

# Society Bylaw Change - Proof of Filing

**Alberta Amendment Date: 2026/02/25**

---

The Bylaws are filed as of 2026/02/25

---

**Service Request Number:** 46939620  
**Corporate Access Number:** 5021339568  
**Business Number:** 897458436  
**Legal Entity Name:** ACF - ALBERTA CURLING FEDERATION  
**Legal Entity Status:** Active

---

## Annual Return

File Year	Date Filed
2025	2025/08/20
2024	2025/01/02
2023	2025/01/02

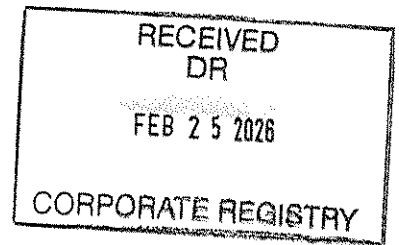
---

## Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Amalgamation Agreement	10000707130273873	2018/07/30
Application for Amalgamation/ Objects	10000907130273872	2018/07/30
Bylaws	10000807130273877	2018/07/30
Notice of Address	10000207130273875	2018/07/30
Special Resolution	10000507130273874	2018/07/30
Audited Financial Statement	10000307134523484	2020/03/24
Annual Return Form	10000507134523483	2020/03/24
Annual Return/Financial Statement	10000507135559791	2021/04/13
Bylaws & Special Resolution	10000207135568867	2021/09/27
Annual Return/Financial Statement	10000407135568866	2021/09/27
Annual Return/Financial Statement	10000407135393126	2023/03/07
Annual Return/Financial Statement	10000207148037323	2025/01/02
Annual Return/Financial Statement	10000007148037324	2025/01/02
Annual Return/Financial Statement	10000707147904897	2025/08/20
Bylaws & Special Resolution	10000707147961430	2026/02/25

**Registration Authorized By: JILL GROVES**  
**ALBERTA REGISTRIES**

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.




**Special Resolution**

I hereby certify that the following special resolution was passed at a meeting of the members of ACF – Alberta Curling Federation on September 19, 2025.

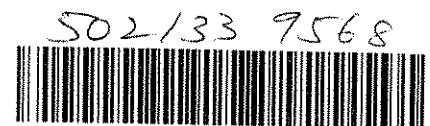
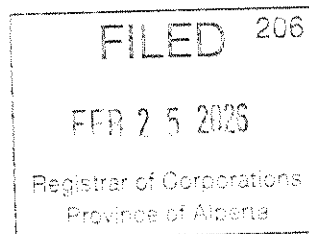
Be it resolved that the bylaws of the ACF – Alberta Curling Federation be amended as set forth in the attached proposed amendments. A certified copy of the amended bylaws shall be filed with the Registrar in accordance with the Societies Act.

Date: Oct 6, 2025

Signature: 

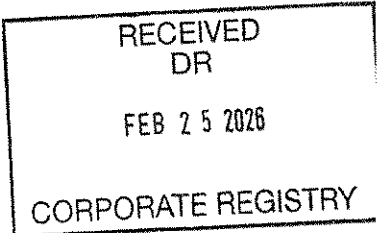
Printed Name: Jill Groves

Title: Executive Director



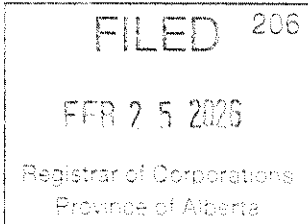
10000707147961430

1430



ACF - ALBERTA CURLING FEDERATION

BYLAWS



1 GENERAL

- 1.1 These Bylaws relate to the general conduct and affairs of - Alberta Curling Federation (the "Federation").
- 1.2 The Federation is incorporated pursuant to the *Societies Act* RSA 2000, c S-14 of the Province of Alberta, as amended from time to time, or any statute substituted for it (the "Act").
- 1.3 The registered office of the Federation will be located within the Province of Alberta. The Registrar shall be notified of any change in location of the head office in accordance with the *Act*.
- 1.4 Except as provided in the *Act*, the Federation's Board of Directors (the "Board") will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Federation.
- 1.5 The Federation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Federation will be used in promoting its objects.

