

Certified Copy

CORPORATE ACCESS NUMBER: 5013687693



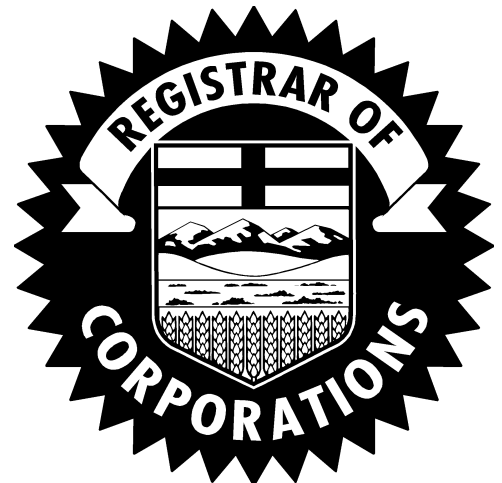
CERTIFICATE

The Registrar of Corporations for the Province of Alberta, Canada, certifies that the documents annexed to this certificate, and relating to

- ATHABASCA REGIONAL MULTIPLEX SOCIETY -

are true and accurate copies of documents which are on the file maintained in this office.

GIVEN UNDER HIS SEAL of office in the Province of Alberta, this Tenth day of July 2024



CR1601491 0049

FILED 110
JUN 03 2016
Registrar of Corporations
Province of Alberta



10000407126589118

Athabasca Regional Multiplex Society

Corporation #5013687693

I herby certify that the following special resolutions were passed at a meeting of the members of

Athabasca Regional Multiplex Society

on

May 16, 2016

RECEIVED
DR
JUN 03 2016
REGISTRAR GENERAL

Article 8.3

04-16 Motion by Member Town of Athabasca to approve the new proposed wording to Article 8.3 to read:

“Meetings of the Society will be open to the general public, except that all or part of any meeting may be closed to the public if the matter to be discussed is within one of the exceptions to disclosure in Division 2 of Part 1 of the Freedom of information and Protection of Privacy Act.”

Carried.

Article 15.5

05-16 Motion by Member Athabasca County to add Article 15.5 to the Corporation by-laws to read:

“In the absence of a director, the member will be allowed to appoint one alternate director.

Carried.

Article 26.4

06-16 Motion by Member Town of Athabasca to approve the new proposed wording to Article 26.4 to read:

“The Chair shall act as the liaison between the Board of Directors and the General Manager.”

Carried.

Athabasca Regional Multiplex General Manager

Athabasca Regional Multiplex Board Chair

As per Corporate Registry records Warren Griffin is director/vice chairman of the Society

CR1301534 0150

SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of the Athabasca Regional Multiplex Society

On May 6, 2013

RECEIVED
JUL 23 2013
Corporate Registry

FILED 202
JUL 23 2013
Registrar of Corporations
Province of Alberta

The by-laws were changed as follows:

- The existing by-laws are repealed for the Athabasca Regional Multiplex Society (corporate access number 5013687693).
- They are replaced by the attached by-laws.



Date: May 14, 2013

Signature: *Robert Balay*

Printed Name: Robert Balay

Title: Manager of Regional Recreation Services

ATHABASCA REGIONAL MULTIPLEX SOCIETY

BYLAWS

ARTICLE 1 - DESIGNATION

- 1.1 The Society shall be designated as "Athabasca Regional Multiplex Society" (the "Society").

ARTICLE 2 - INTERPRETATION

- 2.1 In these by-laws unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and the following words shall have the following

2.2

- (a) "Act" means the *Societies Act* RSA 1980, c-S18, as amended from time to time (the "Act").
- (b) "Annual General Meeting" means that meeting to be held as set forth in Article 8.1 hereof;
- (c) "Board" means the Board of Directors of the Society;
- (d) "County" means the Athabasca County;
- (e) "Directors" means the directors of the Society as from time to time hold office in accordance with these Bylaws;
- (f) "Members" means a Municipality which has complied with the requirements set forth in Article 3.1 hereof;
- (g) "Membership Fee" means that membership fee which may be determined in accordance with Article 5.1 hereof;
- (h) "Municipality" means municipality as that term is defined in the *Municipal Government Act* 1994, c. M-26.1, as amended;
- (i) "Society" means Athabasca Regional Multiplex Society;
- (j) "Special Resolution" a special resolution as that term is defined in the Act;
- (k) "Town" means the Town of Athabasca.

