SPECIAL RESOLUTION

10000207130222329

I hereby certify that the following special resolution was passed at a meeting of the members of

PRINCE CHARLES COMMUNITY LEAGUE

(Name of society)

on 06/25/2019

(month/day/year)

RECEIVED
JUL 02 2019
Corporate Registry

The by-laws were changed as follows:

- the existing by-laws are repealed, they are replaced by the attached by-laws.

Date: 06/25/2019

Signature: [signature]

Printed Name: CHARLIE SENIOR

Title: PRESIDENT

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Registrar of Corporations
Province of Alberta

502324

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Corporate Registry

BYLAWS OF THE PRINCE CHARLES COMMUNITY LEAGUE, EDMONTON
Alberta, Canada

Approved: _____

Name: Carrie Senior

Position: President

Date: 06/25/2019

FILED 101
JUL 02 2019
Registrar of Corporations
Province of Alberta

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1 ARTICLE 1: NAME

The name of this organization shall be Prince Charles Community League, Edmonton. The League is incorporated under the *Societies Act*.

2 ARTICLE 2: AREA AND BOUNDARIES

The League shall encompass that portion of the City of Edmonton with boundaries described as follows: bounded on the west by 127 Street NW, on the South by 118 Avenue NW, on the East by the CNR right of way situated due west of 121 Street NW, and on the North by 126 Avenue and that portion of the CNR track. All descriptions are assumed to follow the centre line of the indicated roadways, with the median and directional lanes being considered as one roadway.

3 ARTICLE 3: DEFINING AND INTERPRETING THE BYLAWS

3.1 Definitions

The following definitions and interpretations shall apply to all parts of these Bylaws:

3.1.1 An "Active member" is any person who has fulfilled the requirements for membership in the League and who has paid the current annual dues and/or fees, or a person who resides with an Active member. In addition to these conditions, an Active member is a person whose name is entered in the Register of Members and who has neither voluntarily withdrawn from membership nor been expelled or suspended from membership after appropriate proceedings consistent with provisions of the Bylaws of the League.

3.1.2 "Bylaws" means these Bylaws of Prince Charles Community League, Edmonton.

3.1.3 "Director" and "Officer" may be used interchangeably, however the term "Director" is preferred.

3.1.4 The Board of Directors of the League shall consist of Directors who are elected as specified in these Bylaws.

3.1.5 The "Executive Committee" consists of the President, Vice President, Secretary, and Treasurer.

3.1.6 The "League" means Prince Charles Community League, Edmonton.

3.1.7 "Motion" and "Resolution" may be used interchangeably in these Bylaws.

3.1.8 "Past President" means an individual distinct from the current President who most recently held the position prior to the current President taking office (the immediate Past President) or, if not available, the person who was President prior to the immediate Past President.

3.1.9 "The *Personal Information Protection Act*" means the *Personal Information Protection Act*, being Chapter P-6.5 of the Statutes of Alberta 2003 and amendments thereto.

3.1.10 "Records" means information received and maintained by the Board of Directors for conducting the business of the League, legal obligations, or both, regardless of medium or form.

3.1.11 "Registered Office" means the office of the Society, registered pursuant to the *Societies Act*, at which correspondence can be received.

3.1.12 "Register of Members" means the register maintained by the Membership Director on behalf of the League containing the name, address and class of membership of each Member of the League and including the dates of admission to and cessation of membership.

3.1.13 "Residing", "resident", and/or "residence" relate to a person who lives within the boundaries of the League area.

3.1.14 "The *Societies Act*" means the *Societies Act*, being Chapter S-14 of the Revised Statutes of Alberta 2000 and amendments thereto.

4 ARTICLE 4: MEMBERSHIP

4.1 Eligibility

Any person residing in or owning real property within the League's boundaries, as defined by these Bylaws, may become an Active member of the Prince Charles Community League.

4.2 Household Memberships

4.2.1 All persons resident in one household, who dwell at one mailing address, including all adults and all of their children or charges residing in the household, are eligible to be members, if their names have been recorded on the membership card or form. Only a single membership is required for each household for these persons to hold membership and there may be more than one Active member in a household. Notification of meetings shall be sent to members of the household via the e-mail addresses or postal address on the membership card.

4.2.2 Those residing in a secondary suite or rental accommodation may be regarded as a separate household, even if they have the same mailing address as the property owner.

4.3 Membership Categories

There are four categories of membership:

4.3.1 Active: An Active member is a member in good standing, who is eighteen (18) years of age or over. The category does not include Associate, Life or Honorary Members. An Active member qualifies for election or appointment to any Executive position and may vote at any General, Annual General or Special General Meeting. However, only 2 active members from the same household can hold office

4.3.2 Associate: An Associate member is a non-voting member, who is from any business, institution or other organization located within the defined boundaries of the League, or a person who does not live within or no longer lives within the League's boundaries but wants to become or remain connected to the community, and has paid the fee established for this class of membership.

4.3.3 Life: A Life member is a current or former member of the League who, by virtue of their contribution to the vitality of the League, is so recognized by the Executive and are excused from paying member ship fees. Life members cannot hold any Executive position or vote at any General, Annual General or Special General

Meeting, unless they also qualify as an Active member.

4.3.4 Honorary: The League may bestow honorary membership upon a person who is not a resident of Prince Charles and who does not qualify under another membership category. Honorary members will have no voting rights and are excused from paying membership dues.

4.4 Membership Period

Membership shall be for a period of one year consistent with the community league membership year as determined by the Edmonton Federation of Community Leagues.

4.5 Membership Applications

4.5.1 Application for membership shall be made in such form or in such manner as may be approved by the Executive of the League.

4.5.2 Upon application and payment of any required fees, each member shall be entered in the appropriate category in the Register of Members.

4.5.3 Any person holding a valid membership in a community league that belongs to the Edmonton Federation of Community Leagues, upon relocating their residence within the boundaries of the League, shall be granted Active membership rights for the duration of the membership year.

4.5.4 The League shall accept any person holding a valid membership in a community league that belongs to the Edmonton Federation of Community Leagues in the League's programs provided the League's members have had prior opportunity to register. Such acceptance shall include the same program fees as for the League's members.

