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**THE SOCIETIES ACT, R.S.A. 2000, Chapter s-14**

**BY-LAWS OF CLUB 63 NORTH**

*Revised: June 2007*

*Adopted at AGM: September 18, 2007*

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## THE SOCIETIES ACT, R.S.A. 2000, Chapter s-14

### BY-LAWS OF CLUB 63 NORTH

#### Article 1 - INTERPRETATION

##### 1.01 DEFINITIONS

In these By-laws, unless the context or subject matter requires a different meaning:

- (a) **"the Act"** means the *Societies Act*, R.S.A. 2000, Chapter s-14, as amended from time to time;
- (b) **"Annual General Meeting"** means the regular general meeting of the members required by the Act to be held annually;
- (c) **"Board"** means the Board of Directors of the Club;
- (d) **"By-laws"** means these By-laws as amended from time to time;
- (e) **"dependent"** means a child who is in the care, custody, and control of the member and is dependent upon the member for support, up to and including the year in which they turn seventeen (17) years of age;
- (f) **"General Meeting"** means any meeting of the members, including, for greater certainty, an Annual General Meeting of the members;
- (g) **"member"** (unless otherwise qualified) means a member of the Club in the manner hereinafter set forth in Article III;
- (h) **"Syncrude"** means Syncrude Canada Ltd.;
- (i) **"Club"** means the above-named Club; and
- (j) **"Special Meeting"** means a General meeting called in response to a petition signed by the lesser of one-third of the members in good standing; or 100 members in good standing; or as requested by the majority of the Board. The petition shall set forth the reasons for requesting such a meeting.

##### 1.02 MEANINGS IN THE ACT

Words which have a special meaning assigned to them in the Act shall have the same meaning in these By-laws.

**1.03 EXTENDED MEANINGS**

Words importing the singular number shall include the plural and vice versa; words importing the masculine or neuter gender shall include the masculine, feminine and neuter genders; and words importing persons shall include firms and corporations, wherever the fact or context so requires.

**1.04 HEADINGS**

The headings used throughout these By-laws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any Article, nor to be deemed in any way to qualify, modify or explain the effect of any such term or provision.

**1.05 INTERPRETATION AND COMPLIANCE**

Questions of interpretation of or compliance with these By-laws shall be referred to the Board, whose decision shall be final and binding.

**Article 2 - REGISTERED OFFICE**

**2.01 CHANGE OF REGISTERED OFFICE**

The Board from time to time may change the place within the Province of Alberta at which the registered office of the Club is situate or fix the address of such registered office.

**Article 3 - MEMBERS**

**3.01 MEMBERS**

The members of the Club from time to time shall include the applicants for incorporation of the Club and those persons who have subsequently become regular, non-regular or associate members in accordance with these By-laws, and who have not ceased to be members as set forth in Article 3.07.

**3.02 REGULAR MEMBERSHIP**

The following persons shall be eligible for regular membership in the Club, namely:

- (a) all employees of Syncrude, except those classified by Syncrude as "Leave of Absence", "casual", or "student"
- (b) specific classifications of employees of Syncrude, classified by Syncrude as "Leave of Absence", "casual", or "student"; or
- (c) all employees of the Club.

Regular members shall be required to pay any dues or special assessments levied by the Board pursuant to Article 13.01 below.

**3.03 NON-REGULAR MEMBERSHIP**

The following persons shall be eligible for non-regular membership in the Club, namely:

- (a) all personnel "loaned" to Syncrude by any company participating in the Syncrude Project (as defined in that certain Ownership and Management Agreement dated February 4, 1975);
- (b) the spouse of any regular member, as outlined in 3.02(a), who passes away while employed by Syncrude; and
- (c) all personnel who are not described in paragraphs (a) or (b) above, who are deemed eligible for non-regular membership by the Board.

Non-regular members shall be required to pay any dues or special assessments levied by the Board pursuant to Article 13.01 below, subject to Article 3.07 below.