2 DEFINITIONS

The headings used throughout these Bylaws shall not affect the construction hereof. In these Bylaws, unless the context otherwise requires, expressions defined in the *Act* or any statutory amendment or modification thereof shall have the meaning so defined, and:

- 2.1 "Act" has the meaning ascribed to it in section 1.2.;
- 2.2 "Affiliated Member" means a Member as defined in section 3;
- 2.3 "Annual General Meeting" or "AGM" means the meeting of the Membership convened in accordance with section 4.1;
- 2.4 "Board" or "Board Members" means the Board of Directors of the Federation as described in section 6;
- 2.5 "Boundary of the Federation" means the outer boundary of the map in Appendix A;
- 2.6 "Bylaws" means these Bylaws of the Federation;

1430

- 2.7 "Director" means any person elected or appointed to the Board;
- 2.8 "Director Member" means any person who is a Director;
- 2.9 "Federation" has the meaning ascribed to it in section 1.1;
- 2.10 "Good Standing" means a Member or Officer or Director that has fulfilled all obligations to the Federation in accordance with section 3.6c;
- 2.11 "Member" means any Affiliated Member or Director Member of the Federation as defined in section 3;
- 2.12 "Member Representative" and/or "Representative" means an individual selected by an Affiliated Member to attend and represent them at meetings of Members, in accordance with section 3.5;
- 2.13 "Office" means the business office of the Federation;
- 2.14 "Officers" means collectively the President, Vice-President, Secretary and Treasurer of the Federation as further described in section 6.8;
- 2.15 "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution or consented to by all Members entitled to vote on that resolution;
- 2.16 "Present" at a meeting means physically present or attending by conference call or other approved means;
- 2.17 "Register of Members" means the register maintained by the Board of Directors containing the names of Members of the Federation;
- 2.18 "Registrar" means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Business Corporations Act (Alberta)*;
- 2.19 "Special General Meeting" means a meeting of the membership convened in accordance with section 4.4;
- 2.20 "Special Resolution" means:
  - a. a resolution passed:
    - i. at a meeting of Members of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
    - ii. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy;
  - b. a resolution proposed and passed as a special resolution at a meeting of Members of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the meeting of Members so agree; or

1430

- c. a resolution consented to in writing by all the members who would have been entitled at a meeting of Members to vote on the resolution in person or, where proxies are permitted, by proxy; and

2.21 "Voting Member" means a Member entitled to vote at a meeting of the Federation.

### 3. MEMBERSHIP

3.1 The Federation shall have the following categories of Members:

- a. Affiliated Members – any: (i) curling club; (ii) curling center; or (iii) equivalent organization which provides on ice curling activities, located within the boundaries of the Federation, that has:
  - i. applied for membership;
  - ii. paid the prescribed annual membership fee as defined in sections 3.2 and 3.3;
  - iii. agreed to abide by these Bylaws and the Federation's policies, procedures and rules;

Affiliated Members shall be limited to a maximum of one membership per facility.

- b. Director Members – includes the Directors of the Federation.

3.2 The Board shall annually review and approve annual fees or assessments to be levied by the Federation on Members (the "Annual Membership Fees") for the upcoming fiscal year and shall establish terms of payment thereof.

3.3 The Annual Membership Fees must be paid on or before a date that is established by the Board on an annual basis.

3.4 A Member in Good Standing is entitled to:

- a. receive notices of meetings of the Federation;
- b. participate and vote in any meeting of the Members;
- c. Affiliated Members have preferred access to programs and resources offered by the Federation; and
- d. Affiliated Members have the opportunity to host provincial playdown and other Federation sanctioned events.

3.5 Member Representatives will be:

- a. a person of any gender being of the legal adult age; and

1430

- b. selected by an Affiliated Member in accordance with the Affiliated Members' own procedure.