- 2.3 The objects of the Society are those named in the Application under the Act, and a copy of that Application shall be kept with a copy of these Bylaws.

ARTICLE 3 - MEMBERSHIP

- 3.1 Subject to the approval of the Board of Directors, any Municipality may become a member of the Society [by executing a membership agreement in form and content satisfactory to the Board of Directors and submitting a copy of the Resolutions of Council or Bylaw authorizing such Municipality to execute such membership agreement and join the Society.]

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3.2 Membership in the Society is ongoing and does not require affirmation by Members.

ARTICLE 4- VOTING RIGHTS OF MEMBERSHIP

4.1 Each Member shall be entitled to one vote on every matter properly put before a meeting for a vote, such matter to be decided by a show of hands. In the event of a tie, the matter is defeated.

ARTICLE 5- MEMBERSHIP FEES

5.1 The Membership Fee, if any, shall be fixed by the Board of Directors from time to time.

ARTICLE 6- MEMBERSHIP CEASES

6.1 A Member may terminate its membership in the Society by way of notice in writing delivered to the Society on or before June 30 to become effective on December 31 of that year.

6.2 In no event shall a Member be expelled from membership with the Society.

6.3 Upon termination of membership for any reason, no Member shall have any ownership claim to any of the assets of the Society in any manner whatsoever.

6.4 Upon the dissolution or winding up of the Society and after the payment of all debts and liabilities of the Society, the remaining property of the Society shall be distributed to another Society with similar objectives, at the time of dissolution or winding up, in the proportions determined by the Board of Directors, in their discretion.

ARTICLE 7- ANNUAL GENERAL MEETING

7.1 The Annual General Meeting shall be held at a location and on a date to be selected by the Board of Directors each year.

7.2 The Secretary-Treasurer shall provide no less than ten (10) days' notice of the Annual General Meeting to each Member's last known address.

ARTICLE 8- MEETINGS OF MEMBERS

8.1 Any special or general meeting of the Members shall be held at such place within the Province of Alberta as the Chair or Board of Directors may determine and on such day as the Board of Directors shall appoint.

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8.2 General meetings of the Society may be called at any time by the Chair or Board of Directors by giving notice then (10) days prior to the date of such meeting.

8.3 Meetings of the Society will be closed to the general public.

ARTICLE 9-SPECIAL MEETING

9.1 A special meeting shall be called by the Chairman or Secretary upon receipt of a petition signed by one of the Members in good standing, setting forth the reasons for calling such meeting. Notice must be given to all Members ten (10) days prior to the meeting.

ARTICLE 10-NOTICE

10.1 Whenever the provisions of these Bylaws require notice to be given to a Member or Director, such notice must be given by mail by depositing same in a post office or a public letter box in a postage-paid, sealed wrapper addressed to the Member at its address as the same appears on the records of the Society or by sending a facsimile transmission addressed to the Member at its address as the same appears on the records of the Society. A notice or other document sent by post shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. A notice or other document sent by facsimile transmission, or read request electronic mail shall be deemed to be delivered at the time when the same was transmitted by the sender.

ARTICLE 11- ERROR OR OMISSION IN NOTICE

11.1 No error or omission in giving notice of an Annual General Meeting, general meeting or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

ARTICLE 12-QUORUM

12.1 A quorum for the transaction of business at any meeting of Members shall consist of all the Members of the Society.

ARTICLE 13- ADJOURNMENT

- 13.1 Any meetings of the Society may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the originating meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 14- VOTING

- 14.1 At all meetings of the Society, except meetings of the Directors, every question shall be decided by a majority of the votes of the Members present unless otherwise required by the Bylaws of the Society, or by law. Every question shall be decided in the first instance by a show of hands unless a recorded vote be requested by a Director. Upon a show of hands, every Member shall have one vote, and unless a recorded vote be requested by a declaration by the Chair that a resolution has been carried or not carried and any entry to that effect in the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the vote accorded in favor of or against such resolution. In the event of a tie, the question is defeated.