**3.04 ASSOCIATE MEMBERSHIP**

Any employee falling within one or more of the groups referred to in:

- (a) Article 3.02, paragraphs (a) and (c); and
- (b) Article 3.03, paragraph (b);

who retires from such employment shall be eligible for associate membership in the Club, provided that at the time of such retirement such employee is a regular member in good standing pursuant to Article 3.02 and 3.03. In addition, in the event of 3.03(b), the surviving spouse is eligible for an associate membership. An associate member shall be required to pay any dues or special assessments levied by the Board pursuant to Article 13.01 below, subject to Article 3.07 below. Effective October 1, 2007, there shall be 2 classes of associate membership available: basic membership and enhanced membership. The basic associate membership

entitles the member to the Club's preferred rate listings. The enhanced associate membership includes basic membership benefits and access to all Club sponsored events. The default associate membership class is basic.

**3.05 ATTENDANCE AT GENERAL MEETING.**

Every member shall be entitled to receive notice of and attend General Meetings, and every member present in person or represented by proxy at a General Meeting shall be entitled to one (1) vote at that General Meeting.

**3.06 ATTENDANCE AT SPECIAL MEETING.**

Every member shall be entitled to receive notice of and attend Special Meetings, and every member present in person or represented by proxy at a Special Meeting shall be entitled to one (1) vote at that Special Meeting.

**3.07 NON-TRANSFERABILITY.**

The interest of a member in the Club is not transferable.

**3.08 CESSATION OF MEMBERSHIP.**

A person shall cease to be a regular, non-regular, or associate member, as the case may be, if any of the following should occur, namely:

- (a) Voluntary withdrawal by such member by the serving of a written notice on the Club;
- (b) Failure to pay the requisite dues or special assessments levied by the Board pursuant to Article 13.01 below; and
- (c) Expulsion of such member by the Board for misappropriation of Club funds, conduct contrary to the objects and aims of the Club, or for such other cause as a majority of the Board within the exercise of its sole discretion deems appropriate;

and shall thereupon forfeit all right, claim and interest arising from or associated with membership in the Club. Under no circumstances shall a person ceasing to be a member be entitled to a refund of all or any portion of fees, dues or special assessments paid by such person up to and including the effective date of withdrawal or expulsion, as the case may be.

**Article 4 - MEMBERS' MEETINGS**

**4.01 CONVENING OF GENERAL MEETINGS**

General Meetings shall be summoned by the President upon the instructions of the Board at such time and place as it shall determine but, in any event, shall be summoned at least once annually and not more than fifteen (15) months after the preceding Annual General Meeting.

**4.02 NOTICE OF GENERAL MEETINGS**

Where it is proposed to pass a special resolution at a General Meeting, at least twenty-one (21) days' written notice, or such other notice as may be required from time to time by the Act, shall be given to the members, and in all other cases at least seven (7) days' written notice shall be given to the members, which notice shall specify the place, the day and the hour of the General Meeting and, in the case of special business, the general nature of such special business. The notice for an Annual General Meeting shall be the same as for the General Meeting.

**4.03 NOTICE OF SPECIAL MEETINGS**

Where it is proposed to convene a Special Meeting, at least twenty-one (21) days' written notice, or such other notice as may be required from time to time by the Act, shall be given to the members, which notice shall specify the place, the day and the hour of the Special Meeting and, in the case of special business, the general nature of such special business. The notice for a Special Meeting shall be the same as for the General Meeting (in accordance with article 4.02).

**4.04 NON-RECEIPT OF NOTICE**

The accidental omission to give notice to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any General Meeting.

## **Article 5 - PROCEEDINGS AT GENERAL MEETINGS**

### **5.01 BUSINESS OF ANNUAL GENERAL MEETING**

The business of an Annual General Meeting shall be in accordance with the Act, and shall include:

- (a) A review of the most recent annual (fiscal) financial statement;
- (b) The selection of an independent accounting agent to review the financial statement of any past or upcoming fiscal period; and
- (c) The election of directors.