### 3.6 Voting Member

- a. Each Member in Good Standing shall have one vote at any meeting of the Members.
- b. Votes will be allowed by proxy, as defined in section 5.
- c. A Member is in Good Standing when:
  - i. the Member has paid the Annual Membership Fees or other required fees to the Federation by the dates prescribed by the Federation; and
  - ii. the Member is not suspended or subject to other sanctions.

### 3.7 Suspension or Sanction of Membership

- a. The Board, at a Special Meeting called for that purpose, may sanction or suspend a Member's membership for not more than 2 years for one or more of the following reasons:
  - i. If the Member has failed to abide by the Bylaws; or
  - ii. If the Member has done anything that, in the opinion of the Board, negatively affects the Federation or the sport of curling.
- b. Notice to the Member
  - i. The affected Member will receive written notice of the Board's intention to deal with whether the Member should be sanctioned, suspended or not. The Member will receive at least twenty-one (21) days of notice before the Special Meeting;
  - ii. The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Federation. The notice may also be delivered by an Officer of the Board; and
  - iii. The notice will state the reasons why sanction or suspension is being considered.
- c. Decision of the Board
  - i. The Member will have an opportunity to appear before the Board to address the potential sanction or suspension;
  - ii. The Board will determine how the sanction or suspension will be dealt with and may limit the time for the Member to address the Board;

1430

- iii. The Board may exclude the Member from its discussion of the sanction or suspension, including the deciding vote; and
- iv. The decision of the Board is final.

3.8 Termination of Membership

a. Withdrawal

- i. Any Member may withdraw from the Federation by sending or delivering a written notice to the office of the Federation; and
- ii. Once the notice is received, the Member's name will be removed from the Register of Members. The Member is considered to have ceased being a Member on the date its name is removed from the Register of Members.

b. Deemed Withdrawal

- i. If a Member has not paid the Annual Membership Fees within sixty (60) days following the date fees are due (or a later date determined by the Board), the Member shall be deemed to have terminated its membership. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date its name is removed from the Register of Members.

c. Termination by the Board

- i. The Directors, at a Special Meeting of the Board called for that purpose, may terminate a Member's membership for one or more of the following reasons:
  - 1. if the Member has failed to abide by these Bylaws; or
  - 2. if the Member has done anything that, in the opinion of the Board, negatively affects the Federation or the sport of curling.

d. Decision of the Board

- i. The Member will have an opportunity to appear before the Board to address the termination;
- ii. the Board will determine how the termination will be dealt with and may limit the time for the Member to address the Board;
- iii. the Board may exclude the Member from its discussion of the termination, including the deciding vote; and
- iv. the decision of the Board is final.
- v. Any monies owed at the time of termination remain due and there will be no refunds of monies paid to the Federation.

1430

e. Reinstatement of Membership

- i. A Member whose membership was suspended will be reinstated as a Member at the end of the suspension period, upon payment of any required affiliation fees; or
- ii. A Member whose membership was terminated may apply to the Board to be reinstated as a Member.

3.9 Transmission of Membership

- a. Excluding the right to issue a proxy, the interests, rights and privileges of any Member in the Federation is non-transferable. All rights and privileges cease when the Member withdraws, is terminated, or is suspended from the Federation.

3.10 Continued Liability for Debts Due

- a. Although a Member ceases to be a Member by withdrawal or termination, the Member is liable for any debts owing by the Member to the Federation at the date of ceasing to be a Member.

3.11 Limitation on the Liability of Members.

- a. No Member is liable for any debt or liability of the Federation.

**4 Meetings**

4.1 Annual General Meeting (AGM)

- a. The Annual General Meeting of the Members shall be called by the President and held at such date, time and place as determined by the Board within the province of Alberta no later than one hundred and twenty (120) days following each fiscal year-end of the Federation.

