



SOCIETY-BYLAWS

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1. The name of the Society is:

Alberta Off Highway Vehicle Association

2. The objects of the Society are:

1. To insure the future of ATVing and Off Road Motorcycling in Alberta, the AOHVA will advance and protect the rights and interests of Alberta's ATV and Off Road Motorcycle Riders by representing their interests to the Alberta Provincial Government and its agencies, Alberta Municipal governments and their agencies, and any other provincial, national, or international bodies that may affect the interests of the ATV and/or Off Road Motorcycling community.
2. The AOHVA will actively work with the Motorcyclists Confederation of Canada, the ATV/Quad Council of Canada, and any other organization or association that may affect the OHV riding experience of Albertans.
3. The AOHVA will formulate strategies and present policies for the development and management of recreational trails and facilities in the Province of Alberta.
4. The AOHVA will provide strong leadership and support to non-profit member ATV and ORM clubs that provide responsible recreation opportunities and social activities for their members.
5. The AOHVA will promote appropriate training, education and information related to safe ATV and ORM vehicle operation.
6. The AOHVA will support rider education on the laws, obligations and expectations associated with the entry and use of every riding opportunity they choose to access.
7. The AOHVA will participate in and work with organizations that support and promote financial sustainability in the development and maintenance of OHV trails and facilities in the Province of Alberta.
8. The AOHVA will be able to receive donations and raise funds; and build, purchase, lease or otherwise acquire equipment, buildings or leaseholder improvements; and support and mobilize volunteers or hire staff or enter into such other contracts or service agreements as may be necessary from time to time to achieve the objects of the association.

ALBERTA OFF HIGHWAY VEHICLE ASSOCIATION BYLAWS

ARTICLE 1 PREAMBLE

1.1 The Society

The name of the Association is ALBERTA OFF HIGHWAY VEHICLE ASSOCIATION (which may also be known or referred to as “the AOHVA”).

1.2 The Bylaws

The following are enacted as the Bylaws of the AOHVA.

ARTICLE 2 DEFINING & INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words shall have these meanings, unless the context otherwise requires:

- 2.1.1 **Act** means the *Societies Act*, R.S.A. 2000, Chapter S-14, as amended, or any statute substituted for it;
- 2.1.2 **Board** means the Board of Directors of the AOHVA as elected pursuant to Article 5.1.4 herein;
- 2.1.3 **Bylaws** mean these bylaws of the AOHVA, as amended from time to time;
- 2.1.4 **Club** means an All-Terrain Vehicle (ATV) or Off-Road Motorcycle (ORM) group or organization that is organized and registered as a non-profit Society or Association and is in good standing with the Government of Alberta (GOA);
- 2.1.5 **Director** means any person elected or appointed to the Board of Directors of the AOHVA and who holds office in accordance with these Bylaws;
- 2.1.6 **Member** means such Clubs as may be admitted to membership in the AOHVA in accordance with Article 3 herein;
- 2.1.7 **Officer** means any officer elected in accordance with Article 5.2 herein;
- 2.1.8 **Registered Office** means the registered office for the AOHVA in accordance with Article 6.1 herein;
- 2.1.9 **Register of Members** means the register maintained by the Secretary, containing the names and particulars of each Member, as required by the Act;
- 2.1.10 **Resolution** means a written motion passed by a majority of the Members of the AOHVA or by a majority of the Directors, as the case may be, present at a Meeting; or a resolution consented to in writing by all the Members or Directors, as the case may be, who would have been entitled at a Meeting to vote on the resolution in person.