### **5.02 QUORUM**

The quorum for a General Meeting shall be fifteen (15) members present in person and a quorum of the Board except where otherwise provided for in these By-laws. The members of the Board shall count as eligible members in the determination of the constitution of the meeting quorum. No business shall be transacted at a General Meeting unless the requisite quorum is present at the commencement of business, subject to Article 5.03 below. The quorum for a special meeting and Annual General Meeting shall be the same as for the General Meeting.

### **5.03 QUORUM NOT PRESENT**

If fifteen (15) minutes after the appointed start time for the holding of a General Meeting a quorum is not present, then the meeting shall stand adjourned and if at the second adjourned meeting a quorum is not present, then those members who are present and entitled to vote (provided that there are at least three such members) shall be deemed to be a quorum, and may transact all business which a full quorum might have done.

### **5.04 CHAIRPERSON**

The President of the Club shall preside as Chairperson at every General Meeting and in his/her absence, or if the President is not present within fifteen (15) minutes after the appointed start time for holding a meeting, the Board members present shall choose one of their number to be Chairperson.

**5.05 ADJOURNMENT**

The Chairperson may adjourn the General Meeting from time to time and from place to place, but no new business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**5.06 VOTING AT GENERAL MEETING**

At every General Meeting every question shall be decided in the first instance by a show of hands, unless before or upon the declaration of the result of the show of hands, a secret ballot is demanded by at least two members present in person. A declaration by the Chairperson that a resolution has been carried or carried by a particular majority, or lost, shall be conclusive and an entry to that effect in the minute book of the Club shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

**5.07 VOTING AT SPECIAL MEETING**

At every Special Meeting every question shall be decided in the first instance by a show of hands, unless before or upon the declaration of the result of the show of hands, a secret ballot is demanded by at least two members present in person. A declaration by the Chairperson that a resolution has been carried or carried by a particular majority, or lost, shall be conclusive and an entry to that effect in the minute book of the Club shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

**5.08 SECRET BALLOT**

If a secret ballot is demanded in the manner above-mentioned, it shall be taken at such time and place and in such manner as the Chairperson may direct, and the result of such secret ballot shall be deemed to be a resolution of the General Meeting at which the secret ballot was demanded.

## **Article 6 - DIRECTORS**

### **6.01 CONSTITUTION OF BOARD**

The affairs of the Club shall be managed by a Board of Directors consisting of the following nine (9) directors elected or appointed in accordance with Article 10.03 below:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Secretary;
- (e) Sports Director;
- (f) Social Director; and
- (g) Directors At Large (quantity of 3).

### **6.02 CESSATION OF BOARD MEMBERSHIP**

A person shall cease to be a director when that person ceases, in accordance with Article 10.06 hereof, to hold an office, which qualifies that person as a director pursuant to Article 6.01.

### **6.03 LIAISON**

The Office Manager and the Syncrude Management Representative shall be liaisons to the Board. They shall receive notice of and be permitted to attend all meetings of the Board, but shall have no right to vote.

## **Article 7 - REMUNERATION**

### **7.01 NO REMUNERATION**

No director shall receive any remuneration for his/her services as such, nor enjoy any financial benefit or gain in the performance of his/her duties as such.

**Article 8 - POWERS OF DIRECTORS**

**8.01 MANAGEMENT**

The business of the Club shall be directed by the Board, which may pay all such expenses of and preliminary and incidental expenses to the promotion, establishment and registration of the Club as it thinks fit, and the Board may exercise all powers of the Club and do, on behalf of the Club, all such acts as may be exercised and done by the Club and as are not by the Act or these By-laws required to be exercised or done by the Club in General Meeting; provided, however, that the members shall assist the Board in the discharge of its duties and responsibilities.

**8.02 BORROWING**

Subject always to Article XIII, the Board shall be empowered to raise or borrow money from time to time for the purpose of carrying out the objects of the Club, upon such terms and conditions as the Board thinks fit; PROVIDED, however, that in no case shall debentures be issued by the Club without the sanction of a special resolution.