4.5.5 All members shall abide by the Bylaws and rules of the League.

4.6 Rights and Obligations of Members

4.6.1 Every member shall be entitled, subject to these Bylaws and any regulations, to all the rights and privileges and be subject to the obligations of a member of the League.

4.6.2 Any Active member shall be entitled to:

a) receive notice of General, Annual General and Special General meetings of the League;
b) attend any meeting of the League;
c) speak at any meeting of the League;
d) exercise voting rights, as defined in Article 9.1; and
e) exercise other rights and privileges given to members in these Bylaws.

4.6.3 Members are expected to abide by the Bylaws and other rules of the League. Members failing to do so or who act in a manner that is deemed harmful or injurious to the League or its purposes shall be liable to suspension or expulsion by a resolution of the Executive, in accordance with Article 4.8.

4.7 Termination of Membership

4.7.1 Any Member may resign from the League by providing notice in writing or by email to the Secretary or President of the League. Once the notice is received, the Member's name is removed from the Register of Members. The Member is

considered to have ceased being a Member on the date his or her name is removed from the Register of Members. The annual membership fee shall not be refunded.

4.7.2 The membership of a Member is ended upon his or her death.

4.7.3 If a Member has not paid the annual membership fees the Member is considered to have submitted his or her resignation. In this case, the name of the Member is removed from the Register of Active Members.

4.8 Suspension or Expulsion of a Member or Director by the Executive Committee

4.8.1 The Executive Committee will be given the power to suspend or expel any Member from membership or any Director from the Board of Directors for any conduct deemed injurious to the league or its purposes. The decision of the Executive Committee is final.

4.8.2 Harmful or injurious behaviour by a Member or Director includes but is not limited to:

a) failure to abide by the Bylaws;
b) intentional damage to League property, assets orreputation;
c) being disruptive at League meetings orfunctions;
d) speaking on behalf of the League without authorization from the Board of Directors;
e) being verbally or physically abusive to a League Member, a Member of the Board of Directors or community resident regarding a matter being considered by the League; and
f) other actions harmful to the League, League Members or individuals.

4.8.3 Taking a different view or position on a matter decided by the League by a vote of the Board of Directors or League members is not on its own, grounds for disqualification of the dissenting Board of Directors member as long as the person makes it clear he or she is expressing a personal opinion as a resident and not as a member of the Board of Directors, and the behaviours prohibited in Article 4.8.2 are not in evidence.

4.8.4 All complaints to be heard by the Executive Committee shall be provided to the President or a member of the Executive Committee in writing and marked "Confidential and Without Prejudice." Such complaints shall specify the Bylaw violation or injurious behaviour and cite attempts at correcting the behaviour prior to the complaint being filed.

4.8.5 Pending a full and proper hearing, the Member or Director shall be immediately placed on interim suspension.

4.8.6 A hearing must be held within 30 days of the Member or Director being placed on interim suspension.

4.8.7 The Member or Director will be given written notice of the hearing. Such notice shall:

a) be given by registered mail to the last known address of the Member or Director shown in the records of the League or hand-delivered by a Director;
b) state the reasons why suspension or expulsion is being considered;
c) state the penalty being sought;
d) be given no less than 14 days before the hearing.

4.8.8 The Executive Committee shall conduct the hearing. Quorum for such a hearing shall be two-thirds (2/3) of the Executive Committee. The Executive Committee shall decide the procedure for the hearing, and may limit the time given to the Member or Director to

address the Executive Committee.

4.8.9 The Member or Director shall have an opportunity to present their case to the Executive Committee. The Executive Committee may allow one other person to accompany the Member or Director.

4.8.10 The Executive Committee shall debate the resolution for the Member's or Director's suspension or expulsion *in camera* and render a written decision within 72 hours. The decision may be to suspend the member for a stated period of time or to expel the member. At the conclusion of the hearing the majority vote of the Executive Committee shallprevail.

4.8.11 If the Member or Director fails to attend the hearing without reason, the suspension or expulsion shall be effective immediately.

4.8.12 A Member expelled shall forfeit all rights in and claim upon the League and its property and the former Member's name and other information shall be removed from the Register of Active Members. The annual membership fee shall not be refunded.

4.8.13 The period of expulsion may be for up to five years, as determined by the Executive Committee.

4.8.14 The Executive Committee may remove any Director from the Board of Directors, without notice or a hearing, if he or she is absent from any three (3) consecutive meetings without reason.

4.8.15 The position of a Director shall be vacated automatically if he orshe:

a) resigns in accordance with the procedures set out in Article 10.4;
b) ceases to be an Active member;
c) is declared mentally incompetent by a court of competent jurisdiction or found guilty and imprisoned following a serious crime.

5 ARTICLE 5: FEES

5.1 Fee Amounts

The Board of Directors shall determine the annual membership fee.

5.2 Payment of Fees

All fees and annual dues shall be due and payable when the application for membership is made or before participating in a program, on such terms as are directed by the Board of Directors.

6 ARTICLE 6: FISCAL YEAR

6.1 Definition

The Fiscal Year of the League shall be set by the Board of Directors.

7 ARTICLE 7: MEETINGS

7.1 Meeting Types

All meetings shall be termed as one of General, Annual General, Special General, Executive Committee or Board of Directors.

7.2 Notice of General, Annual General and Special General Meetings

7.2.1 Written notice of General, Annual General and Special General meetings shall be sent electronically or by mail or otherwise delivered to the household of each Registered Member.

7.3 General Meetings

7.3.1 A General Meeting may be called at any time by the President and shall be called upon receipt, by the Board of Directors, of a written request signed by 10% of the membership. Members shall be notified at least seven (7) days before the meeting is to be held, with the exception of the Annual General Meeting (Article 7.4.2).

7.3.2 Notice shall be as set out in Article 7.2.

7.3.3 Ordinary resolutions may be voted on at a General Meeting, with voting procedures as set out in Article 9.

7.3.4 A General Meeting may take the form of a public forum at which all in attendance may participate, but at which no binding vote shall be taken, except on proof of membership.

7.4 Annual General Meeting

7.4.1 The League shall hold an Annual General Meeting within 90 days of the fiscal year end, in addition to any other General Meetings in that year, and shall specify the meeting as such in the notice calling it.

7.4.2 Notice of the Annual General Meeting shall be given 21 days prior to the date of the meeting and shall be in the manner set out in Article 7.2.

