

March 1, 1990

Dear A.F.R.C. Directors:

ALBERTA FEDERATION OF ROCK CLUBS

BY-LAWS

The attached by-laws were approved at a special meeting of the Alberta Federation of Rock Clubs on the 5th day of February 1978. They were registered with the Registrar of Societies for the Province of Alberta on the 17th day of February 1978. On that day they became effective as the by-laws of the Alberta Federation of Rock Clubs. The by-law sections were numbered from 1 to 50 inclusive.

On the 16th day of May 1987, a Special Resolution was passed, adding Section 51 to the by-laws. This change was registered with the Registrar of Corporation for the Province of Alberta on the 13th day of July 1989.

A copy of the by-laws has been prepared for each member of the Board of Directors of the Alberta Federation of Rock Clubs. At the conclusion of your term as a Director, please pass your copy of the by-laws on to your successor.

Yours truly,

ALBERTA FEDERATION OF ROCK CLUBS

John A. Hausberg
President A.F.R.C.
JAH/PMH Encl.

ALBERTA FEDERATION OF ROCK CLUBS BY-LAWS

MEMBERSHIP

1. Membership in the Society shall be open to any person who has attained the full age of sixteen (16) years or over, having objects consistent with the objects of this Society. There shall be two (2) classes or types of members:
 - A. Regular members, being persons who actively pursue the objects of this Society, as evidenced by their membership in the local club or group organized for that purpose.
 - B. Associate members, being persons who express an interest in pursuing the objects of this Society.
2. All regular members of local clubs or groups situated in the Province of Alberta shall be considered regular members of this Society upon notice to this Society from such local club or group of the membership of that person, and payment of dues for the current year.
3. Upon receipt of an application for Associate membership, accompanied with dues for the current year, the Board of Directors shall hold a vote on such application. A majority vote of the Board of Directors in favor of acceptance shall confirm that the applicant is an Associate member.
4. The membership year shall commence on January first and end on December thirty-first of each year.
5. Membership dues shall be in such amounts as shall be fixed by the Board of Directors from time to time.
6. Any member who fails to pay the prescribed dues for any year on or before the thirty-first (31) day of March in that year shall be delinquent and shall automatically and without notice be suspended from all rights and privileges of the Society.
7. A suspended member may be reinstated at any time by paying to the Society dues for the current year, whereupon from the date of reinstatement such member shall be entitled to all rights and privileges of the Society.
8. All members are required to use all reasonable endeavour to promote the objects for which this Society is incorporated.
9. Every member of the Society shall have the right to receive notice of and to attend all general meetings of the Society, to cast their vote upon all matters of business presented to such meetings and to take part in all activities of the Society. Associate members shall not be eligible for nomination, appointment or election as a Director.
10. Any member who fails to comply with the terms and provisions of the Societies Act of Alberta, these by-laws, the rules and regulations of the Society or for conduct prejudicial or detrimental to this Society may be expelled from membership in the Society by a majority vote of the Board of Directors.
11. Any member may resign from the Society at any time by tendering notice thereof in writing to the Secretary of the Society.
12. The books and records of the Society may be inspected by a member at any time during business

hours on six days written notice to the Secretary of the Society.