4.2 Purpose of Annual General Meeting

- a. The AGM shall be called for the transaction of business to be brought before the Members including, but not limited to a review of financial statements setting out its income, disbursements, assets and liabilities by the Federation's accountant of record and signed by the Federation's auditor for the current year; the election of Directors; appointment of auditor for the next fiscal year, review of the Federation's operations and the Board's activities for the previous year.

4.3 Notice of Annual General Meeting

- a. Membership will be notified of the date and time of the Annual General Meeting by notice to the Member, by notice on the Federation website, by newsletter and/or by email.

1430

- b. The accidental omission to give any notice to any Members, or any person or entity, or the non-receipt of any notice by any such Member, or any person or entity, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice.
- c. Notice of the Annual General meeting shall be posted at least sixty (60) days prior to the AGM.

#### 4.4 Special General Meeting of the Federation

- a. A Special General Meeting of the Members shall be called:
  - i. by the President as required;
  - ii. by the President upon written instruction of Members representing at least twenty percent (20%) of the Membership provided they request the President in writing to call such meeting and state the business to be brought before the meeting; or
  - iii. by resolution of the Board.
- b. Only such business as is called for in the notices shall be transacted at a Special General Meeting. Any resolution must be passed by seventy-five percent (75%) of the votes cast.
- c. Notice of the meeting shall be posted at least twenty-one (21) days prior to the date fixed for a Special General Meeting. Membership will be notified of the date and time of the Special General Meeting by notice to the Member, by notice on the Federation website, by newsletter and/or by email. In the event of a Special General Meeting, Members shall be advised the purpose thereof.
- d. The accidental omission to give any notice to any Member, or any person or entity, or the non-receipt of any notice by any such Member, or any person or entity, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice.

#### 4.5 Quorum

- a. Quorum at any Annual General Meeting or Special General Meeting of the Members shall be:
  - i. A minimum of fifteen (15) Member Representatives entitled to vote, including a minimum of five (5) Board Members.
  - ii. Member Representatives may participate in meetings by being physically present or, at the discretion of the Board, by conference call or other approved means.

1430

- iii. In the case of the AGM or any Special General Meeting, if within sixty (60) minutes of the appointed time a quorum is not present, then the meeting shall be adjourned.
- iv. The meeting will be rescheduled to a time and place as determined by the President providing such time shall allow for a minimum seven (7) days' notice.

#### 4.6 Voting

- a. Unless otherwise stipulated, any motions or questions arising at any meeting of Members shall be decided by simple majority of the votes cast at the meeting. Such votes may be made:
  - i. in person by show of hands;
  - ii. by proxy, as defined in section 5; or
  - iii. verbally, if in attendance by conference call.
- b. On any question proposed for consideration at a meeting of Members the chairperson may require a ballot. Alternatively, any person who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in whatever manner the chairperson directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
- c. Each Member shall be entitled to one vote at the Annual General Meeting or any Special General Meeting of Members. In the event of a tie, the issue is defeated.

#### 4.7 Meeting Held by Electronic Means

- a. Any person entitled to attend a meeting of Members may vote and otherwise participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Federation makes available such a communication facility. A Person participating in a meeting of members by such means is deemed to be present at the meeting.
- b. Directors who call a meeting of Members may determine that:
  - i. the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting; and
  - ii. any vote shall be held entirely by means of a telephonic, electronic or other communication facility that the Federation has made available for that purpose.

1430

- c. Any vote at a meeting of Members may be carried out by means of a telephonic, electronic or other communication facility, only if the facility:
  - i. enables the votes to be gathered in a manner that permits their subsequent verification; and
  - ii. permits the tallied votes to be presented to the Federation without it being possible for the Federation to identify how each member voted.

## 5 Proxy voting

- 5.1 Each member Representative entitled to vote at a meeting of Members may appoint a proxyholder to attend and act as the Member's Representative at the meeting in the manner and to the extent authorized by the proxy.
- 5.2 An instrument appointing a proxy shall be in writing executed by the Member in writing or by electronic signature. Such instruments must be submitted to the office of the Federation and confirmed by the Secretary twenty-four (24) hours prior to the start of the meeting.

