time to time adopt. The seal of the Society shall be under the control of the Board and the responsibility for its custody and use from time to time shall be as determined by the Board.

## **Article 4**

### **MEMBERSHIP**

#### **4.01 General.**

- (a) The membership of the Society shall be all persons who, upon the effective date of the By-laws, appear on the register of members maintained by the Society (provided that the Board may make such determinations regarding membership as they, in their sole discretion, may decide in order to identify and classify membership in the Society upon the effective date of the By-laws having due regard to the provisions hereof) and such other persons as are admitted, from time to time, as members of the Society.
- (b) Membership in the Society shall be on an annual basis (except for Honorary Members) conforming with the fiscal period of the Society or such part thereof as may be applicable as a result of the date of membership and shall be open to any person who supports the objects of the Society and pays such fees, dues or subscriptions in respect of such membership as the Board shall determine in accordance with the By-laws.

**4.02 Classes of Membership.** There shall be 3 classes of membership in the Society, namely honorary membership, ordinary membership and associate membership:

(a) “Honorary Member” may be a status conferred upon a person by the Board having regard to contributions made to the Society or to contributions otherwise made to the community which are supportive of or consistent with the objects of the Society. Honorary Members shall not be entitled to receive notice of or to vote at any meetings of members of the Society, nor shall Honorary Members be subject to any fees, dues or subscriptions in respect of such membership.

(b) “Ordinary Member” shall be an individual or organization entitled to receive notice of all meetings of the Society and entitled to one vote per member.

Employees of the Society or members of their immediate family may not be an Ordinary Member but shall be entitled to an associate membership.

(c) “Associate Member” shall be entitled to receive notice of all meetings of members of the Society and shall pay annual membership fees as may be determined in accordance with the provisions of the By-laws, but are not entitled to vote at any meetings. Associate membership shall be open to all employees of the Society and members of their immediate family.

All references to membership, member or members in the By-laws shall mean Ordinary Members and Associate Members, unless the context otherwise specifically requires.

**4.03 Application.** All applications for membership in the Society (other than in respect of honorary membership) shall be submitted to the Board and upon approval by the Board the applicant shall be entered upon the register of members and thereupon the applicant shall become a member. The register of members shall be determinative of membership in the Society and of the class of membership.

**4.04 Minimum Age.** No person shall be a member of the Society unless he has attained 18 years of age.

**4.05 Prohibition.** No employee of the Society or a member of an employee’s immediate family may be, directly or indirectly, an Ordinary Member of the Society.

**4.06 Fees.** The annual membership fee for all members (other than Honorary Members) shall be a sum fixed by resolution of the Board.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within sixty (60) days of the date of such notice thereof, the members in default shall thereupon automatically cease to be members of the Society and shall be removed from the register of members, unless otherwise determined by the Board, in its sole discretion. Any such member may, on payment of all unpaid fees, be reinstated as a member of the Society by resolution of the Board.

**4.07 Representative Member.** In any case where a member’s annual membership fees were paid on

his behalf by a business, charity or other association with which the member ceases to be associated in the applicable membership year, that business, charity or other association shall be entitled to designate a new applicant who, upon approval by the Board, shall assume the membership to the exclusion of the original member, who may then re-apply for membership.

**4.08 Withdrawal of Membership.** A member may withdraw from the Society by tendering a resignation to the Board. A resignation of a member becomes effective at the time a written resignation is received by the Society, or at the time specified in the resignation, whichever is the later and such member shall be removed from the register of members.

**4.09 Expulsion of Member.** The Board shall have the power, by a vote of three-fourths of those present at a meeting of the Board at which such issue is being addressed, to expel any member whose conduct shall have been determined by the Board to be improper, unbecoming, or likely to undermine the interests or reputation of the Society. No member shall be expelled without first having been notified of the charge or complaint and without having first been given an opportunity to be heard by the Board at a meeting called for such purpose, where notice of such meeting was sent to the member involved not less than 14 (fourteen) days before the date of the meeting. Upon a resolution expelling a member, such member shall stand expelled from the membership of the Society as from the date specified in such resolution and any such member shall be removed from the register of members.

