

ALBERTA PLASTICS RECYCLING ASSOCIATION

BYLAWS

**ARTICLE 1
INTERPRETATION**

1.1 Definitions

In these By-Laws, unless the context otherwise requires:

- (a) "**Act**" means the *Societies Act (Alberta)* as amended from time to time, and any statute that may be substituted therefore, as amended from time to time;
- (b) "**AGM**" means annual general meeting of the Members;
- (c) "**Alternative Representative**" has the meaning ascribed to it in Section 2.4.1;
- (d) "**appoint**" includes "**elect**" and vice versa;
- (e) "**Arbitration Panel**" has the meaning ascribed to it in Section 9.1.2;
- (f) "**Authorized Representative**" has the meaning ascribed to it in Section 2.4.1;
- (g) "**Association**" means the Alberta Plastics Recycling Association;
- (h) "**Board**" means the board of directors of the Association;
- (i) "**Business Day**" means any day excluding a Saturday, Sunday or statutory holiday in the Province of Alberta, and also excluding any day on which the principal chartered banks located in the City of Calgary are not open for business during normal banking hours;
- (j) "**By-Laws**" means this By-Law and all other By-Laws of the Association from time to time in force and effect;
- (k) "**Code of Conduct**" means the Association's Members Code of Conduct and Ethics policy, as the same may be amended, superseded, rescinded or altered, from time to time;
- (l) "**Court**" means the Court of King's Bench of Alberta;
- (m) "**Executive Committee**" means the executive committee of the directors, to be elected in accordance with these By-Laws;
- (n) "**Executive Policy**" means the Association's policy relating to the appointment of Board members to executive positions within the Association, as the same may be amended, superseded, rescinded or altered, from time to time;
- (o) "**Non-voting Member**" has the meaning given to it in Section 2.2.2;
- (p) "**Members**" means the Voting Members and the Non-Voting Members;

- (q) **"money matters"** means:
 - (i) any borrowing by the Association;
 - (ii) any approval of the annual budget; or
 - (iii) any expenditure which would cause the annual budgeted expenditures to be exceeded by more than Ten Thousand (CAD \$10,000.00) Dollars;
- (r) **"Officer"** means an officer of the Association who is a member of the Executive Committee;
- (s) **"President"** means the president of the Association elected pursuant to Article 4;
- (t) **"Registrar"** means "Registrar" as defined in the *Business Corporations Act* (Alberta), as amended from time to time, and any statute that may be substituted therefore, as amended from time to time;
- (u) **"Secretary"** means the secretary of the Association elected pursuant to Article 4;
- (v) **"Solicitor"** means the solicitor of the Association appointed pursuant to Section 3.17;
- (w) **"Special Meeting"** means a special meeting of the Members, other than the AGM, called pursuant to Section 6.2 and held in accordance with these By-Laws;
- (x) **"Special Resolution"** means a "special resolution" as that term is defined in the Act;
- (y) **"Treasurer"** means the treasurer of the Association elected pursuant to Article 4;
- (z) **"Vice-President"** means the vice-president of the Association elected pursuant to Article 4; and
- (aa) **"Voting Member"** has the meaning given to it in Section 2.2.1.

1.2 Board Member

A Board member is defined as a Voting Member in good standing that has been elected to the Association Board. The Board seat may be held by an individual Voting Member or an Authorized Representative.

1.3 Interpretation

Words and expressions defined in the Act have the same meanings when used in the By-Laws. Words importing the singular include the plural and vice-versa and words importing gender includes masculine, feminine and other genders as required by the context.

1.4 Headings

The headings and indices used in the By-Laws are inserted for convenience of reference only and do not affect the interpretation of the By-Laws or any part thereof.

ARTICLE 2 MEMBERSHIP

2.1 Membership Eligibility

The Association's membership shall consist of persons who are (i) qualified for membership in accordance with these By-Laws and (ii) accepted by the Board.

2.2 Classes

Membership in the Association shall be divided into the following classes:

2.2.1 Voting Members.

Any person, individual, corporation, partnership, society, or other organization may apply to the Board for Voting Membership in the Association, and on payment of the required fees and approval by resolution of the Board, become a "**Voting Member**".