ARTICLE 15 – BOARD OF DIRECTORS

- 15.1 The affairs of the Society shall be managed by six (6) Directors who shall be appointed as follows:
- a) three (3) Directors from the County; and
 - b) three (3) Directors from the Town.
- 15.2 The Board of Directors and Officers may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the Bylaws of the Society or by law expressly directed or required to be done by the Society at a meeting of the Members or otherwise.
- 15.3 A Member may revoke the appointment of its appointed Director or Officer and may appoint a replacement in their stead. This to be carried out by each municipal council by a majority vote.
- 15.4 The Board of Directors may appoint or revoke the appointment of its officers by a majority vote.

ARTICLE 16- VACANCIES, BOARD OF DIRECTORS

- 16.1 Any vacancies on the Board of Directors occurring during the year, however caused, shall be filled as soon as possible by the member affected, provided it is so stated in the notice calling such meeting. Any Member in good standing shall be eligible to any office in the Society.

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ARTICLE 17- QUORUM AND MEETINGS, BOARD OF DIRECTORS

- 17.1 Meetings of the Board of Directors shall be held as often as may be required, but at least once every three (3) months and shall be called by the Chair. Notice of the meetings of the Board of Directors requires ten (10) days notice by mail, or three (3) days notice by fax, telephone or read receipt electronic mail.
- 17.2 100% of the membership and 2 directors from each member shall constitute a quorum.
- 17.3 A Director may participate in a meeting of the Board of Directors or of a committee of the Board of Directors by means of telephone conference or other electronic means.

ARTICLE 18- VOTING, BOARD OF DIRECTORS

- 18.1 At all meetings of the Board of Directors, every question shall be decided by majority of votes. Every question shall be decided in the first instance by a show of hands unless a recorded vote is requested by any Director.
- 18.2 Upon a show of hands, every Director shall have one (1) vote and unless a recorded vote be requested by a declaration by the Chair that resolution has been carried or not carried and any entry to that effect in the Directors' minutes shall be sufficient evidence of the fact without proof of the number or proportion of the vote accorded in favor or against such resolution.
- 18.3 In the event of a tie, the Chair of the meeting shall not have a second and casting vote on the question.

ARTICLE 19- RESOLUTION IN WRITING

- 19.1 A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 19.2 Any resolution in writing or electronic e-mail shall be recorded at the next Board of Director's meeting.

ARTICLE 20- ERRORS IN NOTICE

- 20.1 No error or omission in giving notice for a Board of Directors meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Directors may at any time waive notice to any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

ARTICLE 21- CONTINUATION IN OFFICE

- 21.1 The Directors of the Board shall continue in office until their respective successors are duly elected, appointed or otherwise designated and installed in accordance with the Bylaws.

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ARTICLE 22- REMUNERATION OF DIRECTORS

22.1 Unless authorized at any meeting and after notice for same shall have been given, no officer or Director of the Society shall receive any remuneration for their services by the Society..

ARTICLE 23- LIABILITY OF DIRECTORS

23.1 Every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and their heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them or in respect of any act, deed matter or thing whatsoever made, done or permitted by them or any other Director or Directors in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their own willful neglect or default.

ARTICLE 24- COMMITTEES OF THE SOCIETY

24.1 The Board of Directors may establish such committees, as may be required from time to time, to fulfill the roles and perform the duties of the Society and confer decision-making authority on the committee, other than policy, finance and other matters otherwise specifically provided for elsewhere in the Bylaws.

ARTICLE 25- OFFICERS OF THE SOCIETY

25.1 Officers of the Board of Directors shall include a Chairman, Vice-Chairman, a Secretary-Treasurer, or in the place of a Secretary-Treasurer, a Secretary and a Treasurer, and such other officers as determined by the Board in its discretion from time to time. In addition to the duties set forth herein, the officers shall have such duties as the Board may from time to time determine.

ARTICLE 26- DUTIES OF CHAIRMAN

- 26.1 The Chair presides over all meetings of the Board of Directors.
- 26.2 The Chair shall be an ex-officio a Member of all Committees. The Chair shall, when present, preside at all meetings of the Society and of the Board of Directors.
- 26.3 In their absence, the Vice- Chair shall preside at any such meetings. In the absence of both, a chair may be elected at the meeting to preside.
- 26.4 The Chair shall act as the liason between the Board of Directors and the Manager of Regional Recreation Services.