**4.10 Register of Members.** The Society shall maintain a register of members in which shall be recorded particulars of membership and which shall be conclusive as to the matter of membership in the Society. All members who appear in the records of the Society as being members and who have been entered in a register of members immediately prior to the effective date of the By-laws shall be classified as Ordinary Members, unless otherwise prohibited by the provisions hereof.

## Article 5

### MEETINGS OF MEMBERS

**5.01 Annual General Meeting.** Subject to section 25 of the Act, the annual general meeting of members of the Society shall be held at the registered office of the Society or at a place elsewhere within Calgary, Alberta determined by the Board on such day in each year and at such time as the Board may determine, provided that such date occurs not later than June 30 in any year. The annual general meeting shall be called for the purpose of electing directors (excepting Designated Directors), appointing of the Society's auditors, as per Article 8.02, receiving the annual financial statement setting out the income, disbursements, assets and liabilities for the last fiscal period of the Society and the auditor's report thereon and transacting such other business as may properly come before the meeting.

**5.02 Special Meetings.** The Board may at any time call a special meeting of members of the Society to be held on such day and at such time and, at such place within Calgary, Alberta as the directors may determine.

**5.03 Notice.** A printed, written or typewritten notice, including faxes and email, stating the day, hour and place of meeting and the general nature of the business to be transacted, if special business is to be transacted thereat, shall be sent to each member entitled to notice of or to vote at the meeting, who on the record date for notice is entered on the register of members of the Society as a member in good standing; to each director of the Society; and to the auditor of the Society. Notices for general meetings shall be sent not less than twenty-one (21) days and for special meetings fourteen (14) days and not more than 50 (fifty) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting of the members of the Society; provided that a meeting of members of the Society may be held for any purpose on any day and at any time and, at any place without notice if all the members and all other persons entitled to attend such meeting are present in person or represented by proxy at the meeting (except where a member or other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the members and all other persons entitled to attend such meeting and not present in person nor represented by proxy thereat waive notice of the meeting.

A director of the Society is entitled to receive notice of and to attend and be heard at every meeting of members of the Society.

The auditor of the Society is entitled to receive notice of every meeting of members of the Society and to attend and be heard at every meeting on matters relating to his duties as auditor.

**5.04 Waiver of Notice.** Notice of any meeting of members of the Society or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any member, any director or the auditor of the Society in writing or by telegram, fax, email, cable or telex addressed to the Society or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a member or any other person entitled to attend at a meeting of members of the Society is a waiver of notice of the meeting, except when he attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**5.05 Omission of Notice.** The accidental omission to give notice of any meeting of members of the Society to or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at any such meeting.

**5.06 Record Dates.** The directors may fix in advance a date as the record date for the determination of members entitled to receive notice of a meeting of members and, in respect of Ordinary Members, the entitlement to vote, but such record date shall not precede by more than 50 (fifty) days or by less than twenty-one (21) days for general meetings and fourteen (14) days for special meetings, the date on which the meeting is to be held.

If no record date is fixed, the record date for the determination of members entitled to receive notice of a meeting of members and, in respect of Ordinary Members, the entitlement to vote, shall be:

- (a) at the close of business on the last business day preceding the day on which the notice is sent; or
- (b) if no notice is sent, the day on which the meeting is held.

**5.07 Chairman of the Meeting.** In the absence of the Chair of the Board, a Vice Chair of the Board or the immediate Past Chair of the Board who is a director, the members present and entitled to vote shall elect another director as chairman of the meeting and if no director is present or if all the directors present decline to take the chair then the members present and entitled to vote shall elect one of their number to be chairman.

**5.08 Votes.** Votes at meetings of members shall be given personally. Every question submitted to any meeting of members shall be decided on a show of hands except when a ballot is requested by the chairman of the meeting or is requested by a member entitled to vote at the meeting. The chairman of the meeting or a member entitled to vote may request a ballot either before or on the declaration of the result of any vote by a show of hands. In the case of an equality of votes, the chairman of the meeting shall, either on a show of hands or on a ballot, have a deciding vote.