MEETINGS OF THE MEMBERS

- 13 The annual meeting of the Society shall be held during the month of May in each year at such time and place in the Province of Alberta as the Board of Directors shall determine.
- 14 Special meetings of the members of the Society may be called by the Board of Directors at whatever time and place they think fit.
- 15 Upon receipt of a written requisition to convene a special meeting of the Society, stating the reason or objects for such meeting and signed by not less than six (6) members of the Society, the Board of Directors shall convene such special meetings within thirty-one (31) days from receipt of such requisition by the Secretary of the Society.
- 16 In the case of a requisition to convene a special meeting of the Society as provided in 15 above, should the Directors fail for any reason to convene such meeting within thirty-one (31) days, the requisitioners may themselves convene such meeting and conduct or cause to be conducted such business as may be required to satisfy the reasons and objects as were set-out in the requisition; and no other business may be conducted under this circumstance.
- 17 All Annual and Special meetings of the Society shall be convened by giving to each member individual notice thereof in such manner as the Board of Directors may from time to time determine, specifying the place, date and hour of the meeting. Not less than twenty (20) days notice shall be given for each Annual meeting, or any Special meeting at which it is intended to propose an extraordinary resolution. Not less than ten (10) days notice shall be given for any other meeting.
- 18 A quorum at any special or general meeting of the Society shall be not less than eleven (11) members or one-fifth (1/5) of the members in good standing, whichever is the lesser, present in person or by proxy. If, within one-half (1/2) hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place. At such an adjourned meeting in the following week, should a quorum not be present within one-half (1/2) hour from the appointed time, the members present shall be a quorum.
- 19 In the event that a member, for any reason, is unable to attend any meeting of the Society, such member is entitled to forward, by any means, a proxy vote specifying in writing the name of the member appointed to cast such vote and signed by the member exercising such rights. Such proxy authorizations shall be tendered to the Secretary prior to the convening of the meeting for which the proxy is intended and shall be dated not more than thirty-one (31) days before such meeting is scheduled to be held.
- 20 The President, or in his absence the Vice-President of the Society shall preside as Chairman of all meetings of the members of the Society. In the absence of both of these officers, the members present shall choose one of their number to be Chairman of the meeting.
- 21 The Chairman may, with the consent of any meeting at which a quorum is present; and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place; but no

business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten(10)days or more, notice of the adjourned meeting shall be given as in the case of an ordinary meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment of the business to be transacted at an adjourned meeting.

- 22 Any action put to a vote at any general meeting of the Society shall be decided upon by a show of hands unless a poll is demanded either before the vote is had or on the declaration of the result of the show of hands; whereupon the Chairman shall direct that a poll be taken. In this case, the result of the poll shall be the resolution of the meeting.
- 23 In the event of an equality of votes, whether by show of hands or by poll, the Chairman of the meeting shall have a second or deciding vote.

BOARD OF DIRECTORS

- 24 The business, discipline and management of the affairs of the Society shall be conducted by a Board of not less than six (6). Directors, subject to the provisions of the Societies Act of Alberta and these by-laws.
- 25 Prior to the Annual meeting in each year, regular members of the Society, acting thru the sponsorship of their local Club or group, shall select nominees from among their number to serve as Directors of the Society. Such nominees shall be Regular members of the Society in good standing.
- 26 The number of nominees which each local club shall be eligible to make shall be such as is determined by the Board of Directors from time to time, but in no event shall the number of nominations eligible be less than two(2) from each local club or group.
- 27 The list of nominees from each local club or group shall be tendered to the Secretary of the Society prior to convening of the Annual meeting of the Society.
- 28 At the Annual meeting each year, the Secretary of the Society shall present to the meeting the entire list of nominees as provided above, and a vote of the members shall be had. On favorable vote of the majority of the members at such Annual meeting, the nominees shall be declared elected as the Board of Directors for one (1) year or until the next following Annual meeting of the Society.
- 29 Directors shall serve without compensation or remuneration. This provision shall not, however, be construed so as to prohibit any Director from being reimbursed for necessary expenses incurred in the process of execution of his duties and responsibilities in his position as Director.
- 30 A casual vacancy occurring in the Board of Directors may be filled by appointment of any regular member in good standing, who belongs to the same local club or group as did the Director whose resignation or vacancy gave rise to the situation.
- 31 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 32 Any Director may tender notice to call a meeting of the Board of Directors to the Secretary of the Society. The Secretary, on receipt of such notice, shall summon a meeting of the Board of Directors.

33 The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Directors from time to time, and unless so fixed otherwise shall be a majority of the Board of Directors.

34 Any resolution -assented to and adopted in writing under the hands of all Directors, though not passed at a meeting of the Board of Directors, shall be of the same force and effect as though it had been duly passed at a meeting of the Board of Directors, duly convened and constituted.

35 The Board of Directors may delegate any of their powers to any committee consisting of such members of their body or of the Society generally as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any and all regulations that may be imposed upon them by the Directors.

OFFICERS

36 The officers of the Society shall be appointed by the Board of Directors from among their own number, and shall consist of a President, a Vice-President, a Secretary, a Treasurer and such other officers and assistant officers as the Directors may see fit. Any officer may be removed from office by resolution passed by a majority of not less than two-thirds (2/3) of the Directors.

