



***Special
Olympics
Alberta***

Bylaws

SPECIAL OLYMPICS ALBERTA

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ARTICLE I

NAME

1.1. NAME

The name of the Society is "Special Olympics Alberta Association" and is hereinafter referred to as the "Society".

1.2 SEAL

The seal of the Society shall have the words "Special Olympics Alberta Association" endorsed thereon and shall at all times remain in the custody and control of the Society.

1.3 HEAD OFFICE

The head office of the Society shall be in such place in the Province of Alberta as the Board of Directors of the Society may from time to time determine.

ARTICLE II

NOT FOR PROFIT

2.1 NOT FOR PROFIT

The Society is a non-profit charitable organization.

ARTICLE III

MISSION STATEMENT

3.1 MISSION STATEMENT

The Society's Mission is "Enriching the lives of Albertans with an intellectual disability through sport."

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ARTICLE IV

MEMBERS OF THE SOCIETY

4.1 MEMBERSHIP

There shall be two categories of membership:

- a) Voting; and
- b) Non-Voting

4.2 VOTING MEMBERS

The chairperson, or designate, of each Affiliate, as described in Article XIX, in good standing shall be a voting member of the Society and must be a member in good standing of the Society.

4.3 NON-VOTING MEMBERS

There shall be two categories of non-voting membership:

- a) Associate Members, and
- b) Honorary Members

4.3.1 ASSOCIATE MEMBERSHIP

Associate Membership shall be open to associations or other groups who are concerned and/or involved with sport, recreation and fitness for people who have an intellectual disability and who meet the criteria for membership as established from time to time by the Society. Associate Members shall enjoy all rights, privileges and responsibilities of the membership except the right to vote.

4.3.2 HONOURARY MEMBERSHIP

Honourary Membership shall be conferred upon an individual or group who demonstrates commitment to the mission of Special Olympics. The Board of Directors will accept nominations from any member in good standing and review based on criteria set forth for honorary membership from time to time. Honourary Members shall enjoy all rights, privileges and responsibilities of membership save and except the right to vote.

4.4 APPLICATION FOR MEMBERSHIP

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The procedure for applying for a membership in the Society will be determined from time to time by its Board of Directors.

4.5 MEMBERS IN GOOD STANDING

Members in good standing shall have satisfied the following requirements:

- a) All applicable membership fees shall be paid and up to date for each current fiscal year.
- b) A member shall not violate any By-Laws or policies of the Society.

4.6 VOLUNTARY WITHDRAWAL FROM MEMBERSHIP

A voting or non-voting member may withdraw from the Society by filing a notice in writing with the Chair of the Society. Upon receipt of such notice, the member shall be struck from the membership list and shall no longer be a member of the Society. Members who fail to submit required fees and documentation within established timelines will be presumed to have voluntarily withdrawn and will be struck from the membership list.

4.7 SUSPENSION OR EXPULSION FROM MEMBERSHIP

The Board of Directors may suspend or expel any member of the Society if such a member refuses to comply with the By-laws of the Society, the laws of the province of Alberta or the policies of the Society or whose conduct shall be determined to be detrimental to the interest or the reputation of the Society, providing that no such member shall be suspended unless and until he/she has been notified of the charge or complaint against them and they have been given an opportunity to be heard by the Board of Directors of the Society or by a committee established by the Board of Directors of the Society at a meeting called for that purpose.

At the next Annual General Meeting of the Society, the question of the suspension or expulsion of a Member shall be placed on the agenda and the voting members of the Society shall determine whether the suspended or expelled member shall remain suspended or expelled by a simple majority

ARTICLE V

MEMBERSHIP FEES

5.1 MEMBERSHIP FEES

The Board of Directors of the Society shall establish the annual fees payable by all categories of membership as follows:

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- a) Annual fees shall be payable annually by July 1.
- b) Membership year of the Society shall be from July 1 to June 30.
- c) Fees for the ensuing fiscal year may be paid in advance. If fees are not paid by November 1, such member is struck from the membership list until such fees are paid.

ARTICLE VI

MEETINGS OF THE SOCIETY

6.1 MEETINGS OF THE SOCIETY

Meetings of the Society shall be held at times and places to be determined by the Board of Directors of the Society.

6.2 ANNUAL GENERAL MEETING

The Society shall hold an Annual General Meeting to conduct the business of the Society at least once each fiscal year and no later than five (5) months after the beginning of the Society's fiscal year.

Notice of the Annual General Meeting of the Society shall be given to all voting members in writing at least thirty (30) days prior to the date of such meeting. An agenda, notice of By-law amendments, and the report of the Nominations Committee shall be included with the notice of meeting.