At any meeting, unless a ballot is demanded by a member entitled to vote at the meeting, either before or after any vote by a show of hands, a declaration by the chairman of the meeting that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

If at any meeting a ballot is demanded on the election of a chairman or on the question of adjournment or termination, the ballot shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of directors, the ballot shall be taken in such manner and either at once or later at the meeting or after adjournment as the chairman of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

**5.09 Right to Vote.** Every Ordinary Member of the Society in good standing shall be entitled to one vote at any meeting of members or on any question to be decided by members. No Associate Member or Honorary Member shall be entitled to a vote at any meeting of members or on any question to be decided by members.

Where a body corporate, charity, business or association is a member of the Society, any individual authorized by a resolution of the directors or governing body of the body corporate, charity, business or association to represent it at meetings of members of the Society is the person entitled to vote at all such meetings of members in respect of the ordinary membership of such body corporate, charity, business or association.

**5.10 Proxies.** Every member, including a member that is a body corporate, entitled to vote at a meeting of members may by means of a proxy appoint a proxyholder and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the

proxy and with the authority conferred by the proxy.

An instrument appointing a proxyholder shall be in written or printed form and shall be executed by the member or by his attorney authorized in writing and is valid only at the meeting in respect of which it is given or any adjournment of that meeting.

An instrument appointing a proxyholder may be in the following form or in any other form acceptable to the chairman of the meeting:

The undersigned member of Calgary Rotary Challenger Park Society hereby appoints \_\_\_\_\_ whom failing, then \_\_\_\_\_ of \_\_\_\_\_ as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the meeting of the members of the said Society to be held on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_ and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were personally present at the said meeting or any adjournment thereof.

Dated the \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_

Signature of Member

The directors may specify in a notice calling a meeting of members a time not exceeding 48 (forty-eight) hours, excluding Saturdays, Sundays and holidays, preceding the meeting or an adjournment of the meeting before which time proxies to be used at the meeting must be deposited with the Society or its agent.

The chairman of the meeting of members may in his discretion accept telegraphic, telex, email, fax, cable or written communication as to the authority of anyone claiming to vote on behalf of and to represent a member notwithstanding that no instrument of proxy conferring such authority has been deposited with the Society, and any votes given in accordance with such telegraphic, telex, email, fax, cable or written communication accepted by the chairman of the meeting shall be valid and shall be counted.

**5.11 Telephone Participation.** A member or any other person entitled to attend a meeting of members of the Society may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other and a person participating in such a meeting by those means is deemed for the purposes of the Act to be present at the meeting.

**5.12 Adjournment.** The chairman of the meeting may with the consent of the meeting adjourn any meeting of members of the Society, from time to time, to a fixed time and place and if the meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days it is not necessary to give notice of the adjourned meeting other than by announcement at the time of an adjournment. If a meeting of members is



adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**5.13 Quorum.** A quorum for the transaction of business at any meeting of members shall consist of at least one third (1/3) of the Ordinary Members in good standing or ten (10) Ordinary Members (including those represented by proxyholders) whichever is the lesser. If a quorum is present at the opening of a meeting of members, the members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

If a quorum for a meeting of members of the Society is not present within thirty minutes of the time fixed for the meeting it shall stand adjourned to the same day in the next week at the same time and place and if after such adjournment a quorum is not present those members then present and entitled to vote shall constitute a quorum.

**5.14 Resolution in Lieu of Meeting.** A resolution in writing signed by all the members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the members of the Society and shall be held to relate back to and effective as of the date stated therein.

## CALGARY ROTARY CHALLENGER PARK SOCIETY

### BY-LAW NO. 1

#### Article 1

#### INTERPRETATION

**1.01 Act.** All terms contained in the By-laws, which are defined in the Act, shall have the meanings assigned by the Act.

**1.02 Defined Terms.** In this By-law and all other By-laws of the Society unless the context otherwise requires:

- (a) “Annual General Meeting” means the only general meeting of the Society.
- (b) “Act” means the The Societies Act (Alberta), R.S.A 2000 Chapter S-14 and the regulations made



thereunder as amended from time to time and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provision;

- (c) “Board” means the Directors of the Society from time to time;
- (d) “By-laws” means the by-laws of the Society from time to time in force and effect, as amended;
- (e) “Secretary” means the Secretary of the Society appointed by the Board pursuant to the provisions of the By-laws;
- (f) “Society” means Calgary Rotary Challenger Park Society, a non-profit Society incorporated under The Societies Act (Alberta);
- (g) “Director” means a member of the Board of Directors of the Society.