2.2.2 Non-voting Members.

Any person, individual, corporation, partnership, society or other organization may apply to the Board for Non-voting Membership in the Association and, upon approval by resolution of the Board and payment of any Membership fees, become a "**Non-voting Member**". Non-voting Members shall not be entitled to vote at any meeting of the Association.

2.2.3 Other Members.

The Board may introduce other classes of membership and their corresponding admission criteria, and may issue such additional classes of membership only following approval by Special Resolution and subsequent registration of the amended By-Laws by the Registrar.

2.3 Membership Fees

2.3.1 The membership fee, if any, shall be determined, from time to time, by the Board. The Board may establish different membership fees for different membership classes.

2.3.2 At each AGM the Board shall present the membership fees for the upcoming year, if any, to the Members.

2.4 Representatives

2.4.1 A Member that is a corporation, partnership, society or other organization shall appoint a person to act as its representative (the "**Authorized Representative**") at meetings of the Members. A person may be appointed to act as alternative representative (the "**Alternative Representative**") at any meeting the Authorized Representative cannot attend.

2.4.2 The Authorized Representative or Alternative Representative of a Member is entitled to speak and vote and in all other respects exercise the rights of such Member, and that Authorized Representative or Alternative Representative is to be recognized as such Member for all purposes at a meeting of the Members.

2.4.3 Each Member appointing an Authorized Representative shall notify the Secretary of the Association in writing of the name, email address and telephone number of the Authorized

Representative. Each Member appointing an Alternative Representative shall notify the Secretary of the Association in writing of the name, email address and telephone number of the Alternative Representative.

2.5 Voting

All Voting Members in good standing shall be entitled to vote on all matters at meetings of Members. Non-voting Members shall be entitled to participate in the Association, but shall not be entitled to vote on any matters at meetings of Members.

2.6 Membership Termination

2.6.1 Membership in the Association is terminated:

- (a) if the Member sends written notice of withdrawal in the Association to the Secretary, such withdrawal shall be effective on receipt of same by the Secretary;
- (b) in the case of an individual, on death, or in the case of a corporation, unincorporated organization, partnership or society, on notice of dissolution, winding up, bankruptcy or receivership; or
- (c) at the direction of the Board, if a Member is in arrears of any fees or payments owing to the Association for more than sixty (60) days.

2.7 Cancellation of Membership

2.7.1 The Board may, by resolution, suspend or expel a Member from membership in the Association on written notice if:

- (a) subject to Section 2.6.1(c), the Member is not in good standing in accordance with these By-Laws for more than one calendar month; or
- (b) in the opinion of the Board, has willfully failed to comply with the requirements of the Association in accordance with these By-Laws or pursuant to the policies or guidelines of the Association, or is otherwise guilty of conduct detrimental to the interests, reputation and objects of the Association.

2.7.2 Prior to a Member's suspension or expulsion:

- (a) the Member to be suspended or expelled shall have been given notice of the Board meeting at which suspension or expulsion is to be considered; and
- (b) the Member named in such notice has been given an opportunity to present its reasons for opposing the suspension or expulsion to the Board at such meeting.

2.7.3 Notwithstanding Section 2.7.2, the Board may waive any notice or opportunity of such Member to present to the Board in exceptional circumstances where, in the opinion of the Board, the continued membership of the Member would imperil the viability of the Association.

2.7.4 Suspension and expulsion decisions shall be made in the unfettered discretion of the Board and are not subject to appeal.

2.7.5 On termination of membership, all rights, claims and interest of the terminated Member, including but not limited, to a refund of membership fees, are forfeited by such Member.

2.8 Responsibilities

All Members must pay assessed fees, on or before the prescribed due date, to remain Members in good standing. All Members must comply with the Code of Conduct and the Membership Agreement. Every Member shall comply with and is bound by these By-Laws.

ARTICLE 3 BOARD OF DIRECTORS

3.1 Number of Directors

The affairs of the Association shall be managed by a Board of not less than five (5) directors and not more than nine (9) directors.

3.2 Board Candidates

The Board shall present a slate of qualified nominees for election as directors at the AGM. The qualifications criteria of such nominees shall be determined by the Board. All nominations must include the signed consent of the nominee.

