

1. NAME OF SOCIETY

- 1) This society shall be known as the **ALBERTA CLIMBING ASSOCIATION** (the "Association").

2. TERMS

The following terms have these meanings in these By-Laws:

- 1) 'Board' means the Board of Directors of the Association;
- 2) 'Climbing' means all of the disciplines that are practiced competitively, including bouldering, top roping, lead climbing, speed climbing, and may include other forms of climbing that can be done in a competitive or recreational manner;
- 3) 'Day' means all calendar days, including weekend and holiday days;
- 4) 'Director' means any and all members of the Board of Directors, including those holding a particular office within the Board;
- 5) 'Member' means a member of this Association;
- 6) 'Adult Member' means any member who is at least eighteen (18) years old;
- 7) 'Youth Member' means any member who is under eighteen (18) years old.

3. HEAD OFFICE

- 1) The head office of the Association shall be in the Province of Alberta, at such place that the Board may from time to time determine.

4. OBJECTIVES

The objectives of the Association are:

- 1) To promote the development of the sport of competition climbing in Alberta;
- 2) To govern the sport of competition climbing in Alberta;
- 3) To organize the competition climbing calendar for youth and adults in Alberta;
- 4) To host, promote, organize, and sanction climbing competitions in Alberta;
- 5) To develop, promote, and enforce a consistent rules structure for all sanctioned climbing competitions held in Alberta;
- 6) To host, promote, and organize climbing related events;
- 7) To be the Alberta member of the National Sport Organization which governs competition climbing in Canada;

- 8) To liaise with Alberta climbers and the National Sport Organization which governs competition climbing in Canada;
- 9) To develop, promote, and provide training and certification for climbing coaches, judges, officials and route setters in Alberta;
- 10) To provide support to gyms hosting climbing competitions and climbing related events;
- 11) To provide financial support to Association members to attend National and International climbing competitions;
- 12) To develop, promote, and maintain partnerships with other organizations that support competitive climbing;
- 13) To promote indoor and outdoor recreational climbing;

5. STRUCTURE

- 1) The Association shall be carried on without personal or financial gain for its members, and any profits or other gains to the Association shall be used solely to promote and advance the Association's stated objectives.
- 2) The affairs and activities of the Association shall be managed and directed by a Board of Directors (the "Board").
- 3) The Board shall consist of five (5) members, all of whom must be at least eighteen (18) years old at the time of their election or appointment to the Board.
- 4) The Board shall consist of the following officers: one (1) President, one (1) Vice-President, one (1) Secretary, one (1) Treasurer and one (1) Member at Large.
- 5) The Board may form various committees or working groups that may promote and/or advance the Association's stated objectives.
- 6) The Board may appoint interested members, or persons from the community, to participate in the various Association committees or working groups as the Board deems appropriate.
- 7) The applicants for registration as an Alberta society shall form the founding Board of the Association.
- 8) The term(s) of the founding Board shall continue until their successors are elected or appointed.

6. BOARD OF DIRECTORS - DUTIES

- 1) The Board shall manage the activities, affairs, assets, and financial instruments of the Association in a manner that is consistent with the requirements of these By-Laws, and also consistent with all relevant legislation.

- 2) The Board shall have charge of all Association assets and financial instruments, and shall manage all Association assets and financial instruments in accordance with commonly accepted prudent business practices.
- 3) The Board shall ensure that all funds raised by the Association are used to promote and/or advance the Association's stated objectives.
- 4) Every Director shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 5) The Board shall have the authority to enter into and terminate any agreements or contracts with any person, or persons, or organization that may promote and/or advance the Association's stated objectives.
- 6) The Board shall have the authority to engage in any lawful activity that may promote and/or advance the Association's stated objectives.

7. BOARD OF DIRECTORS - ELECTIONS

- 1) Elections for positions on the Board shall be held every year at the Annual General Meeting of the Association.
- 2) Only Adult Members in good standing are eligible for election or appointment as a Director.
- 3) Nominations shall be solely by personal declaration of the candidate member.
- 4) Voting shall be conducted by a secret ballot.
- 5) Directors shall serve for a one (1) year term.