2.1.11 **Special Resolution** means:

- (i) a Resolution passed at a meeting of which not less than 21 days' notice specifying the intention to propose the Resolution has been duly given and by the vote of not less than 75% of those members who, if entitled to do so, vote in person;
- (ii) a Resolution proposed and passed as a Special Resolution at a General Meeting of which less than 21 days notice has been given, if all the Members entitled to attend and vote at the General Meeting so agree; or
- (iii) a Resolution consented to in writing by all the Members who would have been entitled at a General Meeting to vote on the Resolution in person;

2.2 Interpretation

The following rules of interpretation shall be applied to the Bylaws:

- 2.2.1 **Singular and Plural:** words indicating the singular also include the plural, and vice-versa.
- 2.2.2 **Gender:** words indicating the masculine gender also include the feminine gender.
- 2.2.3 **Headings:** are for convenience only and do not affect the interpretation of these Bylaws.
- 2.2.4 These Bylaws shall be construed with reference to the provisions and terms used in these Bylaws and shall be taken as having the same respective meanings as they have when used in the Act. Notwithstanding anything else herein contained, these Bylaws shall be read subject to the restrictions upon their scope and effect contained in the Act and in any other applicable statutes and rules of law and equity, and any provisions herein repugnant to such restrictions shall, to the extent possible, but only to the extent required, be severed from these Bylaws, in order that the rest may stand.

ARTICLE 3 MEMBERSHIP

3.1 Membership

- 3.1 A Member must be an ATV or ORM Club which is incorporated as a Society or Association in Alberta and is good standing with Alberta Corporate Registry has met the membership criteria as established by the Board from time to time, and that has a mandate and objects compatible with the objects of the AOHVA.

3.2 Admission of Members

- 3.2.1 Members will only be admitted by meeting the requirements in Article 3.1 and by a favorable vote passed by a majority of the Board, acting reasonably.
- 3.2.2 A prospective member may apply for membership by submitting a completed application form that includes the name, contact information, Club objects and Bylaws and any other relevant information the Board may require at the Board's discretion.

3.3 Member Representatives and Alternates

- 3.3.1 Each Member shall, at the time of application for membership, and from time to time thereafter, designate one individual to act as a representative at all meetings of the Members AOHVA. Each Member also has the option to appoint one individual to act as its alternate representative at any meeting the representative cannot attend. Each Member shall notify immediately the Secretary of the Board in writing of any changes as to the name, address and telephone number of the representative or its alternate as they arise.
- 3.3.2 A Member will receive notice of any Annual General Meeting or Special Meeting and the Member's representative and alternate will, in accordance with these Bylaws, attend, represent and vote at such Annual General Meeting or a Special Meeting of Members.

3.4 Membership Fee

- 3.4.1 The Board will establish an annual membership fee, or a one-time membership fee, or waive the membership fee and may set additional terms and conditions as may be appropriate.

3.5 Suspension or Expulsion of Membership

- 3.5.1 Decision to Suspend or Expel

The Board may suspend a Member by Special Resolution for a maximum of three (3) months or may expel a Member, for any cause which is deemed contrary to the interests of the AOHVA, at the sole discretion and determination of the Board.

- 3.5.2 Notice to the Member

- 3.5.2.1 The affected Member will receive written notice of the Board's intention to deal with the suspension or expulsion matter. The Member will receive at least twenty-one (21) days notice of the meeting.

- 3.5.2.2 The notice will be sent by registered mail to the last known address of the Member shown in the records of the AOHVA.

3.5.2.3 The notice will state the reason why suspension or expulsion is being considered.

3.5.3 Decision of the Board

3.5.3.1 The Member, through its representative or alternate, will have an opportunity to appear before the Board to address the matter. The Board may allow any other person to accompany the Member's representative as the Board deems appropriate.

3.5.3.2 The Board will determine how the matter will be conducted and may limit the time given the Member to address the Board.

3.5.3.3 The Board may exclude the Member from its deliberations, including the deciding vote.

3.5.3.4 The decision of the Board is final.

3.6 Termination of Membership

3.6.1 Resignation

3.6.1.1 Any Member may resign from the AOHVA by sending or delivering a written notice to the Secretary or President of the AOHVA at the address of the Registered Office.

3.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date its name is removed from the Register of Members.