7.4.3 Ordinary resolutions may be voted on at an Annual General Meeting, with voting procedures as set out in Article 9. Article 7.5.2 addresses Special Resolutions brought to an Annual General Meeting.

7.4.4 The Annual General Meeting deals with the following matters:

a) adoption of the agenda;
b) adoption of the minutes of the last Annual General Meeting;
c) consideration of the President's report (Articles 12.2d and 15.4);
d) review of the financial statements setting out the League's balance sheet, a profit and loss account and the auditor's report (Article 15.3);
e) appointment of the auditors;
f) election of Directors for the following year;
g) report by the Membership Director;
h) consideration of matters specified in the meeting notice; and
i) any other business identified when adopting the agenda.

7.4.5 Elections shall be conducted as set out in Article 10.

7.5 Special General Meetings

7.5.1 A Special General Meeting may be called at any time:

a) by a resolution of the Board of Directors to that effect; or
b) on the written request of at least two-thirds (66%) of members of the Board of Directors. The request shall state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting; or
c) on the request of at least twenty percent (20%) of the Active members. The request shall state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting.

7.5.2 A Special General Meeting shall be held to pass a Special Resolution, except where a Special Resolution is brought to an Annual General Meeting, in which case all the provisions governing a Special General Meeting, as set out in this Article, shall be met.

7.5.3 Notice of a Special General Meeting to pass a Special Resolution shall be given 21 days prior to the date of the meeting, and notice shall be given as set out in Article 7.2.

7.5.4 The provisions governing a Special General Meeting shall be the same as for a General Meeting, except that 21 days' notice of the Special General Meeting and its objective shall be given and a vote of not less than three-quarters (75%) of the Active members present is required to pass the Special Resolution.

7.5.5 Ordinary resolutions may be passed at a Special General Meeting and governed by the requirements for a General Meeting.

7.6 Appointment of Chairperson

The President of the League shall preside as chairperson at every meeting and in his or her absence the Vice President; if neither of these is present or if, at any meeting, the chairperson is not present, within fifteen minutes after the time appointed for the meeting, the Active members present shall choose one of the Board of Directors present to be chairperson, or if no member of the Board of Directors is present and willing to take the chair, the Active members present shall choose one of their number to be chairperson.

7.7 Adjourned Meetings

7.7.1 The chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice has been given.

7.7.2 No notice of a meeting is necessary if it is adjourned for less than 30 days and the members present so agree. Notice is required, as for the original meeting, if it is adjourned for more than 30 days.

7.8 Board of Directors Meetings

7.8.1 The Board of Directors shall hold a minimum of six meetings per year.

7.8.2 All meetings of the Board of Directors shall be called by the President. The President shall also call an Board of Directors Meeting if any three (3) members of the Board of Directors make a request in writing and state the business for the Board of Directors Meeting.

7.8.3 All Board of Directors Members shall receive notice of all Board of Directors Meetings

at least 7 days in advance of the meeting by mail, email, or telephone.

7.8.4 Any member of the League may request that a matter be considered by the Board of Directors. The member shall communicate such a request in writing (including email) to the President or Secretary, and the matter shall be placed on the agenda of the next Board of Directors Meeting.

7.8.5 Any member of the League may attend Board of Directors Meetings but non-Board members shall not vote at such meetings. A majority of the Board of Directors members present may ask any other member or other persons present to leave.

7.8.6 Under emergency circumstances, any member of the Board of Directors may request an additional meeting and the President shall summon a meeting of the Board of Directors, giving 24 hours' notice, orally or in writing. Such a meeting may be held by conference call or online.

7.9 Membership Purchase at Meetings

Memberships shall be available for sale prior to the start of any meeting.

7.10 Attendance by Public

Interested members of the public, other than League members, may be invited to attend Board of Directors, General, Annual General or Special General Meetings but shall not take part in voting and, unless recognized by the Chair, shall not take part in debates or address the chair.

8 ARTICLE 8: QUORUM

8.1 Executive Meeting

8.1.1 At any Board of Directors Meeting of the League, four (4) Board members shall constitute a quorum or a majority of the Board of Directors if some Board positions are vacant.

8.1.2 If a quorum cannot be reached, the meeting shall be rescheduled at the Board of Directors earliest convenience. No business shall be transacted without a quorum.

8.2 General, Annual General and Special General Meeting

8.2.1 At any General, Annual General or Special General Meeting of the League, ten (10) Active members shall constitute a quorum.

8.2.2 If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened at the request of members, shall be dissolved; in any other case, it shall stand adjourned until a date and time specified by the chairperson and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

8.2.3 Notice shall be given of a meeting to replace one adjourned for lack of quorum, but it shall not be required to give the full period of notice of the original meeting, unless the meeting is adjourned for 30 days or more.

9 ARTICLE 9: VOTING

9.1 Right to Vote

Each Active member of the League shall have the right to vote at all meetings excluding Executive Board of Director Meetings, when in attendance at the time the vote is taken.

9.2 Vote Distribution

Every Active member shall have one vote.

9.3 Voting Mechanism

9.3.1 Voting on any resolution or motion shall be done by a show of hands at all meetings, except that voting may be done by secret ballot when deemed necessary by the majority of those present.

9.3.2 Votes at all meetings must be in person and not by proxy or otherwise, except as provided in the Bylaws.

9.4 Majority

9.4.1 At any meeting, motions shall be decided by simple majority

9.4.2 In the case of a Special Resolution, a majority of at least three-quarters (75%) ofthe Active members present is required.

9.5 Voting at Board of Directors Meetings

Only the elected Board of Directors members shall have voting powers at the Board of Directors Meetings.

9.6 Voting on Routine Business by Mail or Email

9.6.1 The Board of Directors may adopt a standing rule authorizing the chairperson to draft resolutions pertaining to routine business directly related to the stated purpose of the Board of Directors and to conduct votes on such resolutions by mail or email.

9.6.2 A decision may, by the approval of 2/3 of the members voting in a meeting, allow the chairperson between that meeting and the next to draft resolutions pertaining to specified subjects, to propose such draft resolutions to the Board of Directors by mail or email, to entertain friendly amendments to such draft resolutions, to make such changes as shall seem most likely to gain general assent of the Board of Directors, and to put such resolutions as seem to have gained majority assent of the Board of Directors to the members of the Board of Directors for a vote by mail or email, and to conduct votes on such resolutions by mail or email.