8. BOARD OF DIRECTORS - OFFICERS

- 1) The Board shall determine which Directors shall serve in a particular office.
- 2) The Board may combine offices, and/or modify the number of Directors in the event that the Board deems it appropriate to do so.
- 3) The Board shall fill any vacancy within a particular office or generally within the Board that becomes vacant during a term as soon as the Board finds practicable.
- 4) The Board shall fill any such vacancy by appointing any interested and eligible member that the Board deems appropriate.

5) The specific duties of the President shall be to:

- a. Chair all Board Meetings and General Meetings;
- b. Decide all questions of order by resorting firstly to these By-Laws, secondly to Robert's Rules of Order, and lastly to any appropriate Association past practice;

- c. Co-sign all Association financial instruments and legal agreements;
- d. Sign all correspondence sent on behalf of the Association.

6) The specific duties of the Vice-President shall be to:

- a. Assume the specific duties of the President in his or her absence.

7) The specific duties of the Secretary shall be to:

- a. Keep detailed written records of the business conducted at all Board and General Meetings;
- b. Maintain possession of the corporate seal of the Association for use by its authorized Officers;
- c. Receive all correspondence on behalf of the Association;
- d. Notify every Director of all Meetings in accordance with these By-Laws.

8) The specific duties of the Treasurer shall be to:

- a. Maintain proper financial records on behalf of the Association;
- b. Co-sign all Association financial instruments and legal agreements.

9. BOARD OF DIRECTORS - MEETINGS

- 1) The Board shall hold Board Meetings as required to conduct Association business.
- 2) Directors may participate at Board Meetings in person, or by some effective remote means such as telephone or video conference.
- 3) Every Director, including the President, participating at a Board Meeting, shall have one (1) vote on any issue that requires a vote.
- 4) The President, or his or her designate, may distribute a resolution by electronic means to all Directors for their consideration. If that resolution is approved in writing by a majority of the Directors, it shall be treated in all respects as if it had been passed at a Board Meeting.
- 5) The Board shall keep written records of the business conducted at every Board Meeting.
- 6) The Board shall enact/keep written policies that are required to conform to the By-Laws, and also to conform to all relevant legislation.
- 7) The Board may enact/keep written policies that may be required to promote and/or advance the Association's stated objectives.
- 8) The quorum for all Board Meetings shall be three (3) Directors, including those Directors participating by some remote means.
- 9) The Board shall ensure that every Director is notified of the date, time and place of all Board Meetings at least fifteen (15) days prior to the date of the meeting.

- 10) Notification to the Directors should be done in writing whenever possible, but may be accomplished by whatever other means the Board deems appropriate.
- 11) Board Meetings shall be closed to members and the public, except by the Board's invitation.

10. BOARD OF DIRECTORS - REMOVAL OF MEMBERS

- 1) The Board shall forthwith remove any Director from the Board, pursuant to provincial legislation, in the following four events:
 - a. The Director is the subject of an assignment under the *Bankruptcy and Insolvency Act*,
 - b. The Director is the subject of a court order made declaring him or her to be a mentally incompetent person or incapable of managing his or her affairs;
 - c. The Director dies; or
 - d. The Director resigns in writing.
- 2) The Board may otherwise remove any Director from their office and/or from the Board entirely as the Board deems appropriate.
- 3) A motion to remove a Director shall require four (4) votes to pass.

11. BOARD OF DIRECTORS - REMUNERATION

- 1) Directors shall serve without remuneration.
- 2) Directors may be paid for such reasonable expenses incurred by them in the performance of their duties.

12. MEMBERSHIP - GENERAL

- 1) Any interested person may become a member of the Association, subject to the requirements stipulated in these By-Laws.
- 2) Any applicant for Association membership must apply in a form approved by the Board.
- 3) The Board may refuse to admit any applicant as a member, subject to providing written reasons for that refusal to that applicant.
- 4) Members may be required to pay a yearly membership fee in such amount as may be established by the Board from time to time.
- 5) Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six (6) months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.