3.6.2 Cancellation

Membership in the AOHVA is cancelled if:

3.6.2.1 A Member ceases to meet the eligibility criteria as set out in these Bylaws; or

3.6.2.2 Upon the Member being struck from Alberta Corporate Registry, dissolution or winding-up of the Member; or

3.6.2.3 The Member is in arrears for payment or contribution of any fees or required contribution for more than 90 days following the date the fees are due.

3.6.2.4 Upon expulsion under Article 3.5.

3.6.2.5 On passage of a Resolution of the Board, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.7 Transmission of Membership

No right or privilege of any Member is transferable. All rights and privileges cease when the Member resigns or is expelled or its membership is cancelled.

3.8 Continued Liability for Debts Due

Although a Member ceases to be a Member by dissolution, expulsion, resignation or otherwise, the Member is liable for any debts owing to the AOHVA at the date of ceasing to be a Member.

3.9 Limitation on the Liability of Members

No Member is liable for any debt or liability of the AOHVA.

ARTICLE 4 MEETINGS OF THE AOHVA

4.1 Proceedings at Meetings of the AOHVA

4.1.1 Governing Principles

Meetings of the AOHVA shall be governed by the Roberts Rules of Order, latest edition, where they do not conflict with the Bylaws, or the Act.

4.1.2 Failure to Give Notice of Meeting

No action taken at an Annual General Meeting or Special Meeting is invalid due to:

- accidental omission to give notice to any Member; or
- any error in the notice that does not affect the meaning.

4.1.3 Method of Voting

Each Member is entitled to vote through its representative or alternate in person on all Resolutions or matters being brought to a vote at any Annual General Meeting or Special Meeting.

4.1.4 Each Member has only one vote at any Meeting in person.

4.2 The Annual General Meeting

- 4.2.1 The Association shall hold its AGM within sixty days (60) of the fiscal year end. The Board sets the place, day and time of the AGM.
- 4.2.2 The Secretary shall deliver a notice to each Member at least twenty-one (21) days before the AGM by fax, regular mail or email. This notice shall state the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 4.2.3 Agenda for the Meeting

The AGM will address the following matters:

- (a) adoption of the agenda;
- (b) adoption of the minutes of the last Annual General Meeting;
- (c) consideration of the Report of the Board;
- (d) reviewing the financial statements setting out the AOHVA's income, disbursements, assets and liabilities;
- (e) appointment of auditors;
- (f) election of the Board and alternates; and
- (g) consideration of any other matters or business the Board or the Members deem appropriate to bring forward.

4.2.4 Quorum

Attendance by 51% of the Members at an Annual General Meeting is a quorum.

4.3 Special Meeting of the AOHVA

4.3.1 Calling of Special Meeting

A Special Meeting may be called at any time:

- (a) by a Resolution of the Board; or
- (b) upon the written request of at least four (4) Directors. The request must state the reason for the Special Meeting and the motions intended to be considered at such Special Meeting; or
- (c) upon the written request of not less than twenty five percent (25%) of the Members. The request must state the reason for the Special Meeting and the motions intended to be considered at the Special Meeting.

4.3.2 Notice

The Secretary shall deliver a notice to each Member at least twenty-one (21) days by fax, regular mail or email before the Special Meeting. This notice shall state the place, date, time and purpose of the Special Meeting

4.3.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

4.3.4 Quorum

Attendance by 51% of the Members at a Special Meeting is a quorum.

ARTICLE 5 THE GOVERNANCE OF THE ASSOCIATION

5.1 The Board of Directors

5.1.1 Governance and Management of the Association

Subject to matters retained by the Members of the AOHVA pursuant to Article 4 and the Act, the Members delegate to the Board the power and authority to govern and manage the affairs of the AOHVA. The Board may hire a paid administrator(s) or other staff to carry out management functions under the direction and supervision of the Board.