9.6.3 The period allowed for voting by mail or email shall be five days, unless the Board of Directors specifies a different voting period in the resolution authorizing the vote or in the standing rules authorizing such voting.

9.7 Email Voting on Urgent Business

9.7.1 In addition to the procedures set out elsewhere in the Bylaws, the Board of Directors may conduct votes by email when an important issue must be discussed and decided upon prior to the next scheduled meeting of the Board of Directors.

9.7.2 Email motions under the authority of Article 9.7.1 shall only be used for matters of great

importance to the League which must be decided before the next Board of Directors Meeting. All other issues should be addressed at the next Board of Directors Meeting.

9.7.3 Email motions shall not be used to revise the bylaws, change annual membership fees or categories of membership, or to establish or revise the annual budget. Email motions shall not be used to authorize expenditures of more than $500 unless such expenditures have already been included in the annual budget.

9.7.4 The Secretary will place a phone call to each member of the Board of Directors notifying them of the email motion.

9.7.5 Any Board of Directors member may request that they be sent hard copies of email motions, either for the Board of Directors member's entire term of office or for a specific period of time. If a Board of Directors member has made such a request, the Secretary will mail a copy of the motion to the Board of Directors member immediately upon receipt of a motion via email. Any Board of Directors member may vote on an email motion via mail to the Secretary. However, all discussion of the motion will be via email.

9.7.6 An email motion must be seconded by a Board of Directors member before any discussion will take place. If no second is made, the motion will be considered to be deferred until the next Board of Directors Meeting.

9.7.7 Discussion via email should relate directly to the motion. Only text which is being specifically addressed should be included in the reply. Other text should be deleted from replies.

9.7.8 The originator of the email motion may defer the motion to the next Board of Directors Meeting at any time if the discussion indicates that the Board of Directors needs more information than can be provided by email, that the issue is highly controversial, or that the issue would benefit from face-to-face discussion.

9.7.9 The originator of the email motion may call for a vote on the motion after there have been no comments or additional comments for a period of four days, but not less than seven days from the date and time of the original motion.

9.7.10 Board of Directors members must vote within four days of the call for vote by the originator of the motion. The quorum for action by the Board of Directors via email will be the entire Board of Directors, and the votes needed for passage will be a simple majority of this quorum. Any Board of Directors member who does not respond or who is not available to email for a period of time will be considered a vote against.

9.7.11 Passage, denial, deferment, or lack of action on an email motion will not in any way affect the power of the Board of Directors to address the same issue at future meetings.

9.7.12 The status of all email motions (passage, denial, deferment, or lack of action) will be recorded in the "Decisions in the Interim" section of the minutes at the next Board of Directors Meeting.

9.8 Tie in Voting

The President (or the chairperson) shall be entitled to a vote at all meetings. The President (or the chairperson) shall not have a second or casting vote in the case of a tie. If there is a tie, the motion shall be defeated.

9.9 Declaration of Results of Voting

At any meeting, unless a poll is demanded by the chairperson or by three (3) or more members present, declaration by the chairperson that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the League shall be conclusive evidence of the fact, without proof of the number or portion of the votes received in favour of or against such resolution.

9.10 Polling

If a poll be demanded, it shall be taken forthwith in such manner as the chairperson may direct, and the result of the poll shall be deemed to be the resolution of the matter. The demand for a poll may be withdrawn.

ARTICLE 10: DUTIES OF BOARD OF DIRECTORS MEMBERS

10.1 Record Keeping

10.1.1 Members of the Board of Directors are responsible for maintaining records and documentation pertaining to their activities while in the position.

10.1.2 All records that a Board of Directors member makes during his or her term of office shall be the property of the Prince Charles Community League.

10.1.3 At the termination of his or her term of office, each Board of Directors member shall surrender the records associated with his or her office to the successor.

10.2 President

The President shall:

a) preside over all meetings of the League and serve as the chairperson;
b) be responsible for the general administration of the affairs of the League;
c) be an *ex officio* member of allcommittees;
d) give a Report at the Annual General Meeting (Article 7.4.4c), which may include the financial report and an overview of the major activities of the League during the preceding 12 months. If the President does not give the financial report he or she shall direct another Director to give the financial report (Article 15.3). In addition, the President may direct other Directors to give reports on their activities at the Annual General Meeting;
e) act as the spokesperson for the League or appoint a designate;
f) attend all General Meetings of the Edmonton Federation of Community Leaguesor send a delegate;
g) carry out other duties assigned by the Board of Directors;and
h) assume the position of Past President upon leaving the position of President at the invitation of the current board (see 10.1.4)

10.3 Vice President

The Vice President shall:

a) in the absence of the President, or in the event of his/her involvement in debate, assume and discharge all duties and responsibilities of the President until the latter is again available or replaced atthe Annual General Meeting;
b) fill the vacancy if the office of the President becomes vacant between elections;

c) be responsible for the procedure for election ofDirectors;
d) act as "parliamentarian" to advise the Directors and Members of the League's Bylaws and to pass comment on any question which may arise, according to the Rules of Order (Article 21), the League's Bylaws or the regulations as laid down in the *Societies Act* as per Alberta or Federal Statutes, for the Chair to rule on;
e) carry out, under the direction of the Board of Directors, periodic review of the League's Bylaws; and
f) be responsible for the distribution of the League's Bylaws upon request.

10.4 Secretary

The Secretary shall:

a) be the custodian of the League's records pertaining to theoffice;
b) ensure that all notices of various meetings are sent;
c) keep accurate minutes of all meetings in a book or books, including the exact wording of motions, identifying the mover and seconder, and the result of the voting on such motions. The record shall include the type of meeting, its purpose, date, time and location, the attendance, resolutions and proceedingsof:
    - Board of Directors Meetings;
    - General Meetings;
    - Annual General Meetings;
    - Special GeneralMeetings;
    - Executive Committee Meetings; and
    - Meetings of Standing Committees appointed by the Board of Directors, as required by the Board of Directors.
d) have minutes of Board of Directors, General and Special General Meeting(s) in the hands of the Board of Directors prior to the next Board of Directors meeting, and the minutes of the Annual General Meeting in the hands of the Board of Directors prior to the next Annual General Meeting;
e) record any and all changes to minutes of prior meeting in currentminutes;
f) oversee the correspondence of the League, under the direction of the President and Board of Directors;
g) keep records of criminal record checks for all League volunteers as such positions require;
h) provide up-to-date contact lists for the Board of Directors and Committee Chairs;
i) keep the League's seal, unless the Board of Directors gives other directions for its safe- keeping; and
j) keep, or cause to be kept, a book or books wherein shall be recorded:
    - a copy of the Application for Incorporation, Bylaws, and amendments thereto, of the League;
    - a copy of all other documents registered with and by the Registrar under the *Societies Act*; and
    - any other information required under the *Societies Act*, including the location of the Registered Office.