At each Annual General Meeting, the Chair of the Nominating Committee shall place before the voting members a Slate of Nominees for the Board of Directors.

Nominations will not be accepted from the floor at the Annual General Meeting.

At each Annual General Meeting, the Directors of the Society shall place before the voting members audited financial statements relating to the last financial period completed by the Society.

At each Annual General Meeting, the voting members shall appoint an auditor or auditors to hold office until the conclusion of the next Annual General Meeting.

6.3 SPECIAL GENERAL MEETING

A Special General Meeting of the Society may be called by:

- a) The Chair.
- b) A majority of the Board of Directors.
- c) The Chair, upon receiving a notice in writing to the Board of Directors of the Society signed by not less than seven (7) voting members in good standing requesting such a meeting.

Voting members requesting the meeting must include the purpose of the meeting and identify any observers and/or consultants they request to attend.

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The Board of Directors of the Society shall set a suitable date for the Special General Meeting and will give thirty (30) days notice in writing to all voting members together with an agenda and a general description of the business to be presented at the meeting. Business conducted at the meeting shall be limited to the agenda itemized in the written notice.

The Board of Directors of the Society shall have the power to invite such persons as they deem advisable to attend the Special General Meetings as observers and consultants.

ARTICLE VII

QUORUM

7.1 QUORUM

One-fifth (1/5) of the Affiliate Members of the Society representing not less than forty percent (40%) of the total number of eligible votes determined in accordance with Section 8.1 herein shall constitute a quorum at the Annual General Meetings and Special General Meetings of the Society

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ARTICLE VIII

VOTING

8.1 VOTING

The number of votes which each voting member is entitled to cast shall be equal to the number of athletes registered with the Affiliate, as of the immediately preceding June 30, which the voting member is representing.

At all meetings of the Society, every motion shall be decided by a simple majority of the votes of the voting members present unless otherwise authorized by the By-laws of the Society, provided however, the majority votes must be cast by voting members representing no less than five (5) Affiliates. In the event of a tie vote, the motion shall be considered defeated.

Every motion shall be decided in the first instance by a show of hands unless a secret poll be demanded by any voting member.

8.2 SECRET POLL

The demand for a secret poll may be written, but if a secret poll be demanded and not withdrawn, the motion shall be decided by a majority of votes cast by the voting members present and such poll shall be taken in such manner as the chairman shall direct.

8.3 PRIMA FACIE PROOF

The declaration by the Chair for the Society that a motion has been carried or not carried and an entry to that effect in the minutes of the Society shall be admissible as evidence and prima facie proof of the fact without actual proof of the number or proportion of the votes cast in favour or against such motion.

8.4 PROXY

Voting Members shall not be entitled to vote by proxy.

8.5 EXTRA-ORDINARY RESOLUTION

An "Extra-Ordinary Resolution" must be passed by a two-thirds (2/3) majority of the votes cast by voting members present, provided however that the two-thirds (2/3) majority votes must be cast by no less than fifty percent (50%) of the voting members present.

8.6 SPECIAL RESOLUTION

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A "Special Resolution" means:

- a) A resolution passed:
 - i) at a General Meeting of which not less than twenty one (21) days notice specifying the intention to propose the resolution as being duly given, and
 - ii) by a vote of not less than seventy five percent (75%) of the votes cast by those members who, if entitled to do so, vote in person.
- b) A resolution proposed and passed as a Special Resolution at a General Meeting of which less than twenty one (21) days notice has been given, if all the members entitled to attend and vote at the General Meeting so agree, or
- c) A resolution consented to in writing by all of the members who would have been entitled at a General Meeting to vote on the resolution in person.

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ARTICLE IX

BOARD OF DIRECTORS

9.1 MANAGEMENT

The affairs of the Society shall be managed by a Board of Directors who shall have the authority to take all such steps on behalf of the Society, which they consider necessary in the circumstances, in order to fulfill the objectives of the Society, subject to those restrictions imposed in these By-laws or those restrictions imposed by resolution passed at an Annual General Meeting or Special General Meeting of the Society.

9.2 COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors shall be composed of the following:

- a) No more than thirteen (13) and no less than nine (9) Directors elected at an Annual General Meeting of the Society, the Executive will strive to ensure that there is at least one (1) Director from each of the following:
 - i) North
 - ii) Edmonton area
 - iii) The Central Area, and
 - iv) Calgary area
 - v) South
- b) The following positions shall also be members of the Board of Directors, appointed in addition to the elected directors in paragraph 9.2a.
 - i) The immediate Past Chair;
 - ii) A Special Olympics athlete who meets the established criteria:
 - iii) A Youth Representative who meets the established criteria.