5.1.2 Powers and Duties of the Board

The powers and duties of the Board include, but are not limited to:

- (a) promoting the objects of the AOHVA;
- (b) promoting membership in the AOHVA;
- (c) the recruitment, hiring and termination of paid administrators and staff required for the proper care and administration of the AOHVA;
- (d) regulating employees' duties and determining their salaries;
- (e) maintaining and protecting the AOHVA's assets and property;
- (f) approving an annual budget for the AOHVA;
- (g) paying all expenses arising from the operation and management of the AOHVA;
- (h) paying persons for services and protecting persons from debts of the AOHVA;
- (i) investing any extra monies;
- (j) financing the operations of the AOHVA, and the borrowing or raising of monies for the AOHVA;
- (k) making policies for managing and operating the AOHVA;
- (l) approving all contracts for the AOHVA;
- (m) maintaining all accounts and financial records of the AOHVA;
- (n) appointing legal counsel and accountants, if necessary;
- (o) making policies, rules and regulations for operating the AOHVA and using its facilities and assets and payout of AOHVA funds as appropriate;
- (p) selling, disposing of, or mortgaging any or all of the property of the AOHVA;
- (q) arranging fund raising activities; and

- (r) without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or paid administrators and staff of the AOHVA.

5.1.3 Composition of the Board

The Board shall consist of not fewer than five (5) and not more than ten (10) Directors. No Director shall at any time while holding office as a Director be in the employ of the AOHVA. The number of Directors can be changed by Special Resolution of the Members.

5.1.4 Election of the Directors and alternates

- 5.1.4.1 At the Annual General Meeting, the Members will elect the Directors and a designated alternate for each Director position. Each Director and alternate for that Director position is elected for a two year term.
- 5.1.4.2 Fourteen days prior to the AGM, each Member may submit a Director and alternate nomination for election to the Board. The Board will compile a list of nominees and present the list at the AGM for consideration by the Members. Additional nominations may take place at the AGM and nominations are subject to clause 5.1.4.4.
- 5.1.4.3 The election of Directors and alternates is based on regional representation in the province of Alberta. The available positions on the Board are limited to two Directors and an elected alternate for each of the two Director positions from each of the following provincial regions:
 - a. North East Region: North of Highway 16 and East of Highway 2; including Cold Lake, Lac LaBiche, Redwater, Smoky Lake and Fort McMurray.
 - b. North West Region: North of Highway 16 and West of Highway 2; including Hinton, Edson, Slave Lake and Grande Prairie.
 - c. North Central Region: South of Highway 16 and North of Highway 11 and 12 East of Nevis; including Edmonton Metropolitan, Red Deer, Rocky Mountain House, Nordegg and Drayton Valley.
 - d. South Central Region: North of Highway 1 and South of Highway 11 and 12 East of Nevis; including Calgary Metropolitan and Sundre.
 - e. South Region: South of Highway 1 including; Medicine Hat, Brooks, Lethbridge, and Crowsnest Pass.
- 5.1.4.4 To be eligible to be elected, a nominated Director or alternate must be a designated representative or alternate of a Member which:

- i. has been a Member of the AOHVA for at least one previous year; and
- ii. who has its head office in the relevant region as at the date of the Annual General Meeting.

5.1.5 Subject to minimum requirements for the number of Directors under Article 5.1.3 and the regional requirements under Article 5.1.4.3, if no Member nominated representative or alternate is eligible to be appointed as a Director or alternate, or if no Member nominated representative or alternate is willing to serve as a Director or alternate within a region, the position(s) may remain vacant until the next AGM or until appointed directly by the Board to serve until the next Annual General Meeting, subject always to clause 5.1.4.4.

5.1.6 In the absence of a Director at any Meeting, the alternate for that Director position shall assume the roles and responsibilities of the absent Director. An alternate may attend any meeting at which the Director is also present, but shall not have a vote.

5.1.7 Resignation or Removal of a Director or alternate

5.1.7.1 Any Director or alternate may resign from office by giving thirty (30) days notice in writing to the Secretary or President of the Board. The resignation takes effect either at the end of the thirty (30) day notice period, or on the date the Board accepts the resignation.

5.1.7.2 The Members or the Board may, at a Special Meeting called for this purpose, remove any Director or alternate prior to the expiration of his or her term of office on the grounds that the Director or alternate is unable to fulfil his or her duties or is acting contrary to the interests of the AOHVA. The Board will determine the process for this procedure.