## 6 Board of Directors

### 6.1 Governance and Management of the Federation

- a. The Board shall manage the business and affairs of the Federation, take such actions as deemed appropriate to affect the purposes of these Bylaws, exercise all of the powers of the Federation, and may adopt such policies, rules and procedures, recommendations and actions as deemed advisable, and which are consistent with all applicable laws and these Bylaws.
- b. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

### 6.2 Nomination of Directors

- a. The Board may appoint a Nominations Committee. If appointed, the Nominations Committee will be responsible to solicit and receive nominations for the election of available Director positions, which shall be submitted in writing to the Chair of the Nominations Committee at least sixty (60) days in advance of the meeting at which the vote is to be held.
- b. Nominations from the floor will be accepted when no candidates have been presented to the Members to fill a vacancy.
  - i. Nominees from the floor must be present and provide consent in order to stand for election to the Board of Directors.
  - ii. Nominations from the floor must be moved, seconded and properly approved by the Members present.

1430

### 6.3 Election of Directors

- a. At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant. The candidate or candidates with a majority of the votes cast shall fill Director positions or vacancies where vacancies need to be filled. Failure of a candidate to provide an acceptance pursuant to section 6.2b.i, shall not, in itself, nullify the election of that person if that person subsequently takes up the office of Director by attending meetings of the Board or otherwise assuming the responsibilities of a Director.
- b. Elections for each Director position will be decided in accordance with the following:
  - i. One Valid Nomination – Winner elected by Ordinary Resolution.
  - ii. Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.
- c. Directors are elected for a term of three (3) years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office. The terms shall be staggered such that no more than four (4) positions are scheduled each year for election. A Director will only serve a maximum of two (2) terms. A minimum of one (1) year must pass before a Director who has had two (2) consecutive terms may be nominated to rejoin the Board.
- d. No employee of the Federation may hold a Director position or have voting privileges at Board Meetings.

### 6.4 Filling a Vacancy of the Board

- a. When a position of a Director becomes vacant for whatever reason and there is still quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.
- b. The office of any Director will be vacated automatically if the:
  - i. Director resigns;
  - ii. Director is found by a court to be incapable;
  - iii. Director becomes bankrupt; or

1630

iv. Director dies.

6.5 Number of Directors

a. There shall be a minimum of eight (8) and a maximum of twelve (12) Directors. The Board shall determine the size of the Board from year to year in accordance with a Director appointment procedure adopted from time to time.

6.6 Directors' Accountability

a. Every Director of the Federation shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Federation, and in connection therewith shall. Exercise the degree of care, diligence and skills that a reasonably prudent person would exercise in similar circumstances, including reliance in good faith on:

- i. financial statements of the Federation provided to the Director by an Officer of the Federation or in a written report of a public accountant or auditor of the Federation fairly to reflect the financial conditions of the Federation; or
- ii. a report of a person whose profession lends credibility to a statement made by that person.

6.7 Notice

a. The Board shall provide notice to all Members of available Director positions and terms open for election at least ten (10) days prior to the AGM.

6.8 Officers of the Federation shall be the President, Vice-President, Treasurer and Secretary.

a. Officers are elected by the Board at the first meeting of the Board following the AGM. In the case of a tie between candidates, additional run-off ballots will occur until a winner is declared.

b. The Officer holds office until re-elected or until a successor is elected.

c. All Officer positions are for one (1) year.

d. A Director may not hold the office of President for more than three (3) consecutive years.

e. Any candidate to be considered as an Officer shall have prior Board experience within the Federation. The Board may waive such requirement upon receipt of evidence of other applicable experience.

