
ARTICLE 1 - DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- (a) “Act” means the *Societies Act* (Alberta), RSA 2000, c S-14, as amended;
- (b) “Board Chair” means the Chairperson of the Board of Directors;
- (c) “Board of Directors” means the Board of Directors of the Society;
- (d) “Communications Facility” means teleconference, internet audio streaming, video conferencing, internet web casting or any other form of communication that permits all Members to communicate with each other attending;
- (e) “Director” means an individual serving on the Board of Directors of the Society as provided in Article 4;
- (f) “Member” means a member of the Society as provided in Article 2;
- (g) “Membership Sectors” include the Beverage Manufacturing Industry Membership Sector, the Beverage Container Depot Industry Membership Sector, and the General Membership Sector;
- (h) “Minister” means the Minister determined under the Government Organization Act R.S.A. 2000 c. G-10 as responsible for the *Environmental Protection and Enhancement Act* (Alberta), RSA 2000, c E-12;
- (i) “Regulation” means the *Beverage Container Recycling Regulation*, Alta Reg. 101/1997, as amended; and
- (j) “Society” means the Beverage Container Management Board.

Interpretation

- 1.2 Unless the context otherwise requires, the *Interpretation Act* (Alberta), the *Environmental Protection and Enhancement Act* (Alberta) and the Act, as amended, apply to these Bylaws.
- 1.3 Words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons

include individuals, bodies corporate, partnerships, trusts and unincorporated associations.

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

ARTICLE 2 - MEMBERSHIP

Membership

- 2.1 The Members of the Society are the applicants for incorporation, and those persons who subsequently become Members in accordance with these Bylaws, as amended.
- 2.2 A person nominated to become a Member in accordance with these By-laws becomes a Member on the date that the Board of Directors passes a resolution appointing the Member, or upon such other date as may be specified by the Board of Directors at the time of the resolution.

Nomination of Members

- 2.3 In order to be considered by the Board of Directors, a nomination for membership in the Society must meet all of the requirements of these Bylaws, and appointment of the nominee is subject to the number and composition requirements set out in Articles 2.6 to 2.9.
- 2.4 A nomination for membership in the Society must be delivered to the Board of Directors in writing and be signed by or on behalf of the nominating entity delivering the nomination.

Number of Members

- 2.5 There shall be thirteen (13) Members of the Society, one of which shall be the ex officio, non-voting Member nominated by the Minister.

Composition of the Membership

- 2.6 The Society's membership shall be composed of four (4) Members nominated by the Beverage Manufacturing Industry Membership Sector, four (4) Members nominated by

the Beverage Container Depot Industry Membership Sector and five (5) Members nominated by the General Membership Sector.

2.7 The four (4) Members from the Beverage Manufacturing Industry Membership Sector are to be nominated as follows:

- (a) one (1) Member representing the manufacturers of soft drinks to be nominated by the Canadian Beverage Association;
- (b) one (1) Member representing manufacturers of liquor, to be nominated by the Alberta Gaming Liquor and Cannabis Commission;
- (c) one (1) Member representing manufacturers of beer to be nominated by the Alberta Beer Container Corporation; and
- (d) one (1) Member representing manufacturers of milk and milk products to be nominated by the Western Dairy Council.

2.8 The four (4) Members from the Beverage Container Depot Industry Membership Sector are to be nominated as follows:

- (a) four (4) Members representing the Universal Bottle Depots and Class “D” Depots in Alberta to be nominated by the Alberta Bottle Depot Association;

2.9 The five (5) Members from the General Membership Sector are to be nominated as follows:

- (a) one (1) Member representing Municipalities, to be nominated jointly by the Rural Municipalities of Alberta and the Alberta Urban Municipalities Association;
- (b) one (1) ex officio, non-voting Member representing the Government of the Province of Alberta, to be nominated by the Minister;

- (c) three (3) Members from the public at large to be nominated by the Society.