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ARTICLE 27-DUTIES OF VICE-CHAIRMAN

27.1 The Vice-Chair shall act and perform the duties of the Chair in their absence in the conduct of their office. During the absence or inability of the Chair and Vice-Chair, the duties and powers of the Chair shall be exercised by a Director appointed by the Board of Directors for this purpose.

ARTICLE 28-DUTIES OF SECRETARY-TREASURER

28.1 The Secretary-Treasurer shall cause the funds of the Society to be received and disbursed in accordance with the directions of the Board of the Directors, subject to these Bylaws. The Secretary- Treasurer shall cause to be kept detailed accounts of all income and expenditures including proper vouchers for all disbursements of the Society. The Secretary-Treasurer shall cause to be rendered to the Board of Directors at regular meetings thereof or whenever required by the Board of Directors an account of all transactions of the Society and the financial position of the Society.
28.2 The Secretary-Treasurer shall cause all facts and minutes of all proceedings to be kept on all meetings of the Society and shall cause all notices to be given to Members, Associate Members and to Directors required by these Bylaws. The Secretary-Treasurer shall cause to be kept the seal of the Society and all books, papers, records, correspondence, contracts and other documents belonging to the Society and shall cause the same to be delivered up when required by the Act or when authorized by the Board of Directors to such person as may be named by the Board of Directors. The Secretary-Treasurer shall perform such other duties as may from time to time, be determined by the Board of Directors.

ARTICLE 29-SEAL

29.1 The Society shall have a seal in the form approved from time to time by the Board of Directors. Whenever the seal is used, it must be authenticated by the signature of the Secretary and the Chair, or, in the case of death or inability of either to act, by the Vice-Chair.

ARTICLE 30-BORROWING POWER

30.1 For the purpose of carrying out the objects of the Society, the Society may borrow or raise or secure the payment of money in such manner as the Board of Directors deems fit; and in particular to the issues of debentures, this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

ARTICLE 31- AUTHORIZATION OF EXPENDITURES

- 31.1 The operating and capital budgets of the Society shall be approved by the Members. Such approval does not require a special meeting of the Members.
- 31.2 The Society may make any expenditure which is contemplated within an approved budget.
- 31.3 If any expenditure can be reasonably expected to cause the Society to:
- a) exceed its approved budget; or
 - b) have a detrimental effect on any program contemplated by an approved budget

then such expenditure may be made if:

- c) the Board of Directors approves such expenditures in advance; and
- d) all of the Members approve such expenditure in writing and in advance of such expenditure.

ARTICLE 32- AUDITING

- 32.1 The books, financial accounts and records of the Society shall be audited at least once each year by an auditor appointed by the Board of Directors (the "Auditor"). A complete and proper statement of the standing of the books for the previous fiscal year shall be presented at the Annual General Meeting by the Auditor.

ARTICLE 33- FISCAL YEAR

- 33.1 The fiscal year of the Society shall terminate on December 31 in each year and the financial statements of the Society's affairs for presentation to the Members at the Annual General Meeting shall be made as of that date.

ARTICLE 34- INSPECTION OF BOOKS BY MEMBERS

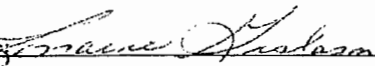
- 34.1 The books and records of the Society may be inspected by any Member at any time upon giving reasonable notice and arranging a time satisfactory to the Secretary-Treasurer. Each Director shall, at all times, have access to such books and records.

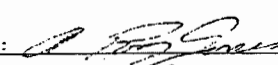
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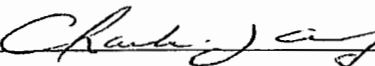
ARTICLE 35 - BY-LAWS

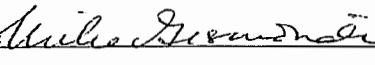
35.1 The Bylaws may be rescinded, altered or added to by a Special Resolution.

