

Loc 4821

INDEX TO BY-LAWS

of

THE WINDSOR PARK COMMUNITY LEAGUE, EDMONTON

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REGISTERED

JUN 21 1966

THE REGISTRAR OF COMPANIES
PROVINCE OF ALBERTA

THE SOCIETIES ACT

(Section 7)

BY-LAWS

of

THE WINDSOR PARK COMMUNITY LEAGUE, EDMONTON.

(1) The Windsor Park Community League, Edmonton shall hereinafter be referred to as "the Community League".

I. MEMBERSHIP

- (2) Membership in the Community League may be extended to:
- (a) Any person residing in or owning real property within that portion of the City of Edmonton described as follows:
"an area delineated by 112th Street on the East, University Avenue on the South and the south river bank of the North Saskatchewan River on the West and on the North"; and
 - (b) The spouse and/or child or children of a member of the Community League; and
 - (c) Such other persons as the Executive of the Community League may consider qualified for membership.
- (3) Categories of membership in the Community League shall be:
- (a) Honorary - those persons recommended by the Executive and approved by the Active membership

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of the Community League at a General Meeting; and

- (b) Life - former members of the Community League recommended by the Executive and approved by the Active membership of the Community League at a General Meeting; and
- (c) Patron - those persons recommended by the Executive and approved by the Active membership of the Community League at a General Meeting; and
- (d) Special - short term membership not to exceed in duration one month for those persons approved by the Executive of the Community League; and
- (e) Active - all members of the Community League other than Honorary, Life, Patron or Special members and such other persons as the Executive of the Community League may prescribe.

(4) Membership in the Community League shall be extended to all Honorary or Life members or Patrons of the Community League.

(5) Applications for Active or Special membership shall be made in such form or in such manner as may be approved by the Executive of the Community League.

(6) The Executive of the Community League shall consider applications for membership and in its discretion may accept, reject or postpone consideration thereof and in every case the decision of the Executive shall be final and

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not subject to review.

(7) The decision of the Executive on applications for membership shall be communicated to the respective applicants and, in the event of rejection or postponement, written reasons for the decision shall be given.

II. RIGHTS AND OBLIGATIONS

(8) Every member shall be entitled, subject to these by-laws and any regulations for the time being in force made by the Executive of the Community League as hereinafter provided, to all the rights and be subject to all the obligations of a member of the Community League.

III. RESIGNATION AND WITHDRAWAL

(9) Any member wishing to resign his or her membership shall give notice in writing to the Secretary requesting acceptance by the Executive of his or her resignation, and such resignation shall take effect upon acceptance thereof by the Executive or 30 days after such notice has been received by the Secretary, whichever shall first occur, but such member shall be liable for payment of all such fees and charges incurred or for which such member is liable up to the date of and including the effective date of such resignation.

IV. EXPULSION

(10) If any member shall wilfully refuse or neglect to comply with the provisions of the objects or by-laws of the Community League, or the regulations

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of the Executive, such member shall be liable to expulsion by a resolution of the Executive, provided that at least one week before the meeting at which such resolution is to be passed, the member shall have had notice thereof as hereinafter set forth, and of the intended resolution for his or her expulsion, and that such member shall at the meeting and before the passing of the resolution, have had an opportunity of presenting orally or in writing any explanation or defence he or she may think fit.

(11) A member expelled under By-Law 10 shall forfeit all right in and claim upon the Community League and its property.

V. MEMBERSHIP PRIVILEGES

(12) Membership privileges may be temporarily or occasionally extended to non-members and groups by the Executive on such terms and conditions as the Executive deems appropriate.

VI. FEES, ANNUAL DUES AND ACCOUNTS

(13) No fees or dues or annual dues shall be paid by Honorary or Life Members or by Patrons.

(14) The fees and annual dues payable by members other than Honorary or Life members or Patrons of the Community League shall be such as the Executive shall from time to time prescribe.

(15) All fees and annual dues shall be due and payable in advance, on

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such terms as are directed by the Executive.

(16) An entrance fee may be established pursuant to the provisions of By-Law 14.

(17) Non-payment of fees or annual dues shall be a ground for expulsion from the Community League.

VII. GENERAL MEETINGS

(18) General Meetings shall be summoned by the Executive at such time and place as it shall determine.