**8.03 INSURANCE**

The Board shall be empowered to place and maintain such insurance as it deems fit from time to time in respect of the activities or property of the Club.

**Article 9 - DIRECTORS' MEETINGS**

**9.01 MEETINGS OF BOARD**

The Board will meet at such times and such places as identified for the dispatch of business upon three (3) days' notice, and shall adjourn and otherwise regulate its meetings as it deems fit.

**9.02 ADDITIONAL ATTENDEES**

In general, the Chairperson shall be entitled to invite such persons to such meetings of the Board as the Board deems appropriate.

**9.03 WAIVER OF NOTICE**

At any meeting of the Board if all directors are present, they may waive the necessity of the giving of any previous notice of such meeting, and an entry in the minutes of such meeting of such waiver shall be sufficient evidence of the due convening of the meeting.

**9.04 QUORUM**

At least four (4) directors present in person shall constitute a quorum for the transaction of all business except where otherwise provided for in these By-laws.

**9.05 POWERS OF QUORUM**

A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these By-laws for the time being vested in or exercisable by the Board.

**9.06 QUORUM NOT PRESENT**

If fifteen (15) minutes after the appointed start time for holding of a meeting of the Board a quorum is not present, then the Chairperson can decide whether or not to proceed with the meeting or adjourn to a time and place to be determined by the Chairperson. If the meeting proceeds, then those directors who are present may vote but the vote is not deemed to be final until voted in the manner set out in Article 9.09.

**9.07 VOTING**

Each director personally present at a meeting of the Board shall be entitled to one (1) vote, and questions arising at any meeting shall be decided by a majority of votes. At every meeting of the Board, every question shall be decided by show of hands, unless before or upon the declaration of the result of the show of hands, a secret ballot is demanded by at least two (2) directors present in person.

**9.08 WRITTEN RESOLUTION**

A resolution signed by all directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted, and shall be entered in the minute book of the Club accordingly, and shall be held to relate back to any date therein stated to be the date thereof.

**9.09 ELECTRONIC VOTING**

A resolution circulated electronically via a computer network and approved through electronic communications by at least four (4) of the directors shall be:

- (a) as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted;
- (b) and shall be entered in the minute book of the Club accordingly, complete with indication of each director's vote;
- (c) shall require a minimum of three business days duration to ensure directors have an opportunity to respond; and
- (d) shall be held to relate back to any date therein stated to be the date thereof.

**Article 10 - OFFICERS, ELECTIONS AND DUTIES**

**10.01 OFFICERS**

The officer of the Club shall consist of the following directors:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Secretary;
- (e) Sports Director; and
- (f) Social Director.

The persons holding such office shall have such powers as are usually incidental to such offices, and in particular, the powers hereinafter assigned to them by these By-laws.

**10.02 QUALIFICATIONS**

To be eligible for election as a member of the Board, the member must be in good standing at the appointed start time of the meeting.

**10.03 ELECTIONS**

Any person having the qualification set forth in Article 10.02 may stand for election for any board position, and he/she has signified acceptance of such nomination. The nomination and election of directors shall take place annually prior to the end of the fiscal year and only those members who qualify under Article 10.02 are entitled to vote. The elected directors shall be presented to and declared elected by the membership at the Annual General Meeting.

**10.04 DURATION OF OFFICE**

Each director shall assume office immediately following the meeting at which the director's election has been declared, and shall hold office until a successor is elected or appointed in accordance with the foregoing. The term of each office shall be:

- (a) the positions of President, Vice President, and Directors At Large shall be for a period of one year;
- (b) the positions of Social Director and Secretary shall be for a period of two years, and shall be elected in even numbered years; and
- (c) the positions of Sports Director and Treasurer shall be for a period of two years, and shall be elected in odd numbered years.

All Club directors are eligible for re-election to multiple terms.

**10.05 CASUAL VACANCIES**

In the event of a vacancy occurring in any office, the Board shall be entitled to fill such vacancy until the next election of directors by majority vote, provided that such replacement director meets the qualifications set forth in Article 10.02 above.