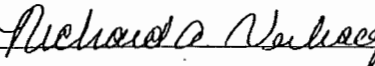
Dated Oct. 17/07

| | | | |
|--|--|-----------------------|-------------------------------|
| Signature:  | Address | | |
| Print Name: Lorraine Gislason | City/Town Box 1201 Athabasca | Province AB | Postal Code T9S 2B1 |

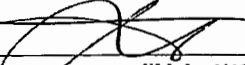
| | | | |
|--|---|-----------------------|-------------------------------|
| Signature:  | Address | | |
| Print Name: Roy Jones | City/Town Box 403 Athabasca | Province AB | Postal Code T9S 2A4 |

| | | | |
|--|--|-----------------------|-------------------------------|
| Signature:  | Address | | |
| Print Name: Charlie Ashbey | City/Town Box 97 Athabasca | Province AB | Postal Code T9S 2A2 |

| | | | |
|--|--|-----------------------|-------------------------------|
| Signature:  | Address | | |
| Print Name: Mike Gismondi | City/Town 4. 814-52 Street Athabasca | Province AB | Postal Code T9S 1K8 |

| | | | |
|---|---|-----------------------|-------------------------------|
| Signature:  | Address | | |
| Print Name: Richard Verhaeghe | City/Town 4510 Hees Drive Athabasca | Province AB | Postal Code T9S 1J3 |

WITNESS

| | | | |
|--|--|----------|-------------------------------|
| Signature:  | Address | | |
| Print Name: JIM L. WOODWARD County Manager | City/Town 3602-48 Ave. Athabasca, AB | Province | Postal Code T9S 1M8 |

CRC9900367 0073



ATHABASCA REGIONAL MULTIPLEX

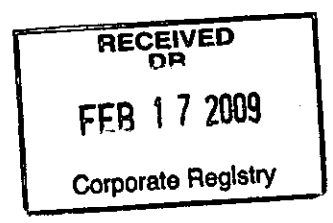
February 3, 2008

2 University Drive, Athabasca, Alberta T9S 0A3
Tel: (780) 675-2967 Fax: (780) 675-2703

Alberta Corporate Registry
Ground Floor
10365 - 97 Street
Edmonton, AB
T5J 3W7

501 3687693

10000107104999747



Re: BYLAW CHANGES

Please be advised that the Athabasca Regional Multiplex Society passed a special resolution to our bylaws at the December 29 Annual General Meeting.

I hereby certify that the following special resolution was passed at a meeting of the members of the Athabasca Regional Multiplex Society on December 29, 2008.

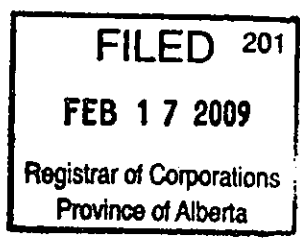
The Bylaws were changed as follows:

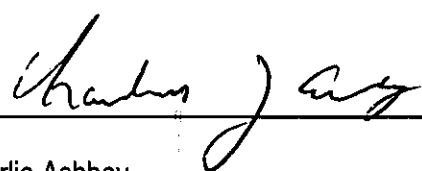
Bylaw Article 17.1 is changed to read:

Meetings of the Board Shall be held as often as may be required, but at least once every three (3) months and shall be called by the Chairman. Notice of the meetings of the Board requires ten (10) days notice by mail, or three (3) days notice by fax, telephone or read request electronic mail.

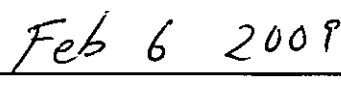
Bylaw Article 17.2 is changed to read:

Sixty six (66%) percent of the Members of the Board shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null.





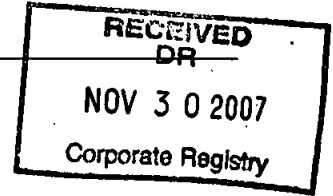
Charlie Ashbey
Chair



Date

ATHABASCA REGIONAL MULTIPLEX SOCIETY

BYLAWS



ARTICLE 1 – DESIGNATION

- 1.1 The Society shall be designated as “Athabasca Regional Multiplex Society” (the “Society”).

ARTICLE 2 – INTERPRETATION

- 2.1 In these by-laws unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and the following words shall have the following

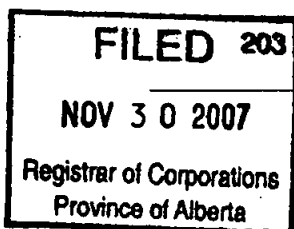
2.2 -

- (a) “Act” means the *Societies Act* RSA 1980, c-S18, as amended from time to time (the “Act”).
- (b) “Annual General Meeting” means that meeting to be held as set forth in Article 8.1 hereof;
- (c) “Board” means the Board of Directors of the Society;
- (d) “County” means the County of Athabasca;
- (e) “Directors” means the directors of the Society as from time to time hold office in accordance with these Bylaws;
- (f) “Members” means a person which has complied with the requirements set forth in Article 3.1 hereof;
- (g) “Membership Fee” means that membership fee which may be determined in accordance with Article 5.1 hereof;
- (h) “Municipality” means municipality as that term is defined in the *Municipal Government Act* 1994, c. M-26.1, as amended;
- (i) “Society” means Athabasca Regional Multiplex Society;
- (j) “Special Resolution” a special resolution as that term is defined in the Act;
- (k) “Town” means the Town of Athabasca.