(19) The Executive may, whenever it thinks fit, and shall upon the requisition of one-twentieth of the Active members of the Community League forthwith, proceed to convene a General Meeting of the Community League.

VIII. ANNUAL GENERAL MEETINGS

(20) The Community League shall in each academic year hold a General Meeting as its Annual General Meeting in addition to any other General Meetings in that year, and shall specify the meeting as such in the notices calling it.

(21) The first Annual General Meeting shall be held within such period as the Executive shall determine is most convenient, and subsequent Annual General Meetings shall be not more than sixteen months after the holding of the previous Annual General Meeting.

(22) The business of an Annual General Meeting shall be to receive and

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consider the Profit and Loss Account, Balance Sheet and Accounts, the reports of the President and of the Auditors, the election of the Executive and of an Auditor or Auditors, and to transact any other business which under these By-Laws and the Statutes of Alberta ought to be transacted at an Annual General Meeting.

IX. NOTICE OF GENERAL MEETINGS

(23) At least seven days' notice specifying the place, day and hour of a General Meeting and the general nature of the business to be considered, shall be given to Life and Active members in the manner hereinafter provided.

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

X. PROCEEDINGS AT GENERAL MEETINGS

(25) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, a quorum shall be five (5) Active members personally present.

(26) If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a

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quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

(27) The President of the Community League shall preside as chairman at every General Meeting and in his absence the Vice-President, and if neither of these be present, or if at any meeting, they be not present within fifteen minutes after the time appointed for holding the meeting, the Active members present shall choose one of the Executive present to be chairman, or if no member of the Executive shall be present and willing to take the chair, the Active members present shall choose one of their number to be chairman.

(28) The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice thereof has been given in the manner directed by By-Law 23.

(29) When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(30) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

XI. VOTING AT GENERAL MEETINGS

(31) Only Active members shall be entitled to vote.

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(32) Every Active member shall have one vote, including the chairman.

(33) Resolutions shall be decided by a majority vote.

(34) At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a recorded vote of the Active members present is, before or on the declaration of the result of the show of hands, demanded by an Active member present, and, unless a recorded vote is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Community League, shall be conclusive proof of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

(35) In the case of an equality of votes, whether on a show of hands or on a recorded vote, the chairman of the meeting at which the show of hands takes place, or at which the recorded vote is demanded, shall be entitled to a second or casting vote.

XII. SPECIAL MEETINGS

(36) A Special Meeting shall be held to pass an extraordinary resolution where required by The Societies Act or these by-laws, but ordinary resolutions may be passed at a Special Meeting and governed by the requirements for a General Meeting.

(37) The provisions governing a Special Meeting shall be the same as for

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a General Meeting, except that twenty-one days' notice of the Special Meeting and its object shall be given and a vote of not less than three fourths of the Active members present is required to pass the extraordinary resolution.

XIII. EXECUTIVE AND OFFICERS

(38) The Executive of the Community League shall be elected by majority vote from the Active membership for a term of one year at the Annual General Meeting, except as otherwise provided hereafter.

(39) The Executive shall consist of the Officers hereinafter mentioned and as many Executive Members as the Executive from time to time deems necessary for the better administration of the Community League.

(40) The Officers of the Community League shall be comprised of:

- (a) the President,
- (b) the Vice-President,
- (c) the Treasurer, and
- (d) the Secretary.

(41) An Honorary President who is or is not a member of the Community League, may be elected at the Annual Meeting by the Active membership, but shall not sit on the Executive or vote.

(42) At each Annual General Meeting, the whole of the Executive shall retire from office and the Active members shall elect an Executive to replace the retiring one.

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(43) A retiring member of the Executive shall be eligible for re-election to either the same or a different office or position.

(44) Any casual vacancy occurring on the Executive may be filled for the balance of the one year term by the Executive.

(45) The Executive shall have power at any time, and from time to time, to appoint an Active member as an additional Executive Member.

(46) The number and names of the first members of the Executive shall be determined by a majority vote of those present at a meeting of the subscribers to the Application for Incorporation under The Societies Act, who shall also be deemed to be the first Active members of the Community League by virtue of the incorporation of the Community League in response to their application.