10.5 Treasurer

The Treasurer shall:

a) receive all monies collected on behalf of the League and issue duplicate receipts;

b) pay all bills and expenses when approved by formal motion at a Board of Directors, General or Annual General Meeting (same to be accompanied by back-up documents);
c) keep accurate financial records and prepare the League budget, as required;
d) deposit funds of the League in the League's bankaccount(s);
e) prepare a written itemized financial report to each Board of Directors and Annual General Meeting and to each General and Special General Meeting if requested by the Board of Directors;
f) arrange to have the book(s) audited no later than 30 days following the fiscal year end
g) ensure that the annual Not-for-Profit League filing with Corporate Registries is done in a timely manner;
h) keep and maintain in force insurance for all assets of the League, which is to be reviewed annually; and
i) purchase directors' liability insurance for all Board of Directors members and Coordinator/Directors at a level appropriate to current risk, and other liability insurance as required.

10.6 Communications Director

The Communications Director shall oversee the :

a) Preparation and publishing of the newsletter;
b) oversee delivery of the newsletter;
c) supervise and maintain the League website and Facebook page;
d) arrange for publicity for League events;
e) prepare an annual budget for communications, and submit it to the Board of Directors;
f) review and prepare policy and procedures with respect to communications; and
g) report to the Board of Directors on a regular basis, as requested by the Board of Directors.

10.7 Membership Director

The Membership Director shall:

a) time, organize and complete the annual Membership campaign;
b) keep the Register of Members as required by the *Societies Act*, and maintain the membership lists and other records pertaining to membership;
c) ensure compliance with the Edmonton Federation of Community Leagues' Code of Ethics with respect to selling memberships;
d) prepare an annual budget for membership and submit it to the Board of Directors;
e) review and prepare policy and procedures with respect to membership; and
f) report to the Board of Directors on a regular basis, as requested by the Board of Directors.

10.8 Director at Large

To be determined at the discretion of the Board of Directors, to a maximum of six.

11 ARTICLE 10: ELECTION OF DIRECTORS

11.1 Nominations and Elections

11.1.1 Directors shall be elected from among the League's Active members for a term of two (2) years, and not to exceed 3 consecutive terms in the same position, by simple majority vote at the Annual General Meeting, except as otherwise provided hereafter.

11.1.2 The President, Secretary, Membership Director, and up to three Directors-at-Large shall be elected in odd-numbered years, and their terms of office shall expire in odd-numbered years.

11.1.3 The Vice-President, Treasurer, Communications Director and up to three Directors-at-Large shall be elected in even-numbered years, and their terms of office shall expire in even-numbered years.

11.1.4 The member, as defined in Article 3.1.8, assumes the position of Past President on the Executive, at the invitation of the current board, for a period of 1 year, until replaced by the next Past President. The purpose of the Past President's position is to provide advice and continuity to the League Executive.

11.1.5 Directors may be labelled as Officers or vice versa, as needed to support the usage on the Executive required in any circumstance where the Executive is required to identify or label its Officers and/or Directors for reporting purposes.

11.1.6 A retiring member of the Executive shall be eligible for re-election to either the same or a different office or position, as set out in 10.1.1

11.2 Election Procedure

11.2.1 At each Annual General Meeting, those Directors whose term of office is expiring as set out in Articles 10.1.2 and 10.1.3 shall be automatically retired from office and the Active members shall elect a Director replace the retiring one.

11.2.2 Any Active member of the League shall have the right to nominate one candidate for each of one or more offices. The nominee shall signify, in writing or vocally at the Annual Meeting, if he or she is willing to accept the nomination.

11.2.3 The Past President (that is, the individual who has served as Past President in the preceding year) or, if that person is unavailable, an Active member designated by the Board of Directors, shall have charge of a slate of nominations for the election of the Directors for the ensuing term, shall present the same at the Annual General Meeting, and shall, if required, introduce and give qualifications of all nominees.

11.2.4 Nominations may be forwarded to the President at least one week prior to the Annual Meeting. Nominations may also be made from the floor of the Annual General Meeting.

11.2.5 No more than two Active members from a single household may be nominated for election to the same Board of Directors.

11.2.6 All voting at elections when an office is contested shall be by secret ballot. If a candidate does not receive a majority of votes cast at an election on the first ballot, the candidate receiving the least number of votes shall be dropped from the ballot and further vote shall be taken and so on until one candidate secures a majority of the votes.

11.2.7 Prior to the election, the Vice President or, if this person is unavailable, the President or other designated (by the President) member of the Board of Directors shall prepare

the ballots. At the Annual General Meeting, two Active members, who are approved by those present, shall be entrusted to handle ballots, if so required.

11.2.8 The candidates shall have the opportunity to express their interest and qualifications at the Annual General Meeting before voting occurs.

11.3 Assumption of Office

A nominee assumes office upon election.

11.4 Resignation of a Director

A Director may resign prior to the conclusion of their term by submitting a signed letter of resignation in writing to the President or Secretary.

11.5 Filling a Vacancy or New Position

11.5.1 Any vacancy or new position occurring on the Board of Directors between Annual General Meetings may be filled through appointment by the Board of Directors. Membership shall be given at least seven (7) days' notice of this vacancy prior to the selection of a replacement Director, and any Active member may offer to serve. If more than one member offers their services, the Board of Directors shall determine the outcome by simple majority vote. The Board of Directors shall announce the new Director in the next communication with members and in the next newsletter, and the new Director shall be entitled to vote at Board of Directors meetings, notwithstanding Article 9.5.

11.5.2 If the whole of the Board of Directors resigns or is vacated, a Special General Meeting shall be held on the notice and at the instigation of any Active member of the League, at which time a new Board of Directors shall be elected for the balance of the terms of office for each position.