- 2.3 The objects of the Society are those named in the Application under the Act, and a copy of that Application shall be kept with a copy of these Bylaws.

ARTICLE 3 – MEMBERSHIP

- 3.1 Subject to the approval of the Board, any Municipality may become a member of the Society [by executing a membership agreement in form and content satisfactory to the Board and submitting a copy of the Resolutions of Council or Bylaw authorizing such Municipality to execute such membership agreement and join the Society.]



- 3.2 Membership in the Society is ongoing and does not require affirmation by Members.

ARTICLE 4 – VOTING RIGHTS OF MEMBERSHIP

- 4.1 Each Member shall be entitled to one vote on every matter properly put before a meeting for a vote, such matter to be decided by a show of hands. In the event of a tie, the Chairman of the meeting, in addition to his original vote, shall not have a second and casting vote on the matter.

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- 5.1 The Membership Fee, if any, shall be fixed by the Board from time to time.

ARTICLE 6 – MEMBERSHIP CEASES

- 6.1 A Member may terminate its membership in the Society by way of notice in writing delivered to the Society on or before June 30 to become effective on December 31 of that year.
- 6.2 In no event shall a Member be expelled from membership with the Society.
- 6.3 Upon termination of membership for any reason, no Member shall have any ownership claim to any of the assets of the Society in any manner whatsoever.
- 6.4 Upon the dissolution or winding up of the Society and after the payment of all debts and liabilities of the Society, the remaining property of the Society shall be distributed to the Members, at the time of dissolution or winding up, in the proportions determined by the Board, in their discretion.

ARTICLE 7- ANNUAL GENERAL MEETING

- 7.1 The Annual General Meeting shall be held at a location and on a date to be selected by the Directors each year.
- 7.2 The Secretary-Treasurer shall provide no less than ten (10) days' notice of the Annual General Meeting to each Member's last know address.

ARTICLE 8 – MEETINGS OF MEMBERS

- 8.1 Any special or general meeting of the Members shall be held at such place within the Province of Alberta as the Board may determine and on such day as the Board shall appoint.

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CR0701988 0033

- 8.2 General meetings of the Society may be called at any time by the Secretary-Treasurer upon the instructions of the Chairman or Board by notice then (10) days prior to the date of such meeting.
- 8.3 Upon receipt of a request for a general meeting of the Society from no less than two (2) Members, the Chairman shall call a general meeting of the Society, notice of such general meeting to be provided no less than ten (10) days before the time fixed for the holding of such meeting.

ARTICLE 9 – SPECIAL MEETING

- 9.1 A special meeting shall be called by the Chairman or Secretary upon receipt of a petition signed by one of the Members in good standing, setting forth the reasons for calling such meeting. Notice must be given to all Members ten (10) days prior to the meeting.

ARTICLE 10 – NOTICE

- 10.1 Whenever the provisions of these Bylaws require notice to be given to a Member or Director, such notice must be given by mail by depositing same in a post office or a public letter box in a postage-paid, sealed wrapper addressed to the Member at its address as the same appears on the records of the Society or by sending a facsimile transmission addressed to the Member at its address as the same appears on the records of the Society. A notice or other document sent by post shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. A notice or other document sent by facsimile transmission shall be deemed to be delivered at the time when the same was transmitted by the sender.

ARTICLE 11 – ERROR OR OMISSION IN NOTICE

- 11.1 No error or omission in giving notice of an Annual General Meeting, general meeting or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

ARTICLE 12 – QUORUM

- 12.1 A quorum for the transaction of business at any meeting of Members shall consist of all the Members of the Society.