13. MEMBERSHIP - CONFLICT OF INTEREST

- 1) Any member who has a financial interest, or who may be perceived as having a financial interest, in a proposed contract or transaction of the Association shall promptly disclose the nature and extent of that potential conflict of interest to the Board.
- 2) Any member who may gain an undue personal advantage, or who may be perceived as gaining an undue personal advantage, in a prospective decision of the Association shall promptly disclose the nature and extent of that potential conflict of interest to the Board.
- 3) The Board shall determine whether a conflict of interest exists, and shall not allow any member with a conflict from participating in the discussion of and/or voting on that issue.

14. MEMBERSHIP - CONDUCT

- 1) All members shall abide by the requirements of these By-Laws.
- 2) All members shall act in an ethical, fair, lawful, and respectful manner while attending at or participating in any Association competition, event, or meeting.
- 3) All members shall abide by all rules that govern any Association competition or event.
- 4) Any member who does not abide by the rules of these By-Laws may be subject to discipline, and may have their standing as a member restricted, suspended, or revoked.

15. MEMBERSHIP - DISCIPLINE

- 1) Any complaint about a member's conduct must be made in writing, and must be delivered to the Board as soon as practicable, which would generally be within thirty (30) days of the conduct in question.
- 2) The Board shall review all written complaints that are made by any identified member in good standing; and may review, as they deem appropriate, any written complaint that is made by any other person.
- 3) The Board shall take the following steps when reviewing a written complaint:
 - a. The Board shall notify the subject member in writing that they are the subject of a written complaint within fifteen (15) days of receiving the complaint. This notification shall include details of the conduct or incident in question.
 - b. The Board shall advise the subject member that they have thirty (30) days to respond to the complaint in writing, if they choose to do so.
 - c. The Board shall meet within sixty (60) days of receiving the complaint to fully review the complaint, any written response from the subject member, as well as any other material that the Board deems appropriate.
 - d. The Board shall then decide whether to defer or dismiss the complaint, or discipline the member in some fashion. The Board's decision on the complaint is final.

- e. The Board shall notify the complainant (if known), and subject member in writing of their decision concerning the complaint within seven (7) days of that decision.
- f. A motion to discipline a member shall require three (3) votes to pass.

16. MEMBERS - PRIVILEGES

- 1) All members in good standing are eligible to participate in all Association competitions and events, subject to the payment of the fee(s) associated with that competition or event, and also subject to any other limits (such as age limits) that the Board deems appropriate.
- 2) All Adult Members in good standing may attend and participate fully in all General Meetings, including for elections to the Board.
- 3) All Youth Members in good standing may attend any General Meeting, but may participate only as an observer.
- 4) A parent or legal guardian of a Youth Member in good standing may exercise a proxy vote on behalf of that Youth Member at any General Meeting, including for elections to the Board.

17. GENERAL MEETINGS

- 1) The Board shall hold one Annual General Meeting per year, and may hold one or more Special General Meetings as the Board deems appropriate.
- 2) The Board shall communicate the specific date, location and time of all General Meetings to its members by posting it on the Association website, as well as by any other effective means that the Board deems appropriate.
- 3) The Board shall post notice of all General Meetings at least thirty (30) days prior to the date of that General Meeting.
- 4) The quorum for all General Meetings shall be ten (10) members.
- 5) The Board shall make a report to the gathered members at the Annual General Meeting detailing the activities of the Association in the preceding year.
- 6) The Board and the gathered members may transact any business that may promote and/or advance the Association's stated objectives at any General Meeting. With the exception of Board elections, which shall be by secret ballot, voting at all meetings of the Association shall be by show of hands.
- 7) The Board shall arrange a Special General Meeting within thirty (30) days of receiving a written petition from at least twenty-five (25) Members in good standing, who shall be either Adult Members or Youth Members by their proxy. The written petition must include the specific business proposed to be conducted at that Special General Meeting. Only the specific business stated in the petition may be transacted at the Special General Meeting called by this method.
- 8) In the event that the Board fails to call a Special General Meeting as required to do so by a valid petition, the petitioners may hold and conduct a Special General Meeting at a time and place of

their choosing. The gathered members must conduct that Special General Meeting in accordance with these By-Laws.