Initial Term and Additional Terms

2.10 A Member is appointed for an initial term of three (3) years unless otherwise specified by the Board of Directors at the time that the Member is appointed, or unless the Member is filling a vacancy.

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- 2.11 The initial term of a Member who is appointed to fill a vacancy is the term of the vacancy.
- 2.12 After a Member's initial term, the Member may be nominated and approved for additional terms of up to three years, but no Member may serve as a Member of the Society for more than nine (9) consecutive years, other than the Member nominated by the Minister.
- 2.13 A Member, other than the Member nominated by the Minister, who has served nine (9) consecutive years is ineligible for nomination as a Member of the Society until the Member has not served as a Member for eleven (11) months.

Withdrawal and Termination of Membership

- 2.14 Membership in the Society is terminated upon:
- (a) the receipt by the Board of Directors of a written notice of resignation by the Member; or
 - (b) the receipt by the Board of Directors of written notice of the removal of the Member from the nominating entity that nominated the Member; or
 - (c) the completion of the Member's term, unless the Member is reappointed; or
 - (d) the death of the Member; or
 - (e) the dissolution or winding up of a Member; or
 - (f) the expulsion of the Member.

Suspension and Cancellation of Membership

- 2.15 The Board of Directors may, by resolution supported by at least three-quarters of the Directors, suspend, expel, discipline or fine a Member for cause, but only if:
- (a) the Member to be expelled, suspended, disciplined or fined has been given notice of the meeting of the Board of Directors at which the suspension, expulsion, or imposition of discipline or a fine is to be considered; and
 - (b) the Member named in such notice is given an opportunity to make representations to the Board of Directors at such meeting.

2.16 Cause to suspend, expel, discipline or fine a Member includes, but is not limited to:

- (a) conduct of a Member that in the opinion of the Board of Directors, brings or tends to bring the Society into disrepute;
- (b) the conviction of a Member of a criminal offence; or
- (c) non-compliance by a Member with the Bylaws or any code of conduct established by the Society where such non-compliance is of such a nature that, in the opinion of the Directors, it merits suspension, expulsion, discipline or a fine.

2.17 A Member that is expelled from the Society shall not be eligible for nomination as a Member of the Society.

Member Vacancies

2.18 If the position of a Member becomes vacant for any reason, the Board of Directors shall send written notice of the vacancy to the entity or entities entitled to nominate a replacement and request the entity or entities to nominate another nominee to fill the vacancy.

2.19 If the Board of Directors does not receive a nomination from the relevant nominating entity or entities within ninety (90) days of the notice having been delivered to the entity or entities, the process for the selection of a replacement nominee is as follows:

- (a) if the vacancy relates to a Member from the Beverage Manufacturing Industry Membership Sector, the Board of Directors shall notify the remaining nominating entities from the same Membership Sector and request that they select a replacement nominee and provide written notice of the nomination of the replacement nominee to the Board of Directors;
- (b) If the vacancy relates to a Member from the Depot Industry Sector who has been nominated by the Alberta Bottle Depot Association, the Board of Directors shall notify the remaining Members who had been nominated by the Alberta Bottle Depot Association, and request that they select a replacement nominee and provide written notice of the nomination of the replacement nominee to the Board of Directors;
- (c) If the vacancy relates to the Member nominated jointly by the Rural Municipalities of Alberta and the Alberta Urban Municipalities Association, the Board Chair shall

select a replacement nominee and provide written notice of the nomination of the replacement nominee to the Board of Directors.

- 2.20 When a vacancy occurs, the remaining Members may exercise all the powers of Members provided that a quorum for Member meetings remains.

Compliance with Bylaws

- 2.21 Every Member shall comply with and is bound by these Bylaws.

Memberships Not Transferable

- 2.22 The interest of a Member is not transferable, and lapses and ceases to exist when the Member ceases to be a Member in accordance with these Bylaws.