**1.03 Gender.** Unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa.

**1.04 Headings.** The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **Article 2**

### **REGISTERED OFFICE**

**2.01** The Society shall at all times have a registered office within Calgary, Alberta. Subject to the Act, the Board may at any time:

- (a) change the address of the registered office within Calgary, Alberta;
- (b) designate, or revoke or change a designation of, a records office within Calgary, Alberta; or
- (c) designate, or revoke or change a designation of, a post office box within Calgary, Alberta as the address for service by mail of the Society.

## **Article 3**

### **SEAL**

**3.01** The seal of the Society shall be such that the Board may from time to time adopt. The seal of the Society shall be under the control of the Board and the responsibility for its custody and use from time to time shall be as determined by the Board.

## **Article 4**

### **MEMBERSHIP**

#### **4.01 General.**

(a) The membership of the Society shall be all persons who, upon the effective date of the By-laws, appear on the register of members maintained by the Society (provided that the Board may make such determinations regarding membership as they, in their sole discretion, may decide in order to identify and classify membership in the Society upon the effective date of the By-laws having due regard to the provisions hereof) and such other persons as are admitted, from time to time, as members of the Society.

(b) Membership in the Society shall be on an annual basis (except for Honorary Members) conforming with the fiscal period of the Society or such part thereof as may be applicable as a result of the date of membership and shall be open to any person who supports the objects of the Society and pays such fees, dues or subscriptions in respect of such membership as the Board shall determine in accordance with the By-laws.

**4.02 Classes of Membership.** There shall be 3 classes of membership in the Society, namely honorary membership, ordinary membership and associate membership:

(a) “Honorary Member” may be a status conferred upon a person by the Board having regard to contributions made to the Society or to contributions otherwise made to the community which are supportive of or consistent with the objects of the Society. Honorary Members shall not be entitled to receive notice of or to vote at any meetings of members of the Society, nor shall Honorary Members be subject to any fees, dues or subscriptions in respect of such membership.

(b) “Ordinary Member” shall be an individual or organization entitled to receive notice of all meetings of the Society and entitled to one vote per member.

Employees of the Society or members of their immediate family may not be an Ordinary Member but shall be entitled to an associate membership.

(c) “Associate Member” shall be entitled to receive notice of all meetings of members of the Society and shall pay annual membership fees as may be determined in accordance with the provisions of the By-laws, but are not entitled to vote at any meetings. Associate membership shall be open to all employees of the Society and members of their immediate family.

All references to membership, member or members in the By-laws shall mean Ordinary Members and Associate Members, unless the context otherwise specifically requires.

**4.03 Application.** All applications for membership in the Society (other than in respect of honorary membership) shall be submitted to the Board and upon approval by the Board the applicant shall be entered

upon the register of members and thereupon the applicant shall become a member. The register of members shall be determinative of membership in the Society and of the class of membership.

**4.04 Minimum Age.** No person shall be a member of the Society unless he has attained 18 years of age.

**4.05 Prohibition.** No employee of the Society or a member of an employee's immediate family may be, directly or indirectly, an Ordinary Member of the Society.

**4.06 Fees.** The annual membership fee for all members (other than Honorary Members) shall be a sum fixed by resolution of the Board.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within sixty (60) days of the date of such notice thereof, the members in default shall thereupon automatically cease to be members of the Society and shall be removed from the register of members, unless otherwise determined by the Board, in its sole discretion. Any such member may, on payment of all unpaid fees, be reinstated as a member of the Society by resolution of the Board.

**4.07 Representative Member.** In any case where a member's annual membership fees were paid on his behalf by a business, charity or other association with which the member ceases to be associated in the applicable membership year, that business, charity or other association shall be entitled to designate a new applicant who, upon approval by the Board, shall assume the membership to the exclusion of the original member, who may then re-apply for membership.

**4.08 Withdrawal of Membership.** A member may withdraw from the Society by tendering a resignation to the Board. A resignation of a member becomes effective at the time a written resignation is received by the Society, or at the time specified in the resignation, whichever is the later and such member shall be removed from the register of members.