XIV. REMOVAL OF MEMBERS OF EXECUTIVE

(47) The Active members may, by extraordinary resolution at a Special Meeting, remove any member of the Executive before the expiration of his or her period of office, and may by ordinary resolution elect another Active member in his or her stead.

XV. DISQUALIFICATION OF MEMBERS OF EXECUTIVE

(48) The position of a member of the Executive shall be vacated automatically if he or she:

- (a) by notice in writing to the Secretary resigns,
- (b) ceases to be an Active member,

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(c) is concerned or participates in the profits of any contract with the Community League and fails to make full disclosure of his interest beforehand or votes in respect of the contract,

and any such vacancy may be filled by the Executive through the appointment of an Executive Member to replace an Officer, and an Active member to replace an Executive Member, for the remainder of the one year term.

(49) If the whole of the Executive becomes disqualified, a General Meeting shall forthwith be held on the notice and at the instigation of any Active member of the Community League, at which time a new Executive shall be elected for the balance of the one year term.

XVI. PROCEEDINGS OF EXECUTIVE.

(50) The Executive may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

(51) Questions arising at any meeting shall be decided by a majority vote, but in the case of an equality of votes, the chairman shall have a second or casting vote in addition to his ordinary vote.

(52) A member of the Executive may, and the Secretary on the requisition of a member of the Executive shall forthwith, summon a meeting of the Executive, giving twenty-four hours notice, orally or in writing.

(53) The quorum necessary for the transaction of the business of the

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Executive may be fixed by the Executive, and unless so fixed shall be a majority of the Executive.

(54) The Executive may act notwithstanding any vacancy in its body, but, if and so long as their number is reduced below the number fixed as the necessary quorum, the Executive may act for the purpose of increasing the number on the Executive to that number, or of summoning a General Meeting, but for no other purpose.

(55) The President of the Community League shall be chairman of the Executive, and in his absence the Vice-President, and if there is no President or Vice-President, or if at any meeting the President and Vice-President is absent, the members of the Executive present may elect a chairman of their meeting.

(56) The Executive may delegate any of their powers to committees consisting of such member or members as they think fit; but any committee so formed shall in the exercise of the power so delegated conform to any restrictions that may be imposed on them by the Executive.

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

XVII. EXECUTIVE COMMITTEE

(58) The Executive may appoint not less than three of its number to constitute an Executive Committee, of whom a majority shall constitute a quorum, and who may meet at stated times or on notice to all of its own number.

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

(60) Unless and until the Executive otherwise determines, the President and any two members of the Executive nominated by the President shall constitute the Executive Committee of the Community League, and shall be and are hereby vested with authority to exercise all of the powers of the Executive when the members of the Executive are not immediately available, except such powers as by the Statutes of Alberta are required to be exercised by the Executive.

(61) The Executive Committee shall keep minutes of its proceedings and report the same to the Executive at the next meeting thereof.

XVIII. POWERS AND DUTIES OF THE EXECUTIVE

(62) The business of the Community League shall be managed by the Executive, which may pay all expenses incurred in getting up and registering the Community League, and may exercise all such powers of the Community League as are not, by The Societies Act, or any statutory modification thereof for the time being in force, or by these By-Laws, required to be exercised by the Community League in General meeting; subject nevertheless to any provision of these By-Laws, to the provisions of the said Act, and to such resolutions,

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being not inconsistent with the aforesaid provisions, as may be prescribed in a General Meeting by the Active members of the Community League, whether previous notice thereof has been given or not; but no such resolutions shall invalidate any prior act of the Executive which would have been valid if that resolution had not been made.

(63) The Executive shall have power from time to time to make, alter and repeal all such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Community League, and in particular, but not exclusively, they may by such regulations regulate:

- (a) the admission of members to the Community League, and the rights and privileges of such members;
- (b) the terms and conditions upon which guests, children of members and visitors shall be permitted to use the premises and property of the Community League;
- (c) the times of opening and closing the buildings and premises of the Community League, or any part thereof;
- (d) the rules to be observed and prizes or stakes to be played for by members playing any games on the premises of the Community League;
- (e) the prohibition of particular games on the premises of the Community League entirely or at any particular time or times;
- (f) the conduct of members in relation to one another, and

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- to the Community League's manager and employees;
- (g) the setting aside of the whole or any part or parts of the Community League's premises for a member, or any class or group of members at any particular time or times, or for any particular purpose or purposes;
- (h) and, generally, all such matters as are commonly the subject matter of league rules.