ARTICLE 3 - MEMBERS' MEETINGS

Annual General Meeting

- 3.1 The annual general meeting of Members shall be held once each fiscal year at such time, date and place as the Board of Directors specifies.
- 3.2 At the annual general meeting, the Members present shall:
- (a) receive confirmation from the Secretary of the current Directors;
 - (b) receive the latest financial statements of the Society;
 - (c) receive a report from the Board Chair and Treasurer;
 - (d) appoint an auditor; and
 - (e) transact such other business as may be properly brought before the meeting.

Special Meetings

- 3.3 Every meeting of the Members that is not an annual general meeting is a special meeting.
- 3.4 A special meeting of the Members may be called:
- (a) by the Board of Directors, at any time, by giving notice in accordance with Articles 3.6 and 17.1; or
 - (b) by at least one third of the Members notifying the Secretary in writing of their desire to have a special meeting and the purpose of it.
- 3.5 On receipt of a written notice in accordance with sub-Article 3.4(b) requesting a special meeting, the Secretary shall arrange for a special meeting and give notice of it in accordance with Articles 3.6 and 17.1.

Notice of Meetings

- 3.6 Notice of an annual general meeting or a special meeting shall be given to the Members either in writing, by electronic communication or any other means of communication approved by the Board of Directors, at least twenty-one (21) days before the date of the meeting. The notice shall specify the date, time and place of the meeting and the general nature of the business to be conducted.
- 3.7 The accidental omission to give notice of a meeting to a Member or the fact that Member does not receive notice of the meeting does not invalidate the proceedings at the meeting.

Quorum

- 3.8 The lesser of a majority of Members or four (4) Members in good standing constitutes a quorum at any meeting of the Members provided that one Member from each of the three (3) voting Membership Sectors is present.
- 3.9 If a quorum is not present at the opening of a meeting, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

Voting

- 3.10 Each Member present at a meeting, other than the Member nominated by the Minister, is entitled to one vote on each motion or matter to be voted upon. The Member nominated by the Minister shall be an ex officio non-voting Member of the Society.
- 3.11 Votes by Members may not be made by proxy.
- 3.12 If a vote is tied, the motion is lost.
- 3.13 The Board of Directors may make rules about procedures for decision making and the method of voting at Members meetings and proceedings at them.

Auditor

- 3.14 The financial records of the Society shall be audited at least once each financial year by an independent duly qualified Chartered or Professional Accountant appointed by the Members at the annual general meeting.
- 3.15 The auditor's report shall be presented at the annual general meeting or, if it is not available, made available to the Directors and Members as soon as it is available. The audited financial statement shall become part of the annual report.

Meetings by Communications Facility

- 3.16 Any meeting of the Members may be held with all Members participating by Communications Facility, or by a combination of attendance by Members in-person and by Communications Facility, as determined and made available for that purpose by the Board of Directors.
- 3.17 Any Member participating in a meeting of Members, and entitled to vote at the meeting, may vote by means of such Communications Facility on any resolution brought before the meeting.

Resolutions in Writing

- 3.18 Notwithstanding anything to the contrary in these Bylaws, a resolution consented to in writing or electronic communication at the addresses shown in the membership records, by all the Members who would have been entitled at a general meeting or special meeting

to vote on the resolution in person, shall be as valid and effectual as if it had been passed at a meeting duly called and constituted.

ARTICLE 4 - BOARD OF DIRECTORS

Directorship

4.1 An individual nominated to become a Director in accordance with these Bylaws becomes a Director on the date that the Board of Directors passes a resolution appointing the Director, or upon such other date as may be specified by the Board of Directors at the time of the resolution.

Nomination of Directors

4.2 In order to be considered for approval by the Board of Directors, a nomination for Director must meet all of the requirements of these Bylaws, and approval of the nomination is subject to the number and composition requirements set out in Articles 4.4 and 4.9 to 4.13.

4.3 A nomination for Director must be delivered to the Board of Directors in writing and be signed by or on behalf of the nominating entity delivering the nomination.