**4.09 Expulsion of Member.** The Board shall have the power, by a vote of three-fourths of those present at a meeting of the Board at which such issue is being addressed, to expel any member whose conduct shall have been determined by the Board to be improper, unbecoming, or likely to undermine the interests or reputation of the Society. No member shall be expelled without first having been notified of the charge or complaint and without having first been given an opportunity to be heard by the Board at a meeting called for such purpose, where notice of such meeting was sent to the member involved not less than 14 (fourteen) days before the date of the meeting. Upon a resolution expelling a member, such member shall stand expelled from the membership of the Society as from the date specified in such resolution and any such member shall be removed from the register of members.

**4.10 Register of Members.** The Society shall maintain a register of members in which shall be recorded particulars of membership and which shall be conclusive as to the matter of membership in the

Society. All members who appear in the records of the Society as being members and who have been entered in a register of members immediately prior to the effective date of the By-laws shall be classified as Ordinary Members, unless otherwise prohibited by the provisions hereof.

## **Article 5**

### **MEETINGS OF MEMBERS**

**5.01 Annual General Meeting.** Subject to section 25 of the Act, the annual general meeting of members of the Society shall be held at the registered office of the Society or at a place elsewhere within Calgary, Alberta determined by the Board on such day in each year and at such time as the Board may determine, provided that such date occurs not later than June 30 in any year. The annual general meeting shall be called for the purpose of electing directors (excepting Designated Directors), appointing of the Society's auditors, as per Article 8.02, receiving the annual financial statement setting out the income, disbursements, assets and liabilities for the last fiscal period of the Society and the auditor's report thereon and transacting such other business as may properly come before the meeting.

**5.02 Special Meetings.** The Board may at any time call a special meeting of members of the Society to be held on such day and at such time and, at such place within Calgary, Alberta as the directors may determine.

**5.03 Notice.** A printed, written or typewritten notice, including faxes and email, stating the day, hour and place of meeting and the general nature of the business to be transacted, if special business is to be transacted thereat, shall be sent to each member entitled to notice of or to vote at the meeting, who on the record date for notice is entered on the register of members of the Society as a member in good standing; to each director of the Society; and to the auditor of the Society. Notices for general meetings shall be sent not less than twenty-one (21) days and for special meetings fourteen (14) days and not more than 50 (fifty) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting of the members of the Society; provided that a meeting of members of the Society may be held for any purpose on any day and at any time and, at any place without notice if all the members and all other persons entitled to attend such meeting are present in person or represented by proxy at the meeting (except where a member or other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the members and all other persons entitled to attend such meeting and not present in person nor represented by proxy thereat waive notice of the meeting.

A director of the Society is entitled to receive notice of and to attend and be heard at every meeting of members of the Society.

The auditor of the Society is entitled to receive notice of every meeting of members of the Society and to attend and be heard at every meeting on matters relating to his duties as auditor.

**5.04 Waiver of Notice.** Notice of any meeting of members of the Society or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any member, any

director or the auditor of the Society in writing or by telegram, fax, email, cable or telex addressed to the Society or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a member or any other person entitled to attend at a meeting of members of the Society is a waiver of notice of the meeting, except when he attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**5.05 Omission of Notice.** The accidental omission to give notice of any meeting of members of the Society to or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at any such meeting.

**5.06 Record Dates.** The directors may fix in advance a date as the record date for the determination of members entitled to receive notice of a meeting of members and, in respect of Ordinary Members, the entitlement to vote, but such record date shall not precede by more than 50 (fifty) days or by less than twenty-one (21) days for general meetings and fourteen (14) days for special meetings, the date on which the meeting is to be held.

If no record date is fixed, the record date for the determination of members entitled to receive notice of a meeting of members and, in respect of Ordinary Members, the entitlement to vote, shall be:

- (a) at the close of business on the last business day preceding the day on which the notice is sent; or
- (b) if no notice is sent, the day on which the meeting is held.