3.3 Qualification of Directors

3.3.1 The following persons are disqualified from being a director of the Association:

- (a) any individual who is less than 18 years in age;
- (b) any individual who:
 - (i) is a "represented adult" as defined in the *Adult Guardianship and Trusteeship Act* (Alberta) or is the subject of a certificate of incapacity under the *Adult Guardianship and Trusteeship Act* (Alberta);
 - (ii) is a formal patient as defined in the *Mental Health Act* (Alberta); or
 - (iii) has been found to be a person of unsound mind by a court in Alberta or any other jurisdiction;
- (c) a person who is not an individual;
- (d) a person who is bankrupt as defined in the *Bankruptcy and Insolvency Act* (Canada).

3.4 Powers of the Board

3.4.1 Subject to Section 3.4.2, the Board shall manage the business and affairs of the Association.

3.4.2 Any business of the Association relating to money matters shall be decided by a majority vote at a Special Meeting of the Members.

3.4.3 The Board may delegate administrative, supervisory, planning and other such functions to the Executive Committee. The Executive Committee shall report to, and be subject to the control of the Board.

3.5 Term of Office

The term of each director shall be two (2) years, with half of the directors elected in even numbered years and the other half of the directors elected in odd numbered years, or as otherwise determined by the Board. Directors may stand for nomination and re-election to the Board after their term expires. The term of office of a director shall commence immediately following the close of the AGM at which they are elected and shall conclude upon the election of their successor or upon earlier withdrawal from the Board.

3.6 Resignation and Removal of Directors

- 3.6.1 A director may resign by giving written notice to either the President or the Secretary for any reason, including if that director ceases to be a member, employee, or Authorized Representative of a Member corporation, partnership, society or other organization.
- 3.6.2 The Board may, for cause deemed appropriate by the Board, remove a director from office.
- 3.6.3 A director shall be deemed to have been vacated if the director:
- (a) is non-compliant with existing Board and Annual General meeting attendance policies;;
 - (b) is convicted of an indictable offence;
 - (c) fails to be re-elected by the Members at an AGM in accordance with these Bylaws;
 - (d) becomes bankrupt or makes an assignment with his creditors; or
 - (e) has passed away.
- 3.6.4 The Voting Members may, by Special Resolution, remove any director before the expiration of his term of office.

3.7 Vacancy

- 3.7.1 Upon a director ceasing to be a director of the Board prior to the end of their term for whatever reason:
- (a) at the sole and unfettered discretion of the Board, the Board may appoint someone to fill a vacancy;
 - (b) any director appointed to fill a vacancy shall hold office only until the close of the AGM following their appointment unless the person is elected as a director at the AGM; and
 - (c) the Board shall not be required to fill vacancies unless it would result in the Board failing to meet the requirements set forth in these By-Laws.

3.8 Management

- 3.8.1 The management of the affairs of the Association shall be vested in the directors who may without limitation:
- (a) employ employees and prescribe their conditions of employment and provide for and pay their salary, remuneration and expenses;

- (b) engage the services of advisors, managers or independent contractors providing special, technical or professional knowledge or services and provide for and pay their remuneration and expenses;
- (c) enact and enforce policies regarding the direction and management and operation of the Association, and such policies shall be consistent with these By-Laws; and
- (d) make rules:
 - (i) respecting the carrying out of its duties and powers;
 - (ii) respecting the calling of meetings pertaining to carrying out its duties and powers and the conduct of business at those meetings;
 - (iii) delegating to qualified Association directors, officers, employees or agents or a committee of the Association, the carrying out of its duties and powers, except the power to make rules under this Article; and
 - (iv) respecting the establishment, membership, duties and functions of special, standing and other committees with respect to their duties and powers.

3.9 Meetings of Directors

Meeting of the Board shall be held at the Board's discretion but at least once every six (6) months and shall be called by the President. A meeting of the Board may be called upon the written request of any two (2) directors directed to the President with such written request to state the business to be brought before the meeting.

3.10 Place of Meetings

Meetings of the Board may be held at any place in person or online within or outside the Province of Alberta.