Number of Directors

4.4 The Board of Directors shall consist of thirteen (13) individuals, one of whom shall be the ex officio, non-voting Director nominated by the Minister.

Management of the Society by the Board of Directors

4.5 The Board of Directors is to manage and direct the affairs of the Society in the name of and on behalf of the Society.

4.6 Except when the Act or these Bylaws otherwise require, the duties and powers of the Board of Directors under the Act and these Bylaws are to be exercised by resolution of the Board of Directors.

4.7 The Board of Directors may enact and enforce policies and other bylaws regarding the direction and management and operation of the Society, and such policies or other bylaws shall be consistent with these Bylaws.

- 4.8 The Board of Directors may make rules:
- (a) respecting the carrying out of its duties and powers;
 - (b) respecting the calling of meetings pertaining to carrying out its duties and powers and the conduct of business at those meetings;
 - (c) respecting the appointment, removal, functions, powers, duties, remuneration and benefits of employees and agents of the Society and members of a committee;
 - (d) delegating to the Directors, officers, employees or agents or a committee of the Society, the carrying out of its duties and powers, except the power to make rules under this Article; and
 - (e) respecting the establishment, membership, duties and functions of special, standing and other committees with respect to its duties and powers.

Composition of Board of Directors

- 4.9 The Board of Directors shall be composed of four (4) Directors nominated by the Beverage Manufacturing Industry Membership Sector, four (4) Directors nominated by the Beverage Container Depot Industry Membership Sector and five (5) Directors nominated by the General Membership Sector.
- 4.10 The four (4) Directors from the Beverage Manufacturing Industry Membership Sector are to be nominated as follows:
- (a) one (1) Director to be nominated by the Canadian Beverage Association;
 - (b) one (1) Director to be nominated by the Alberta Gaming Liquor and Cannabis Commission;
 - (c) one (1) Director to be nominated by the Alberta Beer Container Corporation; and
 - (d) one (1) Director to be nominated by the Western Dairy Council.
- 4.11 The four (4) Directors from the Beverage Container Depot Industry Membership Sector are to be nominated as follows:
- (a) four (4) Directors to be nominated by the Alberta Bottle Depot Association;

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- 4.12 The five (5) Directors from the General Membership Sector are to be nominated as follows:
- (a) one (1) Director to be nominated jointly by the Rural Municipalities of Alberta and the Alberta Urban Municipalities Association;
 - (b) one (1) ex officio, non-voting Director to be nominated by the Minister;
 - (c) three (3) Directors from the public at large to be nominated by the Society.
- 4.13 The Directors described in sub-Article 4.12(c) shall be the same individuals who are nominated as Members under sub-Article 2.9(c).
- 4.14 The appointment of the Directors described in sub-Article 4.12(c) shall be effective at the same time as they are appointed as Members.
- 4.15 The appointment of all other Directors shall become effective on the date that the Board of Directors passes a resolution appointing a particular Director, or upon such other date as may be specified by the Board of Directors at the time of the resolution.

Nomination of Directors

- 4.16 The nomination of an individual as a Director shall be delivered to the Board of Directors in writing at least ten (10) business days prior to the annual general meeting.

Initial Term and Additional Terms

- 4.17 A Director is appointed for an initial term of three (3) years unless otherwise specified by the Board of Directors at the time that the Director is appointed, or unless the Director is replacing another Director before that Director's term has expired, a Director is appointed for an initial term of three (3) years.
- 4.18 The initial term of a Director who is appointed to fill a vacancy is the term of the vacancy.
- 4.19 After a Director's initial term, a Director may be nominated and approved for additional terms of up to three years, but no Director may serve as a Director of the Society for more than nine (9) consecutive years, other than the Director nominated by the Minister.
- 4.20 A Director, other than the Director nominated by the Minister, who has served nine (9) consecutive years is ineligible for nomination as a Director of the Society until the Director has not served as a Director for eleven (11) months.

Resignation of Directors

4.21 A Director may resign from the Board of Directors by giving written notice to either the Secretary or the Board Chair of the Society.