37 It shall be the duty of the President to preside at all general meetings of the Society and of the Board of Directors. The President shall be an ex-officio member of all committees.

38 It shall be the duty of the Vice-President, in the absence of the President, to preside as Chairman at all meetings of the Society and of the Board of Directors and to otherwise assist the President and other officers in the exercise of their respective duties as may be required.

39 It shall be the duty of the Secretary to attend all meetings of the Society and of the Board of Directors and to record accurately all minutes and proceedings of every such meeting in a minute book or minute books to be provided by the Society, and to keep the register of members and the register of officers and directors, and to notify the directors of all meetings of the Board of Directors and to notify all the members of all meetings of the Society, to conduct the correspondence of the Society, to keep or cause to be kept proper books and records in all respects of the business and affairs of the Society and to otherwise carry out all duties assigned to this office from time to time by the Board of Directors.

40 It shall be the duty of the Treasurer:

- (a) To collect and receive on behalf of the Society, all fees, dues, assessments, donations, gifts, grants and monies due or made to the Society.
- (b) To prepare all bills for payment and to make all payments as may be directed by the Board of Directors.
- (c) To keep accurate books of all receipts and expenditures of the Society.
- (d) To keep accurate books and records of all assets and properties of the Society.
- (e) To keep in safe custody all monies, bonds and securities of the Society under the supervision of the Board of Directors.

The Treasurer shall at all times and from time to time, as requested, submit to the auditor of the Society, all books, records and documents pertaining to the financial position of the

Society in order that the auditor may have the fullest possible information for the purposes of making the financial audits of the affairs of the Society.

BANKING

- 41 The banker of the Society shall be such chartered bank as may from time to time be determined by the Board of Directors.
- 42 All funds of the Society shall forthwith after receipt thereof be paid or deposited into the bank account of the Society.
- 43 All cheques, drafts, notes and other negotiable instruments shall be signed, executed or endorsed by such person or persons in such manner as may be determined from time to time by the Directors, and no cheque, draft, note or other negotiable instrument shall be valid unless signed, executed or endorsed as aforesaid.
- 44 The Treasurer, unless and until otherwise determined by the Board of Directors shall arrange, balance and certify all bank books and accounts between the Society and the bankers of the Society and shall receive all cheques and vouchers from the said bankers.
- 45 For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of monies in such manner as it thinks fit, and in particular by the issue of debentures, but in no case shall debentures be issued or any real estate owned by the Society be mortgaged, pledged or charged without the sanction of an extraordinary resolution of the Society.
- 46 'Extraordinary resolution' shall mean a resolution passed by a majority of not less than three-fourths (3/4) of such members of the Society present in person or by proxy at a general meeting of which notice specifying the intention to propose such a resolution.

AUDIT

- 47 The books and accounts of the Society shall be audited annually by the auditor or auditors of the Society or, if there is no auditor, by a committee appointed by the Board of Directors. The auditor or auditors of the Society, if any, shall be appointed at each annual meeting of the Society, to hold office until the next annual meeting. Any casual vacancy in the position of auditor may be filled by the Board of Directors.

SEAL

- 48 . The seal of the Society shall be in the custody of the Secretary and shall not be used except by authority of a resolution of the Board of Directors or of the Society, and then in the presence of such officers of the Society as may be prescribed by the resolution. If no such prescription be included in such a resolution, the seal shall be used in the presence of the President and Secretary, and such officers shall sign every instrument to which the seal of the Society is so affixed.

AMENDMENT OF BY-LAWS

- 49 . These by-laws shall not be altered, amended or added to except by an extraordinary resolution of

the Society at an Annual or Special meeting of the Society. Such alteration, amendments or additions shall not become effective unless or until approved and registered by the Registrar of Companies for the Province of Alberta, as provided in the Societies Act of the Province of Alberta.

BRANCH SOCIETIES

50. Subject to the provisions of Section 30 of the Societies Act of Alberta, this Society is authorized to establish and maintain one or more branch societies which shall have such powers, not exceeding the powers of this Society, as this Society may from time to time confer.
51. Each club in the Alberta Federation of Rock Clubs, present and future, henceforth shall be designated as a zone (by name rather than by number).