**10.06 CESSATION OF OFFICE**

A person shall cease to be a director if one or more of the following should occur, namely:

- (a) if such person resigns by delivery of a written notice to the Club, which resignation shall be effective sixty (60) days from the date of such service;
- (b) upon the death of such person;
- (c) if such person ceased to be a member of the Club in good standing during that person's term in office;
- (d) if such person misappropriates Club funds;
- (e) if such person ceases to meet the qualifications set forth in Article 10.02, or acts in a manner which is contrary to the objects and aims of the Club, or if a majority of the Board votes to relieve such person of his/her office for any other cause which the Board within the exercise of its sole discretion deems sufficient.

**10.07 DUTIES OF DIRECTORS**

The duties of the directors shall be as described in the Club's Board Orientation & Governance Handbook.

**Article 11 - SEAL AND EXECUTION OF INSTRUMENTS**

**11.01 SEAL**

The Club shall have a corporate seal in the form impressed on the margin in the copy of these By-laws in the records of the Club, or as determined from time to time by resolution of the directors. The seal shall be kept by the Office Manager in the offices of the Club and shall be used as authorized by the Board.

**11.02 EXECUTION**

All documents, contracts and other deeds and instruments of any kind whatsoever shall be sufficiently executed on behalf of the Club if executed under corporate seal or otherwise as follows:

- (a) If the value of the said item is less than or equal to the predetermined threshold value, then by any one of the following may sign:
  - i. The Office Manager or designate; or
  - ii. Any one of the directors, who has been duly authorized by the Board
- (b) If the value of the said item is greater than the predetermined threshold value, then by any two of the following may sign:
  - i. The Office Manager or designate; and
  - ii. Any one of the directors, who has been duly authorized by the Board.

The predetermined threshold value shall be determined from time to time by resolution of the Board. In addition, the Board may grant the Office Manager issue of a credit card in the name of the Club with a credit limit as determined from time to time by resolution of the Board.

**Article 12 - MINUTES**

**12.01 KEEPING OF MINUTES**

The Board shall cause minutes to be kept and made by the Secretary (or, in the absence of the Secretary, such alternate as may be designated by the Board) in books provided for that purpose:

- (a) of all elections of directors;
- (b) of the names of the directors present at each meeting of the Board;
- (c) of all resolutions and proceedings of all General Meetings and meetings of the Board;
- (d) any policy decisions resulting from action of the Board shall be reflected in the Club's Policy and Procedures Manual with reference to the appropriate meeting minutes.

and any such minutes, as aforesaid, if purporting to be signed by the Chairperson of the relevant meeting or by the Chairperson of the next succeeding General Meeting or meeting of the Board (as the case may be), shall be sufficient evidence without any further proof of the facts therein stated.

**Article 13 - FINANCING**

**13.01 DUES AND ASSESSMENTS**

The Board shall be entitled to levy such dues against the membership, as it deems appropriate within the exercise of its sole discretion in order to achieve the aims and objectives of the Club. In addition, the Board shall be entitled to levy such special assessments against the membership as it deems necessary within the exercise of its sole discretion from time to time in order to discharge the financial obligations of the Club as may from time to time arise.

**13.02 ADMISSION FEES**

Admission fees shall be set at levels appropriate in order to fund the events and activities for which they are charged.

**13.03 FUND RAISING**

Fund-raising activities of the Club shall be conducted in accordance with all applicable laws, rules, regulations and ordinances including, without limitation, municipal by-laws.

**Article 14 - BOOKS AND RECORDS**

**14.01 FINANCIAL RECORDS**

The Treasurer currently serving on the Board shall be the director primarily responsible for the oversight and custody of all financial books and records for the Club in order to fully account to the Board in such manner as the Board may direct, and in order to satisfy such legal requirements as may from time to time apply. All accounting and financial books and records shall be prepared and maintained in accordance with such accounting principles, consistently applied, as are generally accepted in respect of societies or non-profit organizations or associations.