11.6 Removal of Members of the Board of Directors by the Membership

11.6.1 Active members may call a Special General Meeting in accordance with Article 7.5 to pass a Special Resolution to remove any member of the Board of Directors who is acting in a manner that is deemed harmful or injurious to the League as defined in Article 4.8.2 before the expiration of the member's term of office, or for failing, without due reason, to carry out the duties of the Board of Directors position held. The Special General Meeting shall provide opportunity for the Board member to bring supporters and to explain or defend him/herself prior to the vote on the Special Resolution.

11.6.2 Prior to Active members calling a Special General Meeting to remove a member of the Board of Directors, the members shall request the Board of Directors to either set up a dispute resolution process consisting of an *ad hoc* committee of three (3) Board of Directors members to look into the matter with a view to coming to an agreement, or refer the matter to independent mediation. The *ad hoc* committee or mediator shall report its findings and recommendation to the Active members seeking the removal of an Board of Directors member and to the Board of Directors, including the Board member whose removal is being considered.

12 ARTICLE 11: BOARD OF DIRECTORS

12.1 Governance and Management of the League

12.1.1 The Board of Directors governs and manages the affairs of the League.

12.1.2 The Board of Directors consists of the Directors.

12.1.3 Only elected members of the Board of Directors are entitled to vote at Board of Directors meetings (Article 9.5).

12.1.4 The Board of Directors may meet for the dispatch of business, adjourn and otherwise conduct and regulate its meetings as it deems fit.

12.1.5 Questions arising at any Board of Directors meeting shall be decided by a simple majority vote of the Board of Directors members in attendance.

12.1.6 The Board of Directors may act notwithstanding any vacancy in its body, but if the number of members is reduced below the number fixed as the necessary quorum (4) for a Board of Directors Meeting (Article 8.1), the Board of Directors may act for the purpose of increasing the number on the Board of Directors to that number, as stated in Article 10.5.

12.1.7 The President of the League shall be the chairperson of the Board of Directors; in his/her absence the Vice President, and if there is no President or Vice President, or if at any meeting the President and Vice President are both absent, the members of the Board of Directors present may select a Board of Directors member who is present to chair the meeting.

12.1.8 The Board of Directors may delegate any of its powers to committees consisting of such member or members as they think fit. Any committee so formed shall, in the exercise of the power so delegated, report its activities to the Board of Directors and perform the duties outlined by the Board of Directors.

12.1.9 All acts done by the Board of Directors or its members shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.

12.2 Executive Committee

12.2.1 The Executive Committee consists of the President, Vice President, Secretary, and Treasurer, of whom a majority shall constitute a quorum. The Executive Committee is vested with authority to exercise all the powers of the Board of Directors to carry out emergency and unusual business between Board of Directors meetings when the members of the Board of Directors are not immediately available except where such powers are required by the laws of the Province of Alberta to be exercised by the Board of Directors.

12.2.2 The members of the Executive Committee shall generally perform such duties and exercise such powers as may be directed or delegated to the Committee by the Board of Directors from time to time.

12.2.3 All meetings of the Executive Committee are called by the President or on the request

of any two (2) other members of the Executive Committee. These members must request in writing that the President call a meeting and state the business of the meeting.

12.2.4 The Secretary shall keep minutes of all Executive Committee meetings and report the same to the Board of Directors within one week of the meeting and prior to the next meeting thereof.

12.2.5 All decisions of the Executive Committee shall be ratified at the next regularly scheduled Board of Directors meeting or are to be regarded as null and void.

12.3 Powers of the Board of Directors

12.3.1 The Board of Directors shall be responsible to the members for the general operation of the League in compliance with these Bylaws, the *Societies Act*, and any resolutions passed at General, Annual General or Special General Meetings. However, no such resolutions passed at a General, Annual or Special General Meeting shall invalidate any prior act of the Board of Directors that would have been valid if that resolution had not been made.

12.3.2 The powers and duties of the Board of Directors include:

a) promoting the objects of the League;
b) promoting membership in the League;
c) appointing Coordinators to carry out specific duties assigned by the Board of Directors, as indicated in Article 11.12;
d) hiring employees for the efficient functioning of the League's business;
e) regulating employees' duties and setting their salaries;
f) maintaining and protecting the League's assets, property, and information assets;
g) approving an annual budget for the League;
h) paying all expenses for operating and managing the League, including paying persons for services;
i) protecting persons from debts of the League, including purchasing directors' liability insurance for elected members of the Board of Directors and Committee Chairs at a level appropriate to current risk, and other liability insurance as required;
j) investing any extra monies;
k) financing the operations of the League, and borrowing or raising monies;
l) approving all contracts for the League;
m) maintaining all accounts and financial records of the League;
n) appointing legal counsel as necessary;
o) making policies, rules and regulations for operating the League and using its facilities and assets;
p) selling or disposing of any or all of the movable assets of the League for the benefit of the League;
q) selling, disposing of or mortgaging any or all of the fixed assets of the League for the benefit of the League, subject to Special Resolution;
r) appointing a spokesperson for an issue, as appropriate;
s) inviting representatives of organizations and institutions that operate within the League's boundaries to either attend specific meetings or sit on the Board of Directors as non-voting members for the purpose of liaising among various

organizations for the overall benefit of the community;

t) selecting an Active member to fill a vacant or new position on the Board of Directors, as set out in Article 10.5.1; and

u) setting up standing and *ad hoc* committees from the Active membership, as needed, with their terms of reference and reporting requirements.

12.4 The Board of Directors shall adopt such means as it deems sufficient to bring to 12.3.3 The Board of Directors shall adopt such means as it deems sufficient to bring to the notice of members all such regulations, alterations, and repeals. All such regulations, so long as they are in force, shall be binding upon all members of the League.

12.4 Remuneration and Conflict of Interest

12.4.1 No Member or Director shall receive any payment for his or her services as a Member and Director.

12.4.2 Reasonable expenses incurred while carrying out duties of the League may be reimbursed upon approval by the Board of Directors. Third party receipts for costs incurred must be provided.

12.4.3 A Member who becomes a paid employee, consultant, or contractor, either directly or indirectly of the League, shall lose their voting rights and their rights to hold office as director for the duration of their retainer.