Removal from the Board of Directors

4.22 The Board of Directors may, with the approval of three-quarters of the Board of Directors, and for cause deemed appropriate by the Board of Directors:

- (a) remove any Director, other than the Director nominated by the Minister, from the Board of Directors;
- (b) request that a nominating entity remove the Director nominated by that entity;
- (c) request that the Minister remove the Director nominated by the Minister;

provided that the Board of Directors proceeds in accordance with the policies and procedures that have been approved by the Board of Directors for that purpose.

4.23 A Director ceases to hold office:

- (a) upon the receipt by the Board of Directors of written notice of removal of the Director from the nominating entity that nominated the Director; or
- (b) upon the completion of the Director's term, unless the Director is reappointed; or
- (c) upon the death of the Director; or
- (d) upon the removal of the Director by the Board of Directors in accordance with Article 4.22.

4.24 In the event that a Director is removed from the Board of Directors in accordance with Article 4.22, that individual is ineligible to be nominated to serve as a Director at any time in the future.

Vacancies on the Board

4.25 If the position of a Director becomes vacant for any reason, other than a Director nominated under sub-article 4.12(c), the Board of Directors shall send written notice of

the vacancy to the entity or entities entitled to nominate a replacement and request the entity or entities to nominate another nominee to fill the vacancy.

- 4.26 If the Board of Directors does not receive a nomination from the relevant nominating entity or entities within 90 days of the notice having been delivered to the entity or entities, the process for the selection of a replacement nominee is as follows:
- (a) if the vacancy relates to a Director from the Beverage Manufacturing Industry Membership Sector, the Board of Directors shall notify the remaining nominating entities from the same Membership Sector and request that they select a replacement nominee and provide written notice of the nomination of the replacement nominee to the Board of Directors;
 - (b) If the vacancy relates to a Director from the Depot Industry Sector who has been nominated by the Alberta Bottle Depot Association, the Board of Directors shall notify the remaining Directors who have been nominated by the Alberta Bottle Depot Association, and request that they select a replacement nominee and provide written notice of the nomination of the replacement nominee to the Board of Directors;
 - (c) If the vacancy relates to the Director nominated jointly by the Alberta Association of Municipal Districts and Counties and the Alberta Urban Municipalities Association, the Board Chair shall select a replacement nominee and provide written notice of the nomination of the replacement nominee to the Board of Directors;
- 4.27 When a vacancy occurs on the Board of Directors the remaining Directors may exercise all the powers of the Board of Directors, if a quorum remains.

ARTICLE 5 - BOARD MEETINGS

Meetings of Directors

- 5.1 Meetings of the Board of Directors are to be called by the Board Chair and held as often as the affairs of the Society require.

Notice of Meetings

- 5.2 Meetings of the Board of Directors shall be called by giving to each Director at least seven (7) days' notice unless the Board of Directors unanimously agree to waive notice of the meeting.

Quorum

- 5.3 A majority of voting Directors holding office at the time is a quorum at a meeting of the Board, or such greater number as the Board determines, provided that one Director from each of the three Membership Sectors is present.
- 5.4 If a quorum is not present at the opening of a Board meeting or if during a Board meeting there ceases to be a quorum, the Directors present may adjourn the remainder of the business to be conducted at that Board meeting to a fixed time and place, or may defer the remainder of the business to the next scheduled Board meeting, but the Directors present may not transact any other business at that meeting.
- 5.5 If a quorum is not present at the opening of a Board meeting to which business has been adjourned or deferred under 5.4, the Directors present may adjourn the meeting to a fixed time and place, but may not transact any other business.
- 5.6 If a quorum is not present at the opening of a Board meeting to which business has been adjourned under section 5.5, a majority of the Directors holding office at the time of that meeting is a quorum for the purpose of transacting the business at that Board meeting.