6.9 Duties of the Officers of the Federation

a. President

- i. Supervises the affairs of the Board;

1630

- ii. Will be the chair of the Board and preside at the AGM and Special General Meetings of the Federation and at meetings of the Board unless otherwise designated;
- iii. Will be the official spokesperson of the Federation;
- iv. Is an ex officio member of all Committees; and
- v. Carries out other duties assigned by resolution of the Board.

b. Vice-President

- i. Presides at meetings in the President's absence;
- ii. Presides at various functions when asked to do so by the President or Board; and
- iii. Carries out other duties assigned by resolution of the Board.

c. Secretary

- i. Keeps accurate minutes of Board meetings and the AGM;
- ii. Has charge of the Board's correspondence;
- iii. Ensure that the Register of Members is kept up to date and includes the: (i) full name; (ii) street address or postal code; (iii) date on which the Member was admitted to membership; (iv) date on which the Member ceased to be a Member; and (v) the category of membership of the Federation;
- iv. Keeps the Seal of the Federation;
- v. Ensures compliance with all legal documentation requirement, such as filing the annual return, changes in the Directors of the organization, amendments to the bylaws, and other required documentation; and
- vi. Carries out other duties assigned by resolution of the Board.

d. Treasurer

- i. Ensures all monies paid to the Federation are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- ii. Ensures that a detailed account of revenues and expenditures is presented to the Board as requested;
- iii. Ensures a reviewed statement of the financial position of the Federation is prepared and presented to the Annual General meeting;
- iv. Carries out other duties assigned by resolution of the Board.

1430

#### 6.10 Meetings of the Board

- a. Scheduled meetings of the Board shall be held as often as may be required, but at least four (4) times per year with one (1) meeting to be held immediately following the AGM.
- b. All Directors shall be notified at least seven (7) days prior to the holding of any Board meeting. Directors may waive this notice period with unanimous consent.
- c. A majority of the Directors holding office is a quorum.
- d. If all the Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time, provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

#### 6.11 Board Votes

- a. Resolutions of the Board shall be adopted if a majority of the Directors present vote in favour of the resolution, provided that a quorum remains present. In the event of an equality of votes, the motion shall be deemed to have been defeated and the chair of the Board shall not be entitled to a second or casting vote.
- b. Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- c. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
- d. Meetings of the Board are open to Member Representatives for discussion purposes if invited to do so by the Board but only the Directors may vote. Officers and Directors present may ask any other Member Representatives, or other persons present, to leave.

#### 6.12 Powers and Duties of the Board

- a. The powers and duties of the Board include:
  - i. Promoting the objectives of the Federation;
  - ii. Promoting membership in the Federation;

1630

- iii. Maintaining and protecting the assets and property of the Federation;
- iv. Approving an annual budget for the Federation;
- v. Paying all expenses for operating and managing the Federation;
- vi. Paying persons for services and protecting persons from debts of the Federation;
- vii. Investing any extra monies;
- viii. Financing the operations of the Federation and borrowing or raising monies;
- ix. Making policies for managing and operating the Federation;
- x. Approving all contracts for the Federation;
- xi. Maintaining all accounts and financial records of the Federation;
- xii. Appointing legal counsel as necessary;
- xiii. Making policies, rules and regulations for operating the Federation and using its facilities and assets;
- xiv. Selling, disposing of, or mortgaging any or all of the property of the Federation; and
- xv. Without limiting the general responsibility of the Board, delegating its powers and duties.

6.13 Resignation, Death or Removal of a Director

- a. A Director including the President, may resign from office by giving notice in writing to the Board. The resignation takes effect upon receipt, by the Board, of the written notice. When a Director who is subject to a disciplinary investigation or action of the Federation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- b. Upon resignation, death or removal of a Director, that person also ceases to be a Member.
- c. Members may remove any Director, including the President, before the end of their term. Removal will be decided by Ordinary Resolution at a Special Meeting of Members called for this purpose provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.
- d. The Board may remove a Director or Officer by affirmative vote of not less than seventy-five (75%) percent of the Directors when, in the opinion of the Board:

1630

- i. it is in the best interest of the Federation;
    - ii. the Director or Officer has failed to abide by the Bylaws;
    - iii. the Director or Officer has failed to act in accordance with rules governing conduct; or
    - iv. such Director or Officer has not fulfilled their obligations to the Board of the Federation.
  - e. Where a Director or Officer is to be removed there must be notice provided to all the Board Members, of the intent to remove, including the Director being considered for removal.
  - f. As determined by the Board by majority vote, any Director or Officer missing three consecutive Board meetings without valid reason may be removed without the need to provide notice of intent.
- 6.14 Board Committees – The Board may establish standing committees or ad hoc committees, or both, as required.
- a. Committees may appoint members who are not Directors.
  - b. A Director must chair each committee created by the Board.
  - c. The Chair calls committee meetings.
  - d. Each committee:
    - i. records minutes of its meetings;
    - ii. distributes those minutes to the committee members; and
    - iii. provides reports to each Board meeting at the Board’s request.
  - e. Committee members must be notified fourteen (14) days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
  - f. The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

## **7 Finance, Auditing and Other Management Matters**

- 7.1 The fiscal year end of the Federation will be determined by Ordinary Resolution of the Board.
- 7.2 There must be an audit of the books, accounts and records of the Federation at least once per year. A qualified accountant, appointed at each Annual General Meeting, must do

1630

this audit. At each Annual General Meeting of the Federation, the auditor submits a complete statement of the books of the Federation for the previous year.

7.3 The Board may adopt a seal as the seal of the Federation.

- a. The Secretary has control and custody of the seal, unless the Board decides otherwise.
- b. The seal of the Federation can only be used by the Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Signing Authority

- a. Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Federation will be executed by at least two (2) individuals designated by Ordinary Resolution of the Board.

7.5 Keeping and Inspection of the Books and Records of the Federation

- a. The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- b. The Secretary keeps the original Minute Books at the Registered Office of the Federation. This record contains minutes from all meetings of the Federation Board.
- c. The Board keeps and files all necessary books and records of the Federation as required by the Bylaws, the Societies Act, or any other statute or laws.
- d. A Member Representative wishing to inspect the books or records of the Federation must give reasonable notice to the President or Secretary of the Federation of his/her intentions to do so.
- e. All financial records of the Federation are open for such inspection by the Members, during normal business hours and with reasonable notice.

7.6 Powers of the Federation

- a. The Federation may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings.

7.7 Borrowing Powers

1430

- a. The Federation may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- b. The Board may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Members.

7.8 Negotiable Instruments

- a. For the purpose of the Federation carrying out its objects, the Federation may draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

7.9 Remuneration of Directors and Officers

- a. The Directors and Officers shall receive no remuneration for acting as such and no Director or Officer shall directly or indirectly receive any profit from their position. Directors and Officers may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

7.10 Protection and Indemnity of Directors and Officers

- a. Each Director or Officer holds office with protection from the Federation. The Federation indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Federation. The Federation does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- b. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Federation. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Federation, unless the act is fraud, dishonesty or bad faith.
- c. Directors or Officers can rely on the accuracy of any statement or report prepared by the Federation auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- d. The Federation will maintain in force Directors and Officers liability insurance at all times.

**8 Amending the Bylaws**

- 8.1 These Bylaws may be temporarily suspended, altered or added to by a Special Resolution of the Members.
- 8.2 The one hundred twenty (120) days notice of the Annual General Meeting or twenty-one (21) days notice Special Meeting of the Federation must include details of the proposed resolution to change the Bylaws.

1430

- 8.3 The amended bylaws take effect after the approval of the Special Resolution at any meeting of Members and after being accepted by the Corporate Registry of Alberta.

## 9 Disputes

- 9.1 A dispute arising out of the affairs of the Federation and between any Members of the Federation or between:
  - a. a Member or person who is aggrieved and who has for not more than six (6) months ceased to be a Member; or
  - b. a person claiming through the Member or aggrieved person or claiming under these Bylaws of the Federation,and the Federation or a Director or Officer of the Federation, shall be decided by arbitration, which shall be under the *Arbitration Act*.
- 9.2 A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of King's Bench and there is no appeal from it.