12.4.4 All Directors must advise the Board of Directors of any direct or indirect financial interest in any decision made by the Board of Directors or the League, and shall not participate in any vote in which he or she has a direct or indirect financial interest.

12.5 Indemnity

12.5.1 Each Director holds office with protection from the League. The League indemnifies each Director and Committee Chair against all costs or charges that result from any act done in his/her role for the League through the purchase of directors' liability insurance at a level appropriate to current risk. The League shall not protect any Director or Committee Chair for acts of fraud, dishonesty or bad faith.

12.5.2 No Director or Committee Chair is liable for the acts of any other Director or employee. No Director or Committee Chair is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the League. No Director or Committee Chair is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the League, unless the act is fraud, dishonesty or bad faith.

12.5.3 Directors may rely on the accuracy of any statement or report prepared by the League's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

12.6 Borrowing Powers

Subject to the provisions of the *Societies Act*,

12.6.1 The Board of Directors may from time to time raise or borrow money for the purpose of the League's business and may secure the repayment of the same by mortgage or charge upon the undertaking and the whole or any part of the assets and property of the League

(present and future), and may issue bonds or debentures payable to bearer or otherwise, give and grant securities under the *Bank Act* and generally raise or borrow money for the purpose of the League, secured or charged upon the whole or any part of the assets and properties of the League, or otherwise as may be advisable or necessary in the interest thereof. The borrowing of money or issuance of debentures can only be issued by a Special Resolution of the members

12.6.2 Any bonds, debentures or other securities, issued or to be issued by the League, shall be under the control of the Board of Directors, which may issue them assignable free from any equities between the League and the person to whom the same may be issued and/or upon such other terms and conditions and in such manners and for such consideration as it shall consider to be for the benefit of the League.

12.6.3 Any bonds, debentures or other securities may be issued at a discount, premium, or otherwise and with any special privileges as to redemption, surrender, drawing, conversion, or otherwise.

12.7 Signing Authority

Any three (3) or more of the President, Vice President, Treasurer or Secretary shall have signing authority or, if three individuals among these positions are not available for this duty, one signing authority may be another Board of Directors member. Only those with signing authority shall be authorized to sign cheques, notes, debentures and all other papers and documents which pertain to the affairs of the League. Two signatures shall be required for all cheques and withdrawals. No two members of the same household shall be signing authorities. No signing authority shall sign a cheque when he or she is the payee. All contracts of the League shall be signed by the Directors or other persons authorized to do so by resolution of the Board of Directors.

12.8 Limits on Spending

Unless authorized by a Special Resolution of the members, the Board of Directors shall not incur any expense on a single item greater than ten percent (10%) of the League's operating account.

12.9 General Procedures for Committees

12.9.1 The Board of Directors may appoint standing committees and *ad hoc* committees to advise it or help with its duties. These committees shall carry out the functions and otherwise act in accordance with such resolutions or "Terms of Reference" as may be passed by the Board of Directors or at a General, Annual General or Special General Meeting. The Board of Directors shall appoint chairpersons and assign their duties, as deemed necessary.

12.9.2 The chairperson calls committee meetings. Each committee shall report regularly to the Board of Directors, in the manner requested by the Board of Directors.

12.9.3 A minimum of two (2) clear days' notice for committee meetings is required. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

12.9.4 A majority of the committee members present at a meeting is a quorum.

12.9.5 No committee (including the Executive Committee) shall have the right to spend any money except as has been allocated to that committee by the Board of Directors.

12.9.6 No committee shall take a public position except following approval by the Board of

Directors.

12.9.7 Committee meetings may be held by any method agreed to by a majority of the committee members.

12.9.8 The elected Directors shall disband standing and *ad hoc* committees as deemed necessary once duties have been completed.

12.10 Managers and Employees

12.10.1 The Board of Directors may appoint a manager or employee, and may fix his/her remuneration, either by way of salary or commission or by conferring a right to participation in the benefits of the League, or by a combination of two or more of these modes, and agree on other conditions of employment.

12.10.2 The manager or employee shall be liable to dismissal for cause, or to removal on one month's notice or remuneration thereof by the Board of Directors, which may appoint another person in his/her place.

12.10.3 The Board of Directors may from time to time entrust to, delegate to or confer upon the manager or employee such powers (including power to sub-delegate) as it thinks fit, but in the exercise of all the powers the manager or employee shall be subject to all such regulations and restrictions as the Board of Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

12.11 Committee Chairs

12.11.1 The Board of Directors may appoint Committee Chairs to carry out specific activities of the League. These Committee Chairs shall carry out the functions and otherwise act in accordance with such resolutions or "Terms of Reference" as may be passed by the Board of Directors or at a General Meeting.

12.11.2 Committee Chairs must be Active members in good standing.

12.11.3 A Director may serve as a Committee Chair during their term as Director.

12.11.4 The Committee Chair roles may include responsibilities for:

a) Adult Programs
b) Archives
c) Building Rental
d) Casino
e) Children and Youth Programs
f) Community Development
g) Crime Prevention
h) Facilities and Building Maintenance
i) Parking
j) Rink Maintenance
k) Social Events
l) Sports
m) Transportation

n) Volunteers

o) Parks

Any other Committee Chair positions that the Board of Directors deems necessary for the better administration of the League.

ARTICLE 13: THE SEAL

13.1 Use of Seal

The League shall have a seal affixed to all documents, requiring execution under the seal of the League, by any two of the Directors of the League, or by such party or parties as might be authorized from time to time, by the Board of Directors.

13.2 Keeper of Seal

The seal shall be kept in the charge of the Secretary or other person appointed by the Board of Directors.

14 ARTICLE 14: MINUTES AND RECORDS

14.1 Minutes

The Board of Directors shall cause minutes to be made in a book or books provided for the purpose of the time, place, attendance, resolutions and proceedings of the League, as outlined in the duties of the Secretary in Article 12.4.

14.2 Records

The Executive shall ensure that all records are maintained as required by the *Societies Act*. The Secretary shall keep, or cause to be kept, a book or books wherein shall be recorded all items listed in Article 12.4. The Membership Director shall maintain the Register of Members.

14.3 The Registered Office

The Registered Office of the League is located at P.O. Box 34156, Kingsway Mall Post Office, Edmonton, Alberta, T5G 3G4. Another place may be established at the Annual General Meeting or by resolution of the Board of Directors.