5.1.7.3 The office of Director shall be automatically vacated:

- upon expiry of his or her term;
- if a Director resigns;
- if he or she is found by a Court to be mentally incapable of performing his duties or a guardian or attorney has been appointed for him or her under applicable legislation;
- if he or she becomes bankrupt;
- upon his or her death; or
- a Director or alternate represents a Member which resigns, is terminated, or expelled from membership in accordance with Articles 3.5 and 3.6.

5.1.7.4 Interim Vacancies

Members shall be advised of vacancies on the Board. The Members will be invited to forward letters of interest to the Board. At a Board meeting, the letters of interest will be reviewed and interim candidates may be appointed by the Board as Directors by Special Resolution. The person so appointed will hold office until the next Annual General Meeting. Notwithstanding this power of appointment, and subject to Article 5.1.3, the Board may continue to act despite any vacancies in the Board.

5.1.8 Meetings of the Board

- 5.1.8.1 The Board shall hold a minimum of four (4) meetings each year and other meetings will be held more often as may be required. No meetings shall be held during the months of July and August of each year, unless otherwise agreed upon by the Board.
- 5.1.8.2 Meetings may be called by the President or Secretary at the request of the President, or at the written request of a majority of the Directors.
- 5.1.8.3 Meetings may be called on 7 days notice by electronic mail, regular mail or facsimile. The Directors may waive these notice periods at their discretion.
- 5.1.8.4 Emergency meetings may be called by the President or Secretary at the request of four (4) of the Directors on 24 hours notice by electronic mail, telephone call or facsimile. The president and Secretary will use all reasonable means to contact all Directors when such an emergency meeting is called.
- 5.1.8.5 51% of the Directors present at any Board meeting is a quorum.
- 5.1.8.6 Each Director has one (1) vote.
- 5.1.8.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5.1.8.8 Meetings of the Board are only open to Directors and their elected alternates.
- 5.1.8.9 All Directors may agree to and sign a Resolution. This Resolution, if signed by all Directors, is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the Resolution is the date it is passed.

- 5.1.8.10 A meeting of the Board may be held by a conference call with all or some of the Directors. Directors who participate in this call are considered present for the meeting.
- 5.1.8.11 No error or omission in giving notice of any Board meeting or any adjourned Board meeting shall invalidate such Board meeting or invalidate any proceedings taken thereat. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.2 Officers

- 5.2.1 The Officers of the AOHVA are the President, Vice-President, Secretary and Treasurer.
- 5.2.2 At its first meeting after the Annual General Meeting, the Board shall elect from among the Directors, all Officers for the following year.
- 5.2.3 The Officers hold office until re-elected or until a successor is elected.
- 5.2.4 Resignation or Removal of an Officer
- 5.2.4.1 Any Officer may resign by giving thirty (30) days notice in writing to the Board. The resignation takes effect either at the end of the thirty (30) day notice period, or on the date the Board accepts the resignation.
- 5.2.4.2 The Members or Directors may, at a Special Meeting called for this purpose, remove any Officer prior to the expiration of his term. There must be a majority vote and the Board will determine the process for this procedure.

5.3 Duties of the Officers of the Association

- 5.3.1 The President:
- supervises the affairs of the Board;
 - when present, chairs all meetings of the AOHVA, the Board and the Executive Committee;
 - is an Ex Officio member of all Committees;
 - acts as the spokesperson for the AOHVA;
 - chairs the Executive Committee; and
 - carries out other duties assigned by the Board.
- 5.3.2 The Vice-President:
- presides over meetings in the President's absence. If the Vice-President is absent, the Directors shall elect from amongst those present, a Chairperson for the meeting;

- replaces the President at various functions when asked to do so by the President or the Board;
- is a member of the Executive Committee; and
- carries out other duties assigned by the Board.