3.11 Notice of Board Meetings

Except as otherwise noted herein, written notice of the time and place of a Board meeting shall be given to each director at least five (5) Business Days' prior to the Board meeting, unless all directors agree to waive the notice requirement.

3.12 Quorum

The quorum for the transaction of business at any meeting of the Board shall consist of not less than 50% of the directors then on the Board.

3.13 Chairperson

The President shall be the Chairperson of any meeting of the directors, or in his absence, the Vice-President shall be the Chairperson of any meeting of the directors, and if none of those persons are present, or if such persons decline to act as the Chairperson, the directors present shall choose one (1) of their number to be Chairperson.

3.14 Votes to Govern

Questions arising at any meeting of the Board shall be decided by a majority of the votes. The Chairperson casts the deciding vote in the event of a tie.

3.15 Minutes

Minutes of all resolutions, including whether such resolutions were passed unanimously, by majority vote or rejected, and proceedings of the Board, shall be documented, distributed and approved by the Board. The Chairperson shall cause the preparation of the minutes, and other books and records of the Association which shall be in the custody of the records office of the Association. Any minutes of the Board, if signed by the Chairperson of that meeting or the Chairperson of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

3.16 Resolutions in Writing

Notwithstanding anything to the contrary in these By-Laws, a resolution in writing signed by all of the directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted and will be ratified at the next Board meeting.

3.17 Solicitor

The Board may from time to time appoint a Solicitor for the Association. The Solicitor may receive notice of meetings of the Board and may be entitled to attend all such meetings. However, the Solicitor shall not be entitled to vote at such meetings.

ARTICLE 4 OFFICERS AND COMMITTEES

4.1 Appointment

The Officers of the Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer or a Secretary-Treasurer and such other Officers as the directors may appoint. Such Officers shall be appointed by the directors from amongst themselves at the first meeting of the Board following the AGM each year. Any one director may hold more than one office.

4.2 President

4.2.1 The President:

- (a) shall preside at all meetings of the Board and the Membership;
- (b) is a non-Voting Member of all committees of the Board and the Association, but may be a Voting Member of any committee as determined by the committee;
- (c) shall present a report of the activities of the Board to Members of the Association at the AGM;
- (d) may, with approval of the Board, delegate powers and duties of the President as necessary or otherwise deemed advisable; and
- (e) is responsible for such other matters as the Board determines.

4.3 Vice President

4.3.1 The Vice-President:

- (a) shall assume the duties of the President in the absence of the President.

4.4 Secretary

4.4.1 The Secretary shall:

- (a) ensure proceedings of all meetings of the Board and the Members are recorded, and prepare and maintain custody of the minutes of those meetings;
- (b) maintain the record of the names and addresses of the Members of the Association;
- (c) maintain the custody of the seal of the Association and the books and records of the Association, except financial records;
- (d) give notice of all meetings of the Board and the Members; and
- (e) any such other matters as the Board determines.

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

4.5 Treasurer

4.5.1 The Treasurer shall:

- (a) receive of all money paid to Association;
- (b) open and operate accounts of the Association and deposit of funds in any bank, treasury branch, trust company or credit union of which the Board approves;
- (c) prepare accounting for the real and personal property of the Association and prepare and maintain custody of such financial records as are necessary;
- (d) present financial statements to the Board as required;
- (e) table financial statements at the AGM; and
- (f) any such other matters as the Board determines.

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

4.6 Powers and Duties of Other Officers

The powers and duties of all other Officers shall be such as the Board may determine.

4.7 Committees

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

4.8 Delegation to Committee

The Board may delegate such of its powers or duties, except the powers to make By-Laws in accordance with the Act, to a committee appointed by the Board.

4.9 Executive Committee

4.9.1 The Executive Committee shall be comprised of the President, Vice-President, Secretary and Treasurer. From time to time, other Members may be invited to participate on the Executive Committee in an ex-officio capacity.

4.9.2 The Board may delegate the power of the Board to the Executive Committee to operate the Association between Board meetings.