Special Meetings

- 5.7 A meeting of the Board of Directors may be called at the written request of any two (2) Directors sent to the Board Chair stating the business to be discussed at the meeting.
- 5.8 Upon receipt of the valid written request, the Board Chair shall call a meeting of the Board, giving the notice required by Article 5.2.

Place of Meetings

- 5.9 Meetings of the Board of Directors may be held anywhere authorized by the Board of Directors.

Meetings by Communications Facility

- 5.10 Meetings of the Board of Directors may be held with all Directors participating by Communications Facility, or by a combination of attendance by Directors in-person and by Communications Facility, as determined and made available for that purpose by the Board of Directors.

- 5.11 Any Director participating in a meeting by Communications Facility, and entitled to vote at the meeting, may vote by means of such Communications Facility on any resolution brought before the meeting.

ARTICLE 6 - DECISION MAKING

Votes to Govern

- 6.1 Each Director who is eligible to cast a vote, including the Board Chair, has one vote on matters considered by the Board of Directors.
- 6.2 Subject to all requirements of applicable law, the objects of the Society and these Bylaws, each Director present at a meeting and entitled to vote at that meeting should vote on all motions placed before that meeting. However, a Director may abstain from voting in appropriate circumstances. An abstention shall be recorded in the minutes and will not be considered a vote.
- 6.3 Votes may not be made by proxy.
- 6.4 If there is a tied vote, the motion is lost.

Resolution in Writing

- 6.5 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Directors shall be as valid and effectual as if it had been passed at a meeting duly called and constituted.

ARTICLE 7 - COMMITTEES

Committees

- 7.1 Standing or special committees may be appointed by the Board of Directors for any purpose considered necessary or desirable.

Delegation to Committee

- 7.2 The Board of Directors may delegate such of its powers or duties, except the powers to make Bylaws or Rules in accordance with sub-Article 4.8(d) of these Bylaws, to a committee appointed by the Board of Directors.

ARTICLE 8 - BOARD CHAIR AND OFFICERS

Board Chair

- 8.1 The Directors shall elect one Director as Board Chair, for such period as the Directors determine, but not for longer than that Director's appointment lasts.
- 8.2 The Board Chair:
- (a) shall preside at all meetings of the Board of Directors and the Members;
 - (b) is a member of all committees of the Board of Directors and the Society, but is only a voting member of a committee when he or she has been approved as a voting member of that committee by the Board of Directors;
 - (c) shall present a report of the activities of the Board of Directors to the Members at the annual general meeting;
 - (d) may, with approval of the Board of Directors, delegate powers and duties as necessary; and
 - (e) is responsible for such other matters as the Board of Directors determines.

Officers

- 8.3 The Officers of the Society shall be the President, the Secretary, the Treasurer and any other Officers that the Board of Directors may appoint from time to time.
- 8.4 The Board of Directors may establish other offices, change the titles of offices, and prescribe the powers, duties and functions of each office.

President

- 8.5 The President shall be appointed by the Board of Directors.
- 8.6 The President shall enter into a contract with the Society that will outline and govern the President's rights and responsibilities while holding the office of President.
- 8.7 The President shall be responsible for:
- (a) acting as the principal spokesperson for the Society;

- (b) providing leadership, general supervision, management and control of the operations of Society on a day-to-day basis in accordance with the strategies, plans and policies approved by the Board of Directors;
- (c) providing overall leadership and vision in developing the tactics and plans necessary to realize objectives;
- (d) managing the Society to ensure the Business Plan is effectively implemented, the results are monitored and reported to the Board of Directors, and financial and operational objectives are attained;
- (e) attending Board of Directors meetings and ensuring appropriate support is provided to the Board of Directors;
- (f) preparing and reviewing the draft of all minutes of the meeting of the Board of Directors and discussing major concerns or questions with the Board Chair; and
- (g) the custody of the seal of the Society;

8.8 The President may, with approval of the Board of Directors, delegate the responsibilities of the office as required.

8.9 The President shall only be removed from office pursuant to the termination provisions in the contract entered into by the President and the Society in accordance with Article 8.6.