**5.07 Chairman of the Meeting.** In the absence of the Chair of the Board, a Vice Chair of the Board or the immediate Past Chair of the Board who is a director, the members present and entitled to vote shall elect another director as chairman of the meeting and if no director is present or if all the directors present decline to take the chair then the members present and entitled to vote shall elect one of their number to be chairman.

**5.08 Votes.** Votes at meetings of members shall be given personally. Every question submitted to any meeting of members shall be decided on a show of hands except when a ballot is requested by the chairman of the meeting or is requested by a member entitled to vote at the meeting. The chairman of the meeting or a member entitled to vote may request a ballot either before or on the declaration of the result of any vote by a show of hands. In the case of an equality of votes, the chairman of the meeting shall, either on a show of hands or on a ballot, have a deciding vote.

At any meeting, unless a ballot is demanded by a member entitled to vote at the meeting, either before or after any vote by a show of hands, a declaration by the chairman of the meeting that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

If at any meeting a ballot is demanded on the election of a chairman or on the question of adjournment or termination, the ballot shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of directors, the ballot shall be taken in such manner and either at once or later at the meeting or after adjournment as the chairman of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

**5.09 Right to Vote.** Every Ordinary Member of the Society in good standing shall be entitled to one vote at any meeting of members or on any question to be decided by members. No Associate Member or Honorary Member shall be entitled to a vote at any meeting of members or on any question to be decided by members.

Where a body corporate, charity, business or association is a member of the Society, any individual authorized by a resolution of the directors or governing body of the body corporate, charity, business or association to represent it at meetings of members of the Society is the person entitled to vote at all such meetings of members in respect of the ordinary membership of such body corporate, charity, business or association.

**5.10 Proxies.** Every member, including a member that is a body corporate, entitled to vote at a meeting of members may by means of a proxy appoint a proxyholder and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy.

An instrument appointing a proxyholder shall be in written or printed form and shall be executed by the member or by his attorney authorized in writing and is valid only at the meeting in respect of which it is given or any adjournment of that meeting.

An instrument appointing a proxyholder may be in the following form or in any other form acceptable to the chairman of the meeting:

The undersigned member of Calgary Rotary Challenger Park Society hereby appoints \_\_\_\_\_ whom failing, then \_\_\_\_\_ of \_\_\_\_\_ as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the meeting of the members of the said Society to be held on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_ and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were personally present at the said meeting or any adjournment thereof.

Dated the \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_

Signature of Member

The directors may specify in a notice calling a meeting of members a time not exceeding 48 (forty-eight) hours, excluding Saturdays, Sundays and holidays, preceding the meeting or an adjournment of the meeting before which time proxies to be used at the meeting must be deposited with the Society or its agent.

The chairman of the meeting of members may in his discretion accept telegraphic, telex, email, fax, cable or written communication as to the authority of anyone claiming to vote on behalf of and to represent a member notwithstanding that no instrument of proxy conferring such authority has been deposited with the Society, and any votes given in accordance with such telegraphic, telex, email, fax, cable or written communication accepted by the chairman of the meeting shall be valid and shall be counted.

**5.11 Telephone Participation.** A member or any other person entitled to attend a meeting of members of the Society may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other and a person participating in such a meeting by those means is deemed for the purposes of the Act to be present at the meeting.

**5.12 Adjournment.** The chairman of the meeting may with the consent of the meeting adjourn any meeting of members of the Society, from time to time, to a fixed time and place and if the meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days it is not necessary to give notice of the adjourned meeting other than by announcement at the time of an adjournment. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**5.13 Quorum.** A quorum for the transaction of business at any meeting of members shall consist of at least one third (1/3) of the Ordinary Members in good standing or ten (10) Ordinary Members (including those represented by proxyholders) whichever is the lesser. If a quorum is present at the opening of a meeting of members, the members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

If a quorum for a meeting of members of the Society is not present within thirty minutes of the time fixed for the meeting it shall stand adjourned to the same day in the next week at the same time and place and if after such adjournment a quorum is not present those members then present and entitled to vote shall constitute a quorum.

**5.14 Resolution in Lieu of Meeting.** A resolution in writing signed by all the members entitled to



vote on that resolution is as valid as if it had been passed at a meeting of the members of the Society and shall be held to relate back to and effective as of the date stated therein.

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**CRCPS Board Manual**

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