18. AMENDMENTS TO BY-LAWS

- 1) Amendments to the By-Laws can only be made at General Meetings.
- 2) Any proposed amendment to the By-Laws must be served upon the members of the Association at least twenty-one (21) days prior to the General Meeting at which it will be discussed.
- 3) Any proposed amendment must be done by way of a "Special Resolution."
- 4) All successful amendments must have their date of passage noted in the By-Laws.

19. BORROWING POWERS

- 1) For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

20. ARBITRATION

- 1) A dispute arising out of the affairs of the Association and between any members of the Association or between
 - a. A member or a person who is aggrieved and who has for not more than six (6) months ceased to be a member, or
 - b. A person claiming through the member or aggrieved person or claiming under the by-laws of the Association,and the Association or a director or officer of the Association, shall be decided by arbitration, which shall be under the *Arbitration Act*.
- 2) A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench, and unless the By-laws otherwise provide there is no appeal from it.

21. AUDITING

- 1) The books, accounts and records of the Association shall be audited at least once each year by a duly qualified accountant or by two (2) members of the Association elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association. The fiscal year end of the Association in each year shall be December 31.
- 2) The books and records of the Association may be inspected by any member of the Association at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory

to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

22. DISSOLUTION

- 1) The Board shall be responsible for complying with all relevant provincial legislation in the event that it becomes necessary to dissolve the Association.

23. DECLARATION

These By-Laws were proclaimed on the _____ day of August, 2013, under the signature of the following founding members:

| | | | |
|------------------------------|-------------------|------------------|--------------------|
| Signature: | Address | <i>Apartment</i> | |
| | 5088 Thibault Way | | |
| Print Name: William Hendsbee | <i>City/Town</i> | <i>Province</i> | <i>Postal Code</i> |
| | Edmonton | Alberta | T6R 3J3 |

| | | | |
|----------------------------|------------------|------------------|--------------------|
| Signature: | Address | <i>Apartment</i> | |
| | 1238 16 Street | | |
| Print Name: Steven Frangos | <i>City/Town</i> | <i>Province</i> | <i>Postal Code</i> |
| | Canmore | Alberta | T1W 1T8 |

| | | | |
|----------------------------|-------------------|------------------|--------------------|
| Signature: | Address | <i>Apartment</i> | |
| | 6520 Law Drive SW | | |
| Print Name: Craig Eveleigh | <i>City/Town</i> | <i>Province</i> | <i>Postal Code</i> |
| | Calgary | Alberta | T3E 6A1 |

| | | | |
|------------------------------|------------------|------------------|--------------------|
| Signature: | Address | <i>Apartment</i> | |
| | P.O. Box 2356 | | |
| Print Name: Christopher Neve | <i>City/Town</i> | <i>Province</i> | <i>Postal Code</i> |
| | Banff | Alberta | T1L 1C1 |

| | | | |
|---------------------------|-------------------|------------------|--------------------|
| Signature: | Address | <i>Apartment</i> | |
| | 28 Bow Ridge Road | | |
| Print Name: Erica Carlson | <i>City/Town</i> | <i>Province</i> | <i>Postal Code</i> |
| | Canmore | Alberta | T4C 1T7 |

WITNESS

| | | | |
|-----------------------------|-------------------|-----------------|--------------------|
| Signature: | Address | | <i>Apartment</i> |
| | 5088 Thibault Way | | |
| Print Name: Sheryl Hendsbee | <i>City/Town</i> | <i>Province</i> | <i>Postal Code</i> |
| | Edmonton | Alberta | T6R 3J3 |