4.10 Term

Each Officer shall be a current Board member and will be appointed by the Board and shall hold office until the earlier of the date such individual's resignation becomes effective, the date their successor is appointed or the date they are removed by the Board or otherwise ceases to be qualified for that office using the same criteria specified in Section 3.6. The term of each Officer shall be for the same two (2) years as the individual's term as director of the Association, with half of the Officers appointed in even numbered years and the other half of the Officers appointed in odd numbered years, or as otherwise determined by the Board. Subject to being re-elected to the Board, Officers may stand for nomination and re-appointment after their term expires. The term of office of an Officer shall commence immediately following such individual's appointment, which shall occur following the close of the AGM at which they are elected to the Board, or as otherwise determined by the Board.

4.11 Resignation and Removal of Officers

4.11.1 An Officer may resign by giving written notice to the Board of Directors. Upon resignation, the Officer relinquishes his title and a new nomination process must take place to fill the vacant position.

4.11.2 The Board, in its discretion, may, by a majority vote, remove any Officer of the Association from their position as Officer, and will run a new nomination process to fill the vacant position.

ARTICLE 5 REMUNERATION OF DIRECTORS AND OFFICERS

5.1 Director Remuneration

The Directors of the Association shall receive no remuneration for acting as such.

5.2 Officer Remuneration

The Officers of the Association shall receive such remuneration as determined, from time to time, by the Board of Directors.

**ARTICLE 6
MEETINGS OF THE MEMBERS**

6.1 Annual Meeting

6.1.1 The following shall apply to AGMs:

- (a) the AGM of the Association shall be held at a location and on a date to be selected by the Board each year;
- (b) the Board shall provide no less than 21 days' notice of the AGM to all Voting Members;
- (c) notice for an AGM will include the date, time, location of and the agenda for the AGM;
- (d) Voting Members may propose amendments to the agenda up to 14 days' prior to the AGM. The acceptance of such amendments is in the sole and unfettered discretion of the Board. If the Board accepts such amendments to the agenda, the Board shall provide notice to all Voting Members of the amended agenda no less than 10 days' prior to the AGM; and
- (e) the Board shall cause at least one AGM to be called each calendar year.

6.1.2 At each AGM, a report from the President and Treasurer shall be presented to the Members present.

6.2 Special Meetings

6.2.1 A Special Meeting of the Members shall be called by the President or Secretary, by:

- (a) either of them having been directed by the Board, at any time, and by giving notice in accordance with Section 6.3 herein; or
- (b) either of them having received a petition signed by one-third of the Voting Members in good standing, setting forth the reasons for calling such meeting. On receipt of a notice from sufficient Members requesting a Special Meeting the President shall arrange for a Special Meeting and give notice of it in accordance with these By-Laws.

6.2.2 Notice of such Special Meeting to be provided to the Voting Members no less than 21 days' prior to the time fixed for the holding of such meeting.

6.2.3 Notice for a Special Meeting shall contain the date, agenda, time and location of the Special Meeting.

6.3 Notice

6.3.1 Method of Providing Notice. Any notice which is required or permitted to be given under these By-Laws shall be in writing and shall be:

- (a) delivered or mailed by regular mail to the address of the recipient, to whom it is intended, last known to the Association as recorded on its books or records;
- (b) sent by fax to the fax number of the recipient last known to the Association as recorded on its books or records; or

- (c) sent by electronic mail to the electronic mail address of the recipient last known to the Association as recorded on its books or records.

6.3.2 Deemed Delivery of Notice.

- (a) Any notice delivered before 4:30 p.m. (local time) on a Business Day shall be deemed to have been received on the date of delivery.
- (b) Any notice delivered, sent by facsimile or by electronic mail after 4:30 p.m. (local time) on a Business Day or delivered on a day other than a Business Day, as the case may be, shall be deemed to have been received on the next Business Day. Any notice mailed by regular mail shall be deemed to have been received four days after the date it is postmarked.
- (c) Further, if normal mail service is interrupted by strike, slow-down, force majeure or other cause after a notice has been sent by regular mail, such notice will not be deemed to be received until actually received. In the event that normal mail service is impaired at the time of sending a notice, then the other means of sending such notice shall be the only effective means of giving notice.