9.3 GEOGRAPHIC REFERENCES

The geographic reference for the purpose of those Directors elected to the Board of Directors of the Society shall be as follows:

- a) **North:** from the Alberta/NWT border to Leduc and laterally to east/west provincial boundaries which, for greater certainty, shall include the City of Edmonton.
- b) **Central:** from Leduc to Airdrie and laterally to east/west provincial boundaries.
- c) **South:** from Airdrie to the Alberta/USA border and laterally to east/west provincial boundaries which, for greater certainty, shall include the City of Calgary.

9.4 ELIGIBILITY

Any person who is a member in good standing of the Society and is eighteen years of age or over is eligible for election to the Board of Directors.

9.5 TERM

All elected Directors shall serve a three (3) year term commencing on the date of the Annual General Meeting at which they are elected, and the term of office of one third of the elected Directors shall be staggered.

Elected Directors may serve two (2) successive complete terms at the conclusion of which time they must not seek re-election for at least one year, provided however, that this restriction shall not apply to the Officers or to those Directors who have been elected or appointed to fill a vacancy.

9.6 VACANCY

A Director elected at the Annual General Meeting to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies which occur in between Annual General Meetings may be filled by the Board of Directors provided that the person filling the vacancy shall only remain a Director until the next Annual General Meeting.

9.7 QUORUM

Fifty percent (50%) of the number of serving Directors from time to time shall constitute a quorum. Every motion of the Board of Directors shall be decided by a simple majority of the Directors present unless otherwise required by the By-laws of the Society.

9.8 FREQUENCY OF MEETINGS

The Board of Directors shall meet at least four (4) times each year, at such time, place and manner as the Chair shall designate.

9.9 CALLING MEETINGS

The Board of Directors shall meet at the call of the Chair or at the written request of any three Directors.

9.10 DELEGATION

The Board of Directors may, for any reason it considers sufficient, delegate such powers and authority as may be deemed necessary to an individual or to a committee.

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They may also delegate any or all of the powers and duties of a Director or officer to another Director or officer.

9.11 ELECTION OF OFFICERS

A meeting of the Board of Directors will be held without notice immediately following the Annual General Meeting for purposes of electing officers and such business as must be presented to the Board at that time.

9.12 REMUNERATION

Members of the Board of Directors shall not be paid for their services as Directors but shall be entitled to reimbursement for all reasonable travel and other expenses incurred in connection with their duties as Directors according to the policy as may be approved by the Board of Directors from time to time.

ARTICLE X

ELECTIONS

10.1 ELECTIONS

At each Annual General Meeting, the Nominating Committee shall present its report which shall include a list of the names of all persons duly nominated, following which the election of the Board of Directors shall take place in such manner as the Chair of the Annual General Meeting shall direct.

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ARTICLE XI

OFFICERS

11.1 OFFICERS

The officers of the Society shall be the Chair, Vice-Chairs, Director of Finance, Secretary and immediate Past Chair.

11.2 OFFICERS MUST BE DIRECTORS

All Officers of the Society shall be members of the Board of Directors in accordance with terms of office.

11.3 ELECTION OF OFFICERS

All of the officers of the Society, except for the Immediate Past Chair, shall be elected by the Board of Directors. The Board of Directors shall have the power to remove any officer and fill any vacancy occurring in any office at any time.

11.4 TERM OF OFFICE

The term of office for all Officers of the Society shall be two (2) years and, except for the Immediate Past Chair, all Officers shall remain in office until their successors are elected by the Board of Directors of the Society.

ARTICLE XII

DUTIES OF OFFICERS

12.1 CHAIR

The Chair shall be the principal executive officer of the Society. It shall be his/her responsibility, in association with the Secretary or designate, to call and prepare the agenda for all meetings of the Society. The Chair shall chair all meetings of the members and all meetings of the Board of Directors.

The Chair and his/her designate shall be the official representative of the Society with other associations, agencies, and organizations.

The Chair shall be an ex-officio member of all committees of the Society.

The Chair shall ensure that all resolutions or orders passed by the Board of Directors are carried out. In emergency situations, the Chair has the power to act on behalf of the Society without the official consent of the Board, provided however every effort must be made to have the Board ratify these actions at the earliest opportunity.

In case of the Chair being unable to assume his/her responsibilities or resigns, the First Vice-Chair will succeed him/her for the remainder of the term.

12.2 VICE-CHAIR

There shall be two (2) Vice-Chairs of the Society.