Secretary

8.10 The Secretary shall be elected by the Board of Directors.

8.11 The Secretary shall be responsible for:

- (a) ensuring proceedings of all meetings of the Board of Directors and the Members are recorded, and for the preparation and custody of the minutes of those meetings;
- (b) ensuring that a record of all the Members of the Society and their addresses is maintained;
- (c) the custody of the books and records of the Society, except financial records;

- (d) giving notice of all meetings of the Board of Directors and the Members; and
- (e) such other matters as the Board of Directors determines.

8.12 The Secretary may, with approval of the Board of Directors, delegate the responsibilities of the office as required.

Treasurer

8.13 The Treasurer shall be elected by the Board of Directors.

8.14 The Treasurer shall be responsible for:

- (a) the receipt of all money paid to the Society;
- (b) opening and operating accounts and for the deposit of funds in any bank, treasury branch, trust company or credit union of which the Board approves;
- (c) accounting for the real and personal property of the Society and the preparation and custody of such financial records as are necessary;
- (d) presenting a financial statement to the Board as required;
- (e) presenting a financial statement at the Society's annual general meetings; and
- (f) such other matters as the Board determines.

8.15 The Treasurer may, with approval of the Board, delegate the responsibilities of the office as required.

ARTICLE 9 - DUTIES OF DIRECTORS AND OFFICERS

Duty of Good Faith

9.1 Every Director and officer in exercising powers and discharging duties shall:

- (a) act honestly and in good faith in accordance with the best interests of the Society; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in carrying out a public trust.

- 9.2 A Director or officer is not liable under Article 9.1 if the Director or officer relies in good faith on:
- (a) financial statements of the Board of Directors presented to the Director or officer by a qualified person or in a written report of the auditor of the Board of Directors fairly to reflect the financial condition of the Society; or
 - (b) an opinion or report of a lawyer, accountant, engineer, appraiser or other person whose profession lends creditability to a statement made by such person.

Limitation of Liability

- 9.3 Directors and officers of the Society shall not be liable for any debts or liabilities of the Society except as set out in these Bylaws.
- 9.4 No Director, officer or member of a committee of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or member of a committee or employee of the Society, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Society 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 the duties of their office or in relation thereto unless the same shall happen through their own willful neglect or default, dishonesty or bad faith.

Indemnity

- 9.5 The Society may indemnify Directors and officers, and former Directors and officers, and purchase and maintain insurance for the benefit of such Directors and officers in the same way as is permitted in respect of a Director or officer of a corporation under the *Business Corporations Act* (Alberta).

Disclosure

- 9.6 A Director or officer who:
- (a) is or becomes a party to a material contract or proposed material contract with the Society; or

- (b) is or becomes a director or an officer of, or has a material interest in, any person who is a party to a material contract or proposed material contract with the Society;

shall forthwith after becoming aware of the facts that bring him within this Article, disclose in writing to the Board of Directors or request to have entered in the minutes of the meetings of the Board of Directors the nature and extent of the interest.

- 9.7 A Director referred to in Article 9.6 shall not vote on any resolution to approve the contract.

ARTICLE 10 - FINANCIAL ARRANGEMENTS

Financial Year

- 10.1 The financial year of the Society is from January 1 to the following December 31.

Bank Accounts

- 10.2 All funds received by the Society from fees, charges, assessments or otherwise shall:

- (a) be deposited into an account maintained in the name of the Society, to be used or invested as required; and
- (b) be properly recorded and accounted for, and for which receipts are to be provided on request.

Borrowing Powers

- 10.3 For the purpose of carrying out the objects of the Society, the Board of Directors may borrow or raise or secure the payment of the money in any it determines.
- 10.4 In accordance with the Act, no debentures may be issued without the sanction of a Special Resolution of the Members.