**14.02 ACCOUNTABILITY TO BOARD**

Each person having signing authority shall be required to account to the Board and to permit the Board or its designated agent or representative to examine the accounting and financial books and records for events and activities at such time or times and in such manner as the Board within the exercise of its sole discretion deems appropriate.

**14.03 INSPECTION BY MEMBERS**

The books and records of the Club, including membership lists and all correspondence, with the exception of confidential or private correspondence, may be inspected by any member in good standing at the registered office of the Club from time to time during business hours, provided that such member has provided reasonable notice to the Club and subject to the signing of a confidentiality agreement.

**14.04 AUDIT**

An annual audit shall be conducted of the books, records and accounts of the Club by such auditors as may be appointed by the Board from time to time, which review shall form the basis for the financial statement presented at each Annual General Meeting of the Club.

**14.05 FISCAL YEAR**

The fiscal year of the Club shall run from October 1st to the following September 30th, unless otherwise determined by the Board.

**Article 15 - NOTICES**

**15.01 MANNER OF SERVICE**

A notice may be served by the Club on any person entitled thereto either personally or by sending it through the post in a pre-paid envelope to such person at his/her address as it appears on the records of the Club, or to his/her normal place of employment.

**15.02            DATE OF SERVICE**

Any notice sent by post shall be deemed to be served on the fifth (5<sup>th</sup>) business day following that upon which the envelope containing the same is placed in a Syncrude internal mail receptacle or in a Canada Post receptacle.

**15.03            SIGNATURE**

The signature on any notice to be given by the Club may be lithographed, written, printed or otherwise mechanically reproduced.

**15.04            WAIVER OF NOTICE**

Notwithstanding anything to the contrary in these By-laws, any member or director entitled to receive notice or required to be present at a meeting in order to form a quorum may by instrument in writing signed by such member or director waive any such notice or attendance on such terms and conditions, if any, as such member or director may deem fit.

**Article 16 - INDEMNIFICATION OF DIRECTORS**

**16.01            INDEMNIFICATION**

Every director or officer of the Club and their personal representatives and estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against all costs, charges, losses and expense whatsoever which such person may incur, or become liable for, by reason of any contract entered into or act or thing whatsoever made, done or permitted by him in his/her capacity as director, or in any way in the discharge of those persons duties, except such costs, charges, losses and expenses as are occasioned by his/her own dishonesty willful neglect or willful default.

**Article 17 - PROTECTION OF DIRECTORS**

**17.01 PROTECTION**

No director or officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other director, as the case may be, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by, for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person with whom any of the monies, securities or effects of the Club shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of that person's duties of their office or in relation thereto, unless the same shall happen through that person's own dishonesty, willful neglect or willful default. Directors may rely upon the accuracy of any statement or report prepared by the Club's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

**Article 18 - ARBITRATION**

**18.01 ARBITRATION**

Any dispute arising out of the affairs of the Club and between any members of the Club or between:

- (a) a member or a 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 the By-laws of the Club,

and the Club or a director of the Club, shall be decided by arbitration pursuant to the *Arbitration Act* (Alberta) as amended from time to time, provided always that the Board resolves that such arbitration is warranted.

**18.02 BINDING DECISION**

A decision made pursuant to arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench and, further, is not subject to appeal.

**Article 19 - AMENDMENT OF BY-LAWS**

**19.01 AMENDMENT**

These By-laws may be rescinded or altered or additions made thereto by special resolution (as defined in the Act) of the members. No such rescission, alteration or addition shall have effect, however, until such time as it has been duly registered by the Registrar of Corporation. These By-laws and all amendments made to them shall be made available to all members.

**Article 20 - RULES OF ORDER**

**20.01 RULES OF ORDER**

To the extent that any aspect of the proceedings of any meeting convened to conduct the business of the Club is not governed by the provisions of these By-laws, the same shall be governed by Robert's Rules of Order, provided that such rules are not in conflict with these By-laws or the objects of the Club.