- 6.3.3 Errors in Notice. The accidental omission to give notice of a meeting to a Member, or the fact that Member does not receive notice of the meeting does not invalidate proceedings at the meeting.

6.4 Quorum

The quorum for the transaction of business at any meeting of the Members shall consist of not less than twenty (20%) per cent of the Members entitled to vote at such meeting. In the event that a quorum is not present, the meeting shall be adjourned and reconvened without further notice forty-eight (48) hours after the adjourned meeting. At each adjourned meeting, a quorum will consist of not less than twenty (20%) per cent of the Members entitled to vote at such meeting.

6.5 Chairperson

The President shall be the Chairperson of any meeting of the Members, or in his absence, the Vice-President shall be the Chairperson of any meeting of the Members, and if none of those persons are present, any other director may act as the Chairperson of any meeting of the Members, or if such persons decline to act, the Voting Members present shall choose one (1) of their Members to be Chairperson.

6.6 Voting

- 6.6.1 Any Voting Member in good standing shall be entitled to one vote on each motion or matter to be voted upon. The President casts the deciding vote in the event of a tie.
- 6.6.2 Unless a ballot is demanded at any meeting, a declaration by the Chairperson of the meeting that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 6.6.3 To the extent permitted by the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing, in writing (whether electronic or otherwise), a proxyholder, and/or one or more alternative proxyholders, who are to be Members or a designate in accordance with these

By-Laws, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting of Members in respect of which it is given or at the continuation of that meeting of Members after an adjournment;
- (b) a Member may revoke a proxy by providing notice in writing of the revocation to:
 - (i) the President or Secretary of Association no later than the last Business Day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) the Chairperson of the meeting of Members on the day of the meeting of Members or the day of the continuation of that meeting of Members after an adjournment of that meeting of Members; and
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter and to vote by way of ballot at the meeting of Members in accordance with Section 6.7.

6.7 Voting by Ballot

If a ballot is demanded by at least five (5) Voting Members entitled to vote at such meeting and the demand is not withdrawn, the ballot upon the motion shall be taken in such manner as the Chairperson of the meeting shall direct. Upon a ballot each Voting Member who is present shall be entitled to vote. Upon declaration by the Chairperson of the meeting that the vote upon the question has been carried or lost, an entry in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or question.

6.8 Scrutineers

The Chairperson or the Secretary at any meeting of the Members or the Members then present may appoint one (1) or more scrutineers, who need not be a Member, to count and report upon the results of the voting which is done by ballot.

6.9 Electronic Meetings

To the extent permitted by the Act, a Meeting of Members may be held in person, by means of telephone, electronically or through a combination of both. Members entitled to attend a Meeting of Members may both vote and participate electronically in Meetings and will be deemed to be present at such Meetings for the purpose of quorum and voting. The Board may, from time-to-time, and in accordance with the Act, determine how voting electronically will take place.

6.10 Resolutions in Writing

Notwithstanding anything to the contrary in these By-Laws, a resolution in writing signed by all of the Members entitled to vote thereon shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

6.11 Agenda for the meeting

6.11.1 The AGM deals with the following matters:

- (a) call to order;
- (b) adopting the agenda;
- (c) adopting the minutes of the last AGM;
- (d) considering the President's report;
- (e) presenting of financial reports and receipt of the auditor's report;
- (f) report of committees (if any);
- (g) election of the Board;
- (h) appointment of the auditor;
- (i) considering matters specified in the meeting notice;
- (j) other specific motions that any member has given notice of before the meeting is called;
- (k) new business; and
- (l) adjournment.

6.12 Persons Entitled to be Present

The only persons entitled to be present at a meeting of the Members shall be the Members, the directors, the Officers, the auditor of the Association, and any other who, although not entitled to vote, are entitled or required under any provision of the Act or By-laws to be present at the meeting. Any other persons may be admitted only by the invitation of the Chairperson of the meeting or with the consent of those present and entitled to vote at the meeting.