ARTICLE 13 – ADJOURNMENT

- 13.1 Any meetings of the Society or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the originating meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 14 – VOTING

- 14.1 At all meetings of the Society every question shall be decided by a majority of the votes of the Members present unless otherwise required by the Bylaws of the Society, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and any entry to that effect in the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the vote accorded in favor of or against such resolution. In the event of a tie, the Chairman of the meeting shall have not a second and casting vote.

ARTICLE 15 – BOARD OF DIRECTORS

- 15.1 The affairs of the Society shall be managed by six (6) Directors who shall be appointed as follows:
- a) three (3) Directors from the County; and
 - b) three (3) Directors from the Town.
- 15.2 The Board and Officers may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the Bylaws of the Society or by law expressly directed or required to be done by the Society at a meeting of the Members or otherwise.
- 15.3 A Member may revoke the appointment of its appointed Director or Officer and may appoint a replacement in his stead.

ARTICLE 16 – VACANCIES, BOARD OF DIRECTORS

- 16.1 Any vacancies on the Board occurring during the year, however caused, shall be filled at the next Members meeting, provided it is so stated in the notice calling such meeting. Any Member in good standing shall be eligible to any office in the Society.

ARTICLE 17 – QUORUM AND MEETINGS, BOARD OF DIRECTORS

- 17.1 Meetings of the Board shall be held as often as may be required, but at least once every three (3) months and shall be called by the Chairman. Notice of the meetings of the Board requires ten (10) days notice by mail, or three (3) days notice by fax or telephone.
- 17.2 Seventy five (75%) percent of the Members of the Board shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null.
- 17.3 With the consent of all the Directors, a Director may participate in a meeting of the Board or of a committee of the Board by means of telephone conference.

ARTICLE 18 – VOTING, BOARD OF DIRECTORS

- 18.1 At all meetings of the Board, every question shall be decided by a majority of votes. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Director. Upon a show of hands, every Director shall have one (1) vote and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and any entry to that effect in the Directors' minutes shall be sufficient evidence of the fact without proof of the number or proportion of the vote accorded in favor or against such resolution. In the event of a tie, the Chairman of the meeting shall not have a second and casting vote on the question.

ARTICLE 19 – RESOLUTION IN WRITING

- 19.1 A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

ARTICLE 20 – ERRORS IN NOTICE

- 20.1 No error or omission in giving notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Directors may at any time waive notice to any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

ARTICLE 21 – CONTINUATION IN OFFICE

- 21.1 The Members of the Board shall continue in office until their respective successors are duly elected, appointed or otherwise designated and installed in accordance with the Bylaws.

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ARTICLE 22 – REMUNERATION OF DIRECTORS

- 22.1 Unless authorized at any meeting and after notice for same shall have been given, no officer or Member of the Society shall receive any remuneration for his/her services.

ARTICLE 23 – LIABILITY OF DIRECTORS

- 23.1 Every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or in respect of any act, deed matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties or his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE 24 – COMMITTEES OF THE SOCIETY

- 24.1 The Board may establish such committees, as may be required from time to time, to fulfill the roles and perform the duties of the Society and confer decision-making authority on the committee, other than policy, finance and other matters otherwise specifically provided for elsewhere in the Bylaws.

ARTICLE 25 – OFFICERS OF THE SOCIETY

- 25.1 Officers of the Board of Directors shall include a Chairman, Vice-Chairman, a Secretary-Treasurer, or in the place of a Secretary-Treasurer, a Secretary and a Treasurer, and such other officers as determined by the Board in its discretion from time to time. In addition to the duties set forth herein, the officers shall have such duties as the Board may from time to time determine.

ARTICLE 26 – DUTIES OF CHAIRMAN

- 26.1 The Chairman shall be an ex-officio a Member of all Committees. He shall, when present, preside at all meetings of the Society and of the Board. In his absence, the Vice-Chairman shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

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ARTICLE 27 – DUTIES OF VICE-CHAIRMAN

27.1 The Vice-Chairman shall act and perform the duties of the Chairman in his absence in the conduct of his office. During the absence or inability of the Chairman and Vice-Chairman, the duties and powers of the Chairman shall be exercised by a Director appointed by the Board for this purpose.