14.4 Privacy

Any personal information shall be collected, used and disclosed by the League in accordance with the *Personal Information Protection Act*.

15 ARTICLE 15: ACCOUNTS

15.1 Accounting

15.1.1 The Board of Directors shall cause true accounts to be kept of:

- the sums of money received and expended by the League and the matters in respect of which such receipts and expenditures take place
- all sales and purchase of goods and services by the League
- the assets and liabilities of the League.

15.2 Account Books

The books of accounts shall be kept on the premises of the League, or at any such other place or places as the Board of Directors may determine.

15.3 Reporting

At the Annual General Meeting in every year, the Board of Directors shall present the League with a balance sheet, a profit and loss account and the auditor's report made up and submitted in accordance with the laws of the Province of Alberta. As part of the reporting, the President or other designated member of the Board of Directors shall include a verbal report on the financial state and condition of the League.

15.4 President's Report

Every such balance sheet and account shall be accompanied by a Report of the President (Article 7.4.4c).

16 ARTICLE 16: INSPECTION OF BOOKS AND ACCOUNTS

16.1 Inspection by Executive

The books, accounts and records of the League shall be open to inspection by any member of the Board of Directors at all times.

16.2 Inspection by Members

16.2.1 The books and records of the League may be inspected by any Active member at the Annual General Meeting or at any time upon giving 21 days' notice and arranging a time satisfactory to the Director or Directors having charge of the same.

16.2.2 The fees for providing copies shall be in compliance with the *Societies Act.*

17 ARTICLE 17: AUDIT

17.1 Annual Audit

An audit of the League's finances and statements shall be conducted annually, as required by the *Societies Act.* This may be done by an accountant or by 2 people who are not on the board. A complete statement of the standing of the books shall be presented at the Annual General Meeting.

17.2 Auditor

The League at each Annual General Meeting shall appoint an auditor or auditors to hold the position until the next Annual General Meeting and their appointment, remuneration, rights and duties shall be governed by the applicable laws of the Province of Alberta.

18 ARTICLE 18: BYLAWS

18.1 Amendments and Rescindments

18.1.1 All proposed changes to the Bylaws shall be reviewed at an Board of Directors meeting before being forwarded to a Special or Annual GeneralMeeting.

18.1.2 Bylaws may only be made, altered, or rescinded by Special Resolution at a Specialor Annual General Meeting.

18.2 Notice of Proposed Bylaw Revisions

The notice of such Special or Annual General Meeting shall set forth the Special Resolution to be introduced and provide the text of the proposed changes to the League Bylaws.

18.3 Limits of Consideration

No Bylaw or Bylaws other than the one for which notice has been given shall be considered at such Special or Annual General Meeting, but the Special Resolution may be amended by a vote of not less than three-quarters (75%) of the Active members present, and a sub-amendment may likewise be moved and passed.

18.4 Filing of Bylaws

Once ratified by the membership, a printed copy of the Bylaws shall be filed under the *Societies Act*, submitted to the Edmonton Federation of Community Leagues, made available in the Community League building and posted on the League's website.

19 ARTICLE 19: EDMONTON FEDERATION OF COMMUNITY LEAGUES

19.1 Membership and Code of Ethics

The League shall, until dissolution occurs, maintain its membership in the Edmonton Federation of Community Leagues and abide by the Federation's Code of Ethics.

20 ARTICLE 20: DISSOLUTION

20.1 Edmonton Federation of Community Leagues

Upon dissolution of the League, all real property, fixtures, and liquid assets remaining after the payment of any debts shall become the property of the Edmonton Federation of Community Leagues, in trust. The Edmonton Federation of Community Leagues shall hold the cash assets in trust until it is able to reactivate the Society or merge the Society with another Community League. The real property shall pass to the City of Edmonton, pursuant to the Tri-partite License Agreement.

20.2 Return to Grant Sponsors

All property in the hands of the Society upon winding up or dissolution of the Society that has been placed in its hands by a grant sponsor and has not been disbursed pursuant to the terms of the granting agreement between the Society and the grant sponsor shall be returned to the grant sponsor or otherwise dealt with in accordance with the agreements between the Society and the grant sponsor.

20.3 Casino Funds

All funds in the hands of the Society upon winding up or dissolution of the Society, which originated from casino revenue, shall be dealt with in accordance with Alberta Liquor and Gaming Commission regulation.

21 ARTICLE 21: PARLIAMENTARY AUTHORITY

21.1 Rules of Order

21.1.1 At the first Board of Directors Meeting following the election of Directors, a recognized guide to Rules of Order shall be selected for the year by simple majority vote. This decision shall be published in the newsletter. The Rules of Order may be the most current edition of Robert's Rules of Order or another comparable publication. A copy of these Rules of Order shall be present and will govern the proceedings of the said meeting at which the motion was passed and all subsequent League meetings until after the following first Board of Directors meeting after the election of Directors, provided that they are not inconsistent with these Bylaws or the requirements of the *Societies Act* or Federal Statutes.

21.1.2 The selected Rules of Order may be used as a guideline otherwise for incidental consideration by the meeting Chairperson if and when that chairperson deems it necessary for the proper functioning of the meeting, this being at the discretion of the Chairperson.

22 ARTICLE 22: NOTICE

22.1 Service on a Member

22.1.1 A notice may be served by the League on any member entitled thereto either personally or by sending it through the mail (or equivalent mailing method) in prepaid envelope or wrapper to such member at the address appearing in the Register of Members.

22.1.2 Any notice sent by mail (or other mailing method) shall be deemed to have been served seven (7) days from the date of mailing if the document is mailed in Alberta to an address in Alberta, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted in the usual manner or by registered mail, if proof the notice was signed for is not available.

22.1.3 When a given number of days' notice, or notice extending over any other period is required to be given, the day of service shall, and the day of which such notice is given shall not, be included in such number of days or other period.

22.1.4 Notwithstanding anything to the contrary contained in these Bylaws, any member of the League or member of the Board of Directors entitled to receive notices may, by instrument of writing signed by such member waive any such notice on such terms and

conditions, if any, as such member may deem fit.

22.2 Service on the League

Service on the League shall be made by ordinary mail addressed to the League at its Registered Office (Article 14.3).