It shall be the duties of the Vice-Chairs to assist the Chair in the performance of his/her duties.

In the case of the absence or inability of the Chair to act, the First Vice-Chair will assume his/her responsibilities. If neither the Chair nor the First Vice-Chair are present or able to act, the Second Vice-Chair will assume the responsibilities of the Chair.

The specific responsibilities of each Vice-Chair will be designated by the Chair and ratified by the Board.

In the event that the position of Secretary is not filled or becomes vacant, one of the Vice-Chairs shall serve as Secretary in addition to his/her duties as Vice-Chair and shall be entitled to affix his/her signature to any formal document as "Secretary" if so required.

12.3 IMMEDIATE PAST CHAIR

The immediate Past Chair shall serve in an advisory position to the Board of Directors.

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The immediate Past Chair shall act as chair of the committee for By-law review, to ensure that those documents reflect the current purposes and satisfy the present requirements of the Society.

The immediate Past Chair shall be responsible for undertaking any duties the Board of Directors may request of him/her.

12.4 SECRETARY

The Secretary shall ensure that those functions usually associated with the Office of "Secretary" are carried out.

12.5 DIRECTOR OF FINANCE

The Director of Finance shall monitor the financial operations of the Society and shall chair the Audit and Finance committee to ensure that those functions usually associated with the office of "Treasurer" are carried out.

ARTICLE XIII

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

13.1 INDEMNITY

Every Director and officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against:

- a) All costs, charges and expenses whatsoever which a Director, officer or other person sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against him for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, and
- b) All costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by his own willful neglect or default.

13.2 SECURED INDEMNITY

The Directors of the Society are hereby authorized from time to time to cause the Society to give indemnities to any Director or officer of the Society or other person who has undertaken or about to undertake any liability on behalf of the Society and to secure such Directors or officer of the Society or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the Society by way of the security and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the voting members.

13.3 NO LIABILITY

No Director or officer for the time being of the Society shall be liable for the acts, omissions, neglect or defaults of any other Director or officer or employee, or for any loss, damage or expense occasioned to the Society through the insufficiency or deficiency of title to any property acquired 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 belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act or criminal acts of any person, firm or corporation with whom any monies, securities or effects shall be lodged or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own act, neglect or default and is both willful and wrongful. The Directors for the time being of the Society shall not be under any duty or

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responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized by the Board of Directors. If any Director or officer of the Society shall be employed by or shall perform services for the society otherwise than as a Director or officer or shall be a member of a firm or a shareholder, Director or officer of a company which is employed by or perform services for the Society, the fact of his being a Director or officer of the Society shall not disentitle such Director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

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ARTICLE XIV

COMMITTEES OF THE BOARD OF DIRECTORS

14.1 EXECUTIVE COMMITTEE

The Executive Committee of the Society shall be composed of the Chair, Vice-Chairs, Director of Finance, Secretary and the immediate Past Chair. The President and Chief Executive Officer of the Society shall be in attendance at all meetings of the Executive Committee. The Executive Committee shall be responsible to the Board of Directors and discharge such duties as the Board of Directors may from time to time direct. The Executive Committee shall possess such powers as the Board of Directors assigns to the Committee from time to time.

14.2 OTHER COMMITTEES

The Board of Directors may strike such other committees and established terms of reference for such other committees as they may from time to time deem appropriate.

ARTICLE XV

PRESIDENT AND CHIEF EXECUTIVE OFFICER

15.1 PRESIDENT AND CHIEF EXECUTIVE OFFICER

The Board of Directors of the Society may appoint a President and Chief Executive Officer who shall manage and direct the business and affairs of the Society including maintenance of records, public relations and publicity, preparations and submission of financial statements and budgets and such other duties as are imposed by contract or that the Board of Directors of the Society may from time to time determine and report these activities to the Board of Directors through the President of the Society.

15.2 ATTENDANCE AT MEETINGS

The President and Chief Executive Officer shall be a member, ex-officio, of all committees of the Society.

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ARTICLE XVI

BANKING AND FINANCES

16.1 DEPOSITS AND INVESTMENTS

All monies belonging to the Society shall be held on deposit with a chartered bank or trust company in the name of the Society or be invested according to the policy set by the Board of Directors from time to time.

16.2 EXPENDITURES

All expenditures must be authorized in accordance with the accounting procedures of the Society.

16.3 CHEQUES

The Board of Directors of the Society shall establish by resolution from time to time the practice and procedures for the operation of bank accounts, the execution of banking forms and documents including, without limitation, the execution of cheques and identifying the parties authorized from time to time to execute such documents.