ARTICLE 7 INDEMNIFICATION

7.1 Indemnification of Directors and Officers

7.1.1 Except in respect of an action by or on behalf of the Association to procure a judgment in its favour, the Association shall indemnify a director or Officer of the Association, a former director or Officer of the Association, or a person who acts or acted at the Association's request as a director or Officer of a body corporate of which the Association is or was a Member or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or Officer of that Association if:

- (a) he acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

7.1.2 The Association may with the approval of the Court indemnify a person referred to in Section 7.1.1 in respect of an action by or on behalf of the Association to procure a judgment in its favour, to which he is made a party by reason of being or having been a director or an Officer of the Association against all costs, charges and expenses reasonably incurred by him in connection with the action if he fulfils the conditions set-out in Sections 7.1.1(a) and 7.1.1(b).

7.2 Indemnification of Others

7.2.1 Subject to Section 7.1.1, the Association may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (other than an action by or in the right of the Association) by reason of the fact that he is or was an employee, assistant or agent of the Association, or is or was serving at the request of the Association as a director or Officer, assistant, employee, agent of or participant in a corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines in any amount actually and reasonably incurred by him in connection with such action, suit or proceeding if the Board determines that:

- (a) he acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

7.3 Right of Indemnity not Exclusive

The provisions for indemnification contained in the By-Laws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any By-Laws, agreement, vote of Members or otherwise both as to an action in his official capacity and as to action in any other capacity while holding such office and shall continue as to a person who has ceased to be a director or Officer and shall enure to the benefit of the heirs and legal representatives of such person.

7.4 Insurance

The association will secure adequate liability insurance for all directors in their roles as directors or Officers of the organization.

ARTICLE 8 AUDIT AND BORROWING POWERS

8.1 Audit

The books, accounts and records of the Association shall be audited at least once each year by a duly qualified accountant or by three Members of the Association elected for that purpose at the AGM. A complete and proper statement of the standing of the books of the Association for the previous year shall be submitted by such auditor at the annual AGM. The fiscal year of the Association in each year shall be January 1 to December 31.

8.2 Inspection

The books, accounts and records of the Association may be inspected by any Member of the Association at any AGM or at any time upon giving reasonable notice and arranging a time, satisfactory

to the Officer or Officers having charge of same. Each director shall at all times have access to such books, accounts and records.

8.3 Borrowing

8.3.1 Subject to Section 3.4.2, for the purpose of carrying out its objects, the Board may:

- (a) borrow money on the credit of the Association;
- (b) issue, reissue or sell a pledge, debt or obligation of the Association;
- (c) give a guarantee to secure performance of an obligation of any person; or

For the purpose of carrying out its objects, the Association may:

- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.

8.3.2 In no case shall debentures be issued without approval by Special Resolution.

ARTICLE 9 DISPUTE RESOLUTION

9.1 Dispute Resolution

9.1.1 A dispute arising out of the affairs of the Association between any Members 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 under the *Arbitration Act* (Alberta).

9.1.2 The three (3) person arbitration panel (the "**Arbitration Panel**") shall be comprised of:

- (a) one (1) person appointed by the aggrieved party;
- (b) one (1) person appointed by the Association; and
- (c) one (1) person mutually agreed upon by both parties.

9.1.3 A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of King's Bench of Alberta, and unless the By-Laws otherwise provide there is no appeal from it.

**ARTICLE 10
AMENDMENTS TO THE BY-LAWS**

10.1 Amendments to the By-Laws

These By-Laws may only be rescinded, altered or added to if the decision, alteration or addition is approved by a Special Resolution of the Members at any meeting duly called in accordance with these By-Laws and the Act.

**ARTICLE 11
SEAL**

11.1 Seal

The Seal (if any) of the Association shall be kept in the custody of such Officer or person as the Board may designate and shall not be affixed to any instrument except by authority of the Board and in the presence of such Officers as the Board may prescribe.

**ARTICLE 12
NON-PROFIT ORGANIZATION**

12.1 Non-profit Organization

Alberta Plastics Recycling Association is a non-profit organization and will not carry on any trade or business.

**ARTICLE 13
DISSOLUTION OF ASSOCIATION**

13.1 Dissolution of Association

In the event that the Association is dissolved or wound-up, for any reason, the remaining assets, after all liabilities and other requirements of the Act have been satisfied, shall be paid over to one or more non-profit organizations who have as their object recycling.