5.3.3 The Secretary:

- attends all meetings of the AOHVA, the Board and the Executive Committee;
- keeps accurate minutes of these meetings;
- has charge of the Board's correspondence;
- makes sure a Register of Members is kept in accordance with the Act and these By-laws;
- makes sure all notices of various meetings are sent;
- files the annual corporate return for the AOHVA, changes in the Directors of the AOHVA, amendments to the Bylaws and other incorporating documents with the Alberta Corporate Registry; and
- carries out other duties assigned by the Board.

5.3.4 The Treasurer:

- ensures a detailed account of revenues and expenditures is presented to the Board, as requested;
- oversees the preparation of the annual financial statements and presents them at the Annual General Meeting;
- chairs the Finance Committee, if any;
- is a member of the Executive Committee; and
- carries out other duties assigned by the Board.

5.4 Other Officers and Staff

5.4.1 The Board may from time to time appoint such officers or agents, and authorize the employment of such persons as the Board deems necessary to carry out the objects of the AOHVA. Other officers, agents and employees will have such authority and perform such duties as from time to time may be prescribed by the Board.

5.5 Board Committees

5.5.1 The Board may establish Committees to advise the Board and appoint persons to serve as Committee Chair or Committee Members. Committees shall follow the policies and directions established by the Board.

General Procedures for Committees

5.5.2 The Committee Chair shall call Committee meetings. Each Committee:

- records minutes of its meetings;
- distributes these minutes to the Committee members; and
- provides reports to the Board

- 5.5.3 Each member of the Committee, including the Chair, has one (1) vote at the Committee meeting.

Executive Committee

- 5.5.4 The Board shall establish a standing Executive Committee consisting of the President, Vice- President, Secretary and Treasurer. The Executive Committee shall exercise such powers as are authorized by the Board from time to time.
- 5.5.5 Executive Committee members shall receive no remuneration from the AOHVA for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

Executive Committee Meetings

- 5.5.6 All members of the Executive Committee may agree to and sign a Resolution. This Resolution is as valid as one passed at any Executive Committee meeting. It is not necessary to give notice of or to call a meeting of the Executive Committee. The date on the Resolution is the date it is passed.
- 5.5.7 The Executive Committee may hold meetings by teleconference or by other electronic means that permit all persons participating in the meeting to hear each other.
- 5.5.8 No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- 5.5.9 Meetings of the Executive Committee shall be held at any time and place to be determined by the members of the Executive Committee provided that 2 days notice of such meeting shall be given by telephone, email, mail or facsimile to each member of the Executive Committee. Any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 5.5.10 Three (3) of the members of the executive committee shall constitute a quorum.

Volunteer Committees

- 5.5.11 Volunteer committees for promoting the objects or undertaking the functions of the AOHVA may be established by the Board and shall be established by Resolution of the Board specifying the Committee's:
- a. Terms of Reference or scope of work
 - b. Chair
 - c. Membership
 - d. Duration for a specified period, or as a standing committee
 - e. Reporting obligations

- f. Budget if required, and
- g. Other matters deemed by the Board to be appropriate for striking the committee

Committee Composition

- 5.5.12 Every volunteer Committee shall contain at least one Director, who will act at the Committee Chair, and such other persons as may be required. Volunteer Committee members may include individuals who are not Directors or alternates.
- 5.5.13 A majority of the volunteer Committee members present at a meeting is a quorum.

ARTICLE 6 FINANCE AND MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the AOHVA may be established or changed from time to time at the Annual General Meeting or by Resolution of the Board.

6.2 Audit

- 6.2.1 The fiscal year of the AOHVA shall be April 1 to March 31 each year.
- 6.2.2 There must be an annual audit of the books, accounts and records of the AOHVA. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the AOHVA, the auditor submits annual financial statements, results of his audit and other financial information as required by the Board.
- 6.2.3 The Association financial records shall be kept in accordance with Generally Accepted Accounting Principles (GAAP).