Fees, Charges, Levies and Assessments

- 10.5 The Board of Directors may make fees, charges, levies or assessments to further the objects of the Society, including those permitted under any legislation, regulation, quotes, standards or agreements.
- 10.6 The Board of Directors may raise or acquire revenue by any other means it considers appropriate.

No Profit for Members

- 10.7 The Society shall:
- (a) carry out its powers, duties, functions, services and activities efficiently and effectively; and
 - (b) have due regard to the interests of the general public, of the persons affected by or subject to its decisions and actions, and of the industry.
- 10.8 The operation of the Society shall be carried on without the purpose of gain for its Members, and any accretions to the Society shall be used to promote the objects of the Society.

Prohibited Financial Assistance

- 10.9 The Society shall not, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise to a Director.

Agreements, Contracts and Commitments

- 10.10 An agreement, contract, or other commitment entered into by the Society shall be entered into in accordance with rules established by the Board of Directors.

ARTICLE 11 - REMUNERATION

Remuneration of Directors, Officers and Members

- 11.1 Directors are eligible to receive such honoraria or remuneration in the course of their duties as directors as may be authorized by the Board of Directors.

- 11.2 If a Director is an employee of another entity, that corporation may, on approval of the Board of Directors, be reimbursed the equivalent honorarium or remuneration of the Director for the time the Director spends on the business of the Society.
- 11.3 Subject to any policies established by the Board of Directors from time to time, Directors shall be reimbursed their travelling and living expenses incurred while on the business of the Society, and any other disbursements expended in the course of performing their duties as Directors.

ARTICLE 12 - AMENDMENT TO BYLAWS

- 12.1 These Bylaws may only be rescinded, altered or added to if the rescission, alteration or addition is approved by a three quarters majority of the Members as prescribed under the Act.
- 12.2 Bylaws of the Society which are not made under the authority of the Act but rather are made under the authority of the Regulation may be adopted, rescinded, altered or added to if the adoption, rescission, alteration or addition is approved by motion of the Board of Directors carried by a special majority of at least two thirds of the Directors of the Society in accordance with the Regulation.
- 12.3 Any other bylaw of the Society other than those made under the authority of the Act or the Regulation is required to be approved by a majority of the Board of Directors.

ARTICLE 13 - HEAD OFFICE

- 13.1 The head office of the Society is to be located at such place in Alberta as the Board of Directors determines.

ARTICLE 14 - CORPORATE SEAL

- 14.1 The seal of the Society shall be kept in the custody of the President.
- 14.2 The seal shall not be affixed to any instrument except by authority of the Board of Directors and in the presence of such officers as the Board of Directors may prescribe.

ARTICLE 15 - BOOKS, RECORDS AND ANNUAL REPORT

Inspection of Books and Records by Members

15.1 The books, records and accounts of the Society may be inspected by a Member at any reasonable time by giving reasonable notice and arranging a time satisfactory to the officer having charge of them.

Annual Report

15.2 The Society shall prepare an annual report for each financial year of the Society, including:

- (a) a list of the Members and Directors of the Society;
- (b) a report on the objects, purposes and Bylaws of the Society and any amendments made to them;
- (c) a report on the activities of the Society; and
- (d) the audited financial statements of the Society.

ARTICLE 16 - SURRENDER CERTIFICATE

Special Resolution Required

16.1 The Society shall not be voluntarily wound up unless a Special Resolution is passed by the Members.

16.2 The Society shall only surrender its certificate of incorporation in accordance with the Act.

16.3 Where the Society surrenders its certificate of incorporation pursuant to the Act or is otherwise wound-up, the Directors shall, to the extent allowed by law, transfer all property of the Society to a non-profit organization or agency whose objects include either or both of the reduction or recycling of waste or related aspects of environmental protection.

ARTICLE 17 - NOTICE

17.1 A Notice required to be given under the Act or these Bylaws:

- (a) to a Member, shall be given in writing or electronic communication at the address shown in the membership records, or by telephone, to the number recorded in the records of the Society; and
- (b) to the Society, shall be given in writing to the head office of the Society.