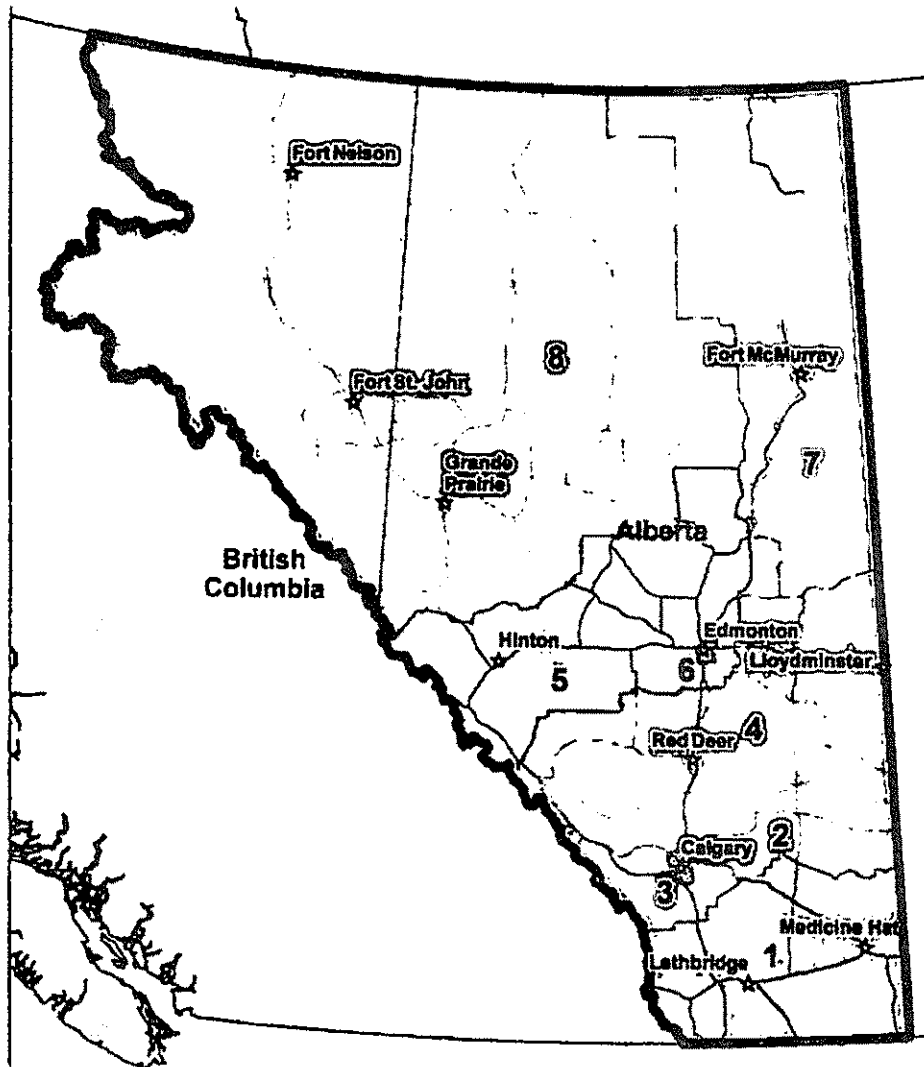
## 10 Distributing the Assets and Dissolving the Federation

- 10.1 If the Federation is dissolved:
  - a. any remaining gaming proceeds are to be donated to an eligible charitable or religious group or purpose or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose.
  - b. any other funds or assets remaining after paying all debts are to be distributed equally to all Affiliated Members in Good Standing in the year of dissolution.

## 11 Adoption of these Bylaws

- 11.1 These Bylaws were ratified by the Members of the Federation at a meeting of Members duly called and held on September 19, 2025.
- 11.2 In ratifying these Bylaws, the Members of the Federation repeal all prior Bylaws of the Federation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

APPENDIX A - ZONES



The boundaries of the Federation are defined by this map.