(64) The Executive shall adopt such means as they deem sufficient to bring to the notice of members all such regulations, alterations and repeals, and all such regulations, so long as they are in force, shall be binding upon all members of the Community League.

XIX. REMUNERATION AND INDEMNITY

(65) No Officer or Executive Member of the Community League shall be remunerated for his or her services as a member of the Executive, but this shall not preclude payment for services rendered ^{side} outside the scope of Executive responsibilities.

(66) Every Officer and Executive member shall be indemnified by the Community League against, and it shall be the duty of the Executive out of funds of the Community League to pay, all costs, losses and expenses which such Officer or Executive member may incur, or become liable for, by reason of any contract entered into or act or thing done by him, as such Officer or Executive.

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member, or in any way in the discharge of his duties, including travelling expenses.

XX. BORROWING POWERS

(67) Subject to the provisions of The Societies Act,

(a) the Executive may from time to time at its discretion raise or borrow money for the purpose of the Community League's business and may secure the repayment of the same by mortgage or charge upon the undertaking and the whole or any part of the assets and property of the Community League (present and future), and may issue bonds or debentures payable to bearer or otherwise, give and grant securities under the Bank Act and generally raise or borrow money for the purposes of the Community League, secured or charged upon the whole or any part of the assets and properties of the Community League, or otherwise as may be advisable or necessary in the interests thereof;

(b) any bonds, debentures or other securities, issued or to be issued by the Community League, shall be under the control of the Executive, which may issue them assignable free from any equities between the Community League and the person to whom the same

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may be issued and/or upon such other terms and conditions and in such manner and for such consideration as it shall consider to be for the benefit of the Community League;

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

XXI. POWER OF ATTORNEY

(68) The Executive may at any time and from time to time by power of attorney under the seal of the Community League, appoint any person or persons to be the Attorney or Attorneys of the Community League, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive under these By-Laws), and for such period and subject to such conditions as the Executive may from time to time think fit, and any such appointment may (if the Executive thinks fit) be made in favour of a member or any of the members of the Community League, or in favour of any company or the members, directors, nominees or managers of any company or firm, or otherwise in favour of any fluctuating body of persons.

(69) Any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Executive may think fit.

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(70) Any attorneys may be authorized by the Executive to delegate all or any of the powers, authorities and discretions for the time being vested in them, subject to the Executive's confirmation.

XXII. TRUSTEES

(71) The Executive may appoint a Trust Company or any two or more responsible persons to be a trustee or trustees for the Community League for any purpose for which it is deemed advisable to have the intervention of a trustee or trustees and, in particular, the whole or any part of the property of the Community League may be vested in such trustee or trustees either for the benefit of the members of the Community League, or to secure to the creditors or obligees of the Community League the payment of any money, or for securing any bonds or debentures of the Community League, or for the payment or performance of any obligations which the Community League ought to pay or perform, and the Executive may, at any time, fill any vacancy in the office of trustee.

XXIII. MANAGER AND EMPLOYERS

(72) The Executive may appoint a manager, and may fix his or her remuneration, either by way of salary or commission or by conferring a right to participation in the benefits of the Community League, or by a combination of two or more of these modes, and agree on other conditions of employment.

(73) The manager shall be liable to dismissal for cause, or removal on one month's notice or remuneration in lieu thereof, by the Executive which may appoint another person in his or her place.

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

(75) Employees may be hired by the Executive, which power may be delegated to the manager under the provisions of By-Law 81.

XXIV. THE SEAL

(76) The Community League shall have a seal.

(77) The seal shall be affixed to all documents, requiring execution under the seal of the Community League, by any two of the Officers of the Community League, or by such party or parties as may be authorized, from time to time, by the Executive.

(78) The seal shall be kept in charge of the Secretary, or other person appointed by the Board.

XXV. MINUTES AND RECORDS

(79) The Executive shall cause minutes to be made in a book or books provided for that purpose of the time, place, attendance, appointments, resolutions and proceedings of all:

(a) Executive Meetings,

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- (b) General Meetings,
- (c) Special Meetings,
- (d) Executive Committee Meetings, and
- (e) meetings of committees appointed by the Executive.