16.4 FISCAL YEAR

The fiscal year of the Society shall be from July 1 to June 30.

16.5 ACCOUNTING RECORDS

The Society shall prepare and maintain, or cause to be prepared and maintained, adequate accounting records and shall cause their auditor or auditors to audit the accounts of the Society within a reasonable period following the end of each fiscal year.

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ARTICLE XVII

RECORDS AND EXECUTION OF DOCUMENTS

17.1 EXECUTION OF DOCUMENTS

The Board of Directors of the Society shall, from time to time, establish by resolution the practice and procedures for the execution and delivery of any and all contracts, documents or any instruments in writing requiring the signature of the Society including, without limitation, identifying the persons who may sign such contracts, documents or instrument from time to time.

17.2 SEAL

The Seal of the Society, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

17.3 INSPECTION OF BOOKS AND RECORDS

The books and records of the Society may be inspected by members at the head office of the Society during such times as the offices are normally opened.

ARTICLE XVIII

BORROWING POWERS

18.1 BORROWING POWERS

For the purpose of carrying out its objectives, the Society may borrow, or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures, provided however that debentures shall only be issued under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

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ARTICLE XIX

PROGRAMS OF THE SOCIETY

19.1 PROGRAMS OF THE SOCIETY

Program of the Society is primarily delivered by and through Affiliate members or Community Programs that have been formally recognized and approved by the Society and who continue to meet all requirements established by the Society from time to time. The Society shall adopt a roster of Affiliate Members and Community Programs in good standing at each Annual General Meeting.

19.2 STANDARDS

Affiliates Members and Community Programs shall be required to use the name of "Special Olympics" followed by the name of the City, Town, Village or area in which the Affiliate is located. Programs of the Society will operate in accordance with standards established by the Board of Directors including but not limited to the following:

- a) Accept the Mission Statement of the Society set forth in the By-laws of the Society.
- b) Provide to the Society such financial and program reports and other data as may be required from time to time as determined by the Society.
- c) Provide annually to the Society, a roster of all of its members.
- d) Act in accordance with Affiliate Accreditation Standards as set forth by policy.
- e) Permit intervention by the Society if, in the opinion of the Board of Directors of the Society, a crisis situation exists.

19.3 AFFILIATE MEMBER GOVERNANCE

Each Affiliate Member will establish an Affiliate Management Committee to manage the affairs of the Affiliate, in accordance with Accreditation Standards as set forth by the Board of Directors

Affiliate Members that fail to meet accreditation requirements as set forth by the Board of Directors may be subject to suspension or expulsion in accordance with Article IV.

19.4 NEW PROGRAMS OF THE SOCIETY

Groups of individuals in geographical areas where a recognized Program of the Society does not exist who are concerned and/or involved with sport, recreation and fitness for people who have an intellectual disability may apply to the Society.

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19.5 USE OF NAME OR LOGO

No Affiliate Member, Community Program, or person, or group of persons shall make use of the Official Name of the Society or the Official Logos of the Society without the written permission of the Board of Directors of the Society.

19.6 DISSOLUTION

In the event of dissolution of a Program of the Society the assets shall be returned to the Society.

ARTICLE XX

AMENDMENT OF BY-LAWS

20.1 AMENDMENT OF BY-LAWS

The By-laws of the Society may be repealed, varied, added to or amended at any Annual General Meeting or Special General Meeting of the members of the Society, but only by Special Resolution of the Society.

20.2 NOTICE TO MEMBERS

Notice of any proposed repealing or amendment to the By-laws must be circulated to all voting members in accordance with the type of meeting being held, prior to the meeting at which the amendment is to be considered.

20.3 NOTICE TO REGISTRAR

Following the adoption of such resolution, the Society must notify the Registrar of Corporations for the Province of Alberta of the repealing or amendment within twenty-one (21) days.

SPECIAL OLYMPICS ALBERTA

BYLAWS

ARTICLE XXI

AFFILIATION

21.1 AFFILIATION

Special Olympics Alberta shall be the accredited Chapter of Special Olympics Canada for the Province of Alberta.

ARTICLE XXII

DISSOLUTION OF THE SOCIETY

22.1 DISSOLUTION OF THE SOCIETY

In the event of dissolution of the Society, the assets of the Society shall be donated to and become the property of "Special Olympics Canada".

ARTICLE XXIII

INTERPRETATION

23.1 INTERPRETATION

In this and in all other provisions of the By-laws of the Society, unless the context otherwise requires words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number of aggregated persons; "board" shall mean the Board of Directors of the Society.