ARTICLE 28 – DUTIES OF SECRETARY-TREASURER

28.1 The Secretary-Treasurer shall cause the funds of the Society to be received and disbursed in accordance with the directions of the Board, subject to these Bylaws. The Secretary-Treasurer shall cause to be kept detailed accounts of all income and expenditures including proper vouchers for all disbursements of the Society. The Secretary-Treasurer shall cause to be rendered to the Board at regular meetings thereof or whenever required by the Board an account of all transactions of the Society and the financial position of the Society.

28.2 The Secretary-Treasurer shall cause all facts and minutes of all proceedings to be kept on all meetings of the Society and shall cause all notices to be given to Members, Associate Members and to Directors required by these Bylaws. The Secretary-Treasurer shall cause to be kept the seal of the Society and all books, papers, records, correspondence, contracts and other documents belonging to the Society and shall cause the same to be delivered up when required by the Act or when authorized by the Board to such person as may be named by the Board. The Secretary-Treasurer shall perform such other duties as may from time to time, be determined by the Board.

ARTICLE 29 – SEAL

29.1 The Society shall have a seal in the form approved from time to time by the Board. Whenever the seal is used, it must be authenticated by the signature of the Secretary and the Chairman, or, in the case of death or inability of either to act, by the Vice-Chairman.

ARTICLE 30 – BORROWING POWER

30.1 For the purpose of carrying out the objects of the Society, the Society may borrow or raise or secure the payment of money in such manner as the Board deems fit; and in particular to the issues of debentures, this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

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ARTICLE 31 – AUTHORIZATION OF EXPENDITURES

- 31.1 The Society may make any expenditure which is contemplated within an approved budget.
- 31.2 If any expenditure can be reasonably expected to cause the Society to:
- a) exceed its approved budget; or
 - b) have a detrimental effect on any program contemplated by an approved budget

then such expenditure may be made if:

- c) the Board approves such expenditures in advance; and
- d) all of the Members approve such expenditure in writing and in advance of such expenditure.

ARTICLE 32 – AUDITING

- 32.1 The books, financial accounts and records of the Secretary-Treasurer shall be audited at least once each year by an auditor appointed by the Board (the "Auditor"). A complete and proper statement of the standing of the books for the previous fiscal year shall be presented at the Annual General Meeting by the Auditor.

ARTICLE 33 – FISCAL YEAR

- 33.1 The fiscal year of the Society shall terminate on December 31 in each year and the financial statements of the Society's affairs for presentation to the Members at the Annual General Meeting shall be made as of that date.


ARTICLE 34 – INSPECTION OF BOOKS BY MEMBERS


- 34.1 The books and records of the Society may be inspected by any Member at any time upon giving reasonable notice and arranging a time satisfactory to the Secretary-Treasurer. Each Director shall, at all times, have access to such books and records.


ARTICLE 35 – BY-LAWS


35.1 The Bylaws may be rescinded, altered or added to by a Special Resolution.


Dated Oct. 17/07

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| Signature:  | Address | | |
| Print Name: Lorraine Gislason | City/Town Box 1201 Athabasca | Province AB | Postal Code T9S 2B1 |

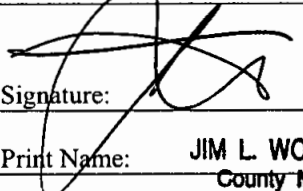
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|--|---|-----------------------|-------------------------------|
| Signature:  | Address | | |
| Print Name: Roy Jones | City/Town Box 403 Athabasca | Province AB | Postal Code T9S 2A4 |

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|---|--|-----------------------|-------------------------------|
| Signature:  | Address | | |
| Print Name: Charlie Ashbey | City/Town Box 97 Athabasca | Province AB | Postal Code T9S 2A2 |

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|--|--|-----------------------|-------------------------------|
| Signature:  | Address | | |
| Print Name: Mike Gismondi | City/Town 4, 814-52 Street Athabasca | Province AB | Postal Code T9S 1K8 |

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|--|---|-----------------------|-------------------------------|
| Signature:  | Address | | |
| Print Name: Richard Verhaeghe | City/Town 4510 Hees Drive Athabasca | Province AB | Postal Code T9S 1J3 |

WITNESS

| | | | |
|--|---|-----------------------|-------------------------------|
| Signature:  | Address | | |
| Print Name: JIM L. WOODWARD County Manager | City/Town 3602-48 Ave. Athabasca, | Province AB | Postal Code T9S 1M8 |

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