(80) The Secretary shall keep, or cause to be kept, a book or books wherein shall be recorded:

- (a) a copy of the Application for Incorporation, By-Laws, and amendments thereto, of the Community League;
- (b) a copy of all other documents registered with and by the Registrar of Joint Stock Companies; and
- (c) the names, addresses and occupations of all members of the Community League.

XXVI. ACCOUNTS

(81) The Executive shall cause true accounts to be kept:

- (a) of the sums of money received and expended by the Community League and the matters in respect of which such receipts and expenditures take place;
- (b) of all sales and purchases of goods and services by the Community League; and
- (c) of the assets and liabilities of the Community League.

(82) The books of account shall be kept on the premises of the Community League, or at any such other place or places as the Executive may determine.

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(83) At the Annual General Meeting in every year, the Board shall lay before the Community League a balance sheet, a profit and loss account and the auditors' report made up and submitted in accordance with the Statutes of Alberta.

(84) Every such balance sheet and account shall be accompanied by a report of the President for the Executive as to the financial state and condition of the Community League, and as to the amount (if any) which it proposes to carry to the reserve fund.

XXVII. INSPECTION OF BOOKS AND ACCOUNTS

(85) The books, accounts and records of the Community League shall be open to inspection by any member of the Executive at all times.

(86) A member wishing to inspect the books, accounts and records of the Community League shall request permission of the Executive, which may grant or refuse the request, and no member shall have any right to inspect any book, account or record, except as is conferred by law.

XXVIII. AUDIT

(87) The Community League at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting and his or their appointment, remuneration, rights and duties shall be governed by the applicable Statutes of Alberta.

(88) For the fiscal period prior to the first Annual General Meeting, the

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Executive may appoint an auditor or auditors to report to the first Annual General Meeting.

XXIX. NOTICES

(89) A notice may be served by the Community League on any member entitled thereto either personally or by sending in through the post in a prepaid envelope or wrapper to such member at his address registered with the Secretary.

(90) As regards a member who has no registered place of address with the Secretary, a notice posted up on the Community League premises shall be deemed to have been served upon him at the expiration of twenty-four hours after it is so posted.

(91) Any notice sent by post shall be deemed to have been served on the day following that upon which the letter, envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted in the usual manner or by registered mail.

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

(93) Notwithstanding anything to the contrary in these By-Laws contained, any member of the Community League or member of the Executive entitled to

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receive notice may, by instrument in writing signed by such member waive any such notice on such terms and conditions, if any, as such member may deem fit.

XXX. MAKING, ALTERING AND RESCINDING BY-LAWS

(94) By-Laws may be made, altered or rescinded by extraordinary resolution, at a Special meeting as hereinbefore set forth, or at an Annual General Meeting provided twenty-one days' notice of the extraordinary resolution has been duly given.

(95) The notice of such Special Meeting or Annual General Meeting shall set forth verbatim the extraordinary resolution to be introduced.

(96) No By-Law or By-Laws other than the one for which notice has been given, shall be considered at such Special Meeting or Annual General Meeting, but the extraordinary resolution may be amended by a vote of not less than three-fourths of the Active members present, and a sub-amendment may likewise be moved and passed.

XXXI. NOMINATING COMMITTEE

(97) Prior to the Annual General Meeting in each year, the Executive shall appoint a Nominating Committee consisting of

- (a) the President,
- (b) such other Active members as the Executive may deem advisable, if any.

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(98) The Nominating Committee shall be responsible for seeking, and securing the consent of, nominees to stand for the incoming Executive of the Community League, and presenting a report to the Annual General Meeting nominating candidates for the incoming Executive.

We, the undersigned, being the subscribers to the Application for Incorporation under The Societies Act of the Windsor Park Community League, Edmonton, do hereby make, agree and subscribe to the foregoing By-Laws for the government of The Windsor Park Community League, Edmonton.

Dated this 20th day of June, A.D. 1966.

WITNESS:

Name

301 Pavilion Building Edmonton

Address

Accountant and Solicitor

Occupation

R.O. Olson

W. Sutherland

W. H. ...

Nancy L. Ross

W. ...

C. H. ...

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