6.3 Cheques and Contracts of the Association

- 6.3.1 Signing authorities will be appointed from time to time by the Board. Two (2) signatures are required on all cheques. A minimum of one (1) Officer must sign any cheque drawn on the monies of the AOHVA.
- 6.3.2 The Board may designate a paid administrator or employee as a signing authority for cheques drawn on the monies of the AOHVA. The Board may limit the amounts and circumstances under which the paid administrator or employee would sign cheques.
- 6.3.4 All contracts of the AOHVA shall be signed by any two (2) Officers or persons authorized to do so by way of a Resolution of the Board.

6.4 The Keeping and Inspection of the Minute Books and Financial Records of the Association

- 6.4.1 The Secretary will maintain keeps the Minute Book(s) and records the minutes of all meetings of the Members and of the Board.
- 6.4.2 The Minute Books will contain minutes from all meetings of the AOHVA, the Board and the Executive Committee.
- 6.4.3 The Minute Book(s) and financial records of the AOHVA are open for inspection by the Members or Directors, except for Minutes and financial records the Board deems as confidential provided:
 - 6.4.3.1 A Member wishing to inspect the Minute Books or financial records of the AOHVA must give reasonable notice to the Secretary or Treasurer, respectively, of the Board of his intention to do so.
 - 6.4.3.2 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the AOHVA, during normal AOHVA business hours.

6.5 Borrowing Powers

- 6.5.1 For the purpose of carrying out its objects, the AOHVA may borrow or raise or secure the payment of money in any manner it thinks fit, and in particular by the issue of debentures or other reasonable security in accordance with an appropriate Resolution of the Board.
- 6.5.2 The power of the AOHVA shall be exercised only under authority of these Bylaws and in no case, shall debentures be issued without the passing of a Special Resolution by the Members.

6.6 Payments

- 6.6.1 No Member, Director or Officer of the AOHVA receives any remuneration for his services as a Member, Director or Officer.
- 6.6.2 Reasonable expenses incurred while carrying out duties of the AOHVA may be reimbursed upon Board approval and in accordance with any policies that the Board may establish respecting the reimbursement of such expenses.

6.7 Limitation of Liability and Indemnity

- 6.7.1 Each Director, Officer and Member holds office with the protection from the AOHVA. AOHVA indemnifies each Director, Officer and Member against any and all costs or charges, claims or suits whatsoever that result from acts done in his or her role for the AOHVA. The AOHVA does not protect any Director, Officer or Member for acts of fraud, dishonesty, or bad faith.
- 6.7.2 Each and every Director, Member and Officer of the AOHVA shall be deemed to have assumed office on the express condition that every such Director, Member or Officer, his respective heirs, executors, administrators, and estate shall at all times be indemnified and saved harmless out of the funds of the AOHVA against all costs (including legal costs on a solicitor and his own client basis), charges and expenses, including any amount paid to settle an action or satisfy a judgment which such Director, Member or Officer sustains or incurs in any civil, criminal or administrative action or proceeding which is brought or prosecuted against him in respect of any act or matter done or permitted by him to be done in the execution of the duties of his office and also all costs, charges and expenses which he may sustain or incur in relation to the affairs of the AOHVA, provided he acted honestly and in good faith with a view to the best interests of the AOHVA and he had reasonable grounds for believing that his conduct was lawful.
- 6.8 The Secretary is responsible for retaining the corporate seal of the AOHVA and its application as part of the signature of AOHVA on any contracts.

ARTICLE 7 AMENDING THE BYLAWS

- 7.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the AOHVA.
- 7.2 The amended Bylaws take effect after the Special Resolution is passed at the Annual General Meeting or Special Meeting or effective date of the Special Resolution and after the rescission, alteration or addition is accepted by the Corporate Registry of Alberta.

ARTICLE 8 DISTRIBUTING ASSETS AND DISSOLVING THE AOHVA

- 8.1 Upon the dissolution or winding up of the AOHVA and after the payment of all debts and liabilities of the AOHVA, the remaining property of the AOHVA shall not be distributed to the Members but shall be distributed to those non-profit entities selected by the Board in the proportions determined by the Board by Special Resolution, always in accordance with the Act and Canada Customs and Revenue Agency regulations.