

BYLAWS

Bylaws relating generally to
the transaction of the business
and affairs of

SOMBRILLA INTERNATIONAL DEVELOPMENT SOCIETY

Corporate Registry - February _____, 2025

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A BYLAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF THE SOMBRILLA INTERNATIONAL DEVELOPMENT SOCIETY.

ARTICLE I PREAMBLE

1.1 The name of the Society is Sombrilla International Development Society, or Sombrilla.

1.2 This document is the general bylaws of Sombrilla. These bylaws regulate the transaction of business and affairs of Sombrilla.

ARTICLE II DEFINITIONS

In these Bylaws, unless the context requires a different meaning:

- (a) "Act" means the Alberta [Societies Act, R.S.A. 2000, c. S-14](#), as amended, and any statute substituted for it;
- (b) "Board" means the duly elected Board of Directors of the Society as in Article II(c) of these Bylaws;
- (c) "Board of Directors" means the people who have been duly elected or appointed to the Board to govern the affairs of the Society;
- (d) "Bylaws" means the regulations set out to govern the affairs of the Society;
- (e) "Director" means a person who has been duly elected or appointed to the Board;
- (f) "Fiscal year" means the fiscal year of the society for budgeting and financial reporting purposes, which is September 1 to August 31;
- (g) "Member" means a Member of the Society as per Article III 3.01 of these Bylaws;
- (h) "Member of the Board" means a person who has been duly elected or appointed as Director of the Board;
- (i) "Membership Fee" means the annual and other fees payable by each Member;
- (j) "Notice" means a notice given to Members as described in Article 2.03;
- (k) "Officer" means a member of the Board who is also chosen to act as the President, Vice-President, Secretary or Treasurer;
- (l) "Qualified donees" refers to those as defined in the (federal) *Income Tax Act*;
- (m) "Registered Office" means the office for the Society and will be at such place within the Province of Alberta as the Board determines from time to time;
- (n) "Society" means the Sombrilla International Development Society;
- (o) "Special Resolution" means a special resolution as defined in the Alberta [Societies Act, R.S.A. 2000, c. S-14](#)

ARTICLE III INTERPRETATION

The following rules must be applied in interpreting these Bylaws:

3.01 Singular and plural

Words indicating the singular number also include the plural, and vice-versa.

3.02 Headings

Headings are for convenience only. They do not affect the interpretation of these Bylaws.

3.03 Notice

A Notice is an announcement published by the Society, circulated by mail, e-mail or other electronic means, or social media where most members gather. Telephone calls, voicemail and text messages are not acceptable transmission for a Notice. Any Notice shall:

- (a) Be published by one or more methods with the intention of reaching all members.
- (b) Be a minimum of 21 days or comply with the requirements of the Act;
- (c) If delivered, or distributed by email or other electronic means, be deemed to have been given or received on the day it was so delivered or distributed;
- (d) If mailed, shall be deemed to have been given or received on the third day following the day on which it was mailed; and
- (e) If mailed at a time when there is an interruption of mail service or an anticipated interruption of mail service affecting the delivery of such mail, shall be deemed to have been given or received on the fifth business day after the date normal postal service is restored.

ARTICLE IV MEMBERS OF THE SOCIETY

4.01 The Members of the Society are individuals who have paid the Membership Fee, if any, and follow the Bylaws, and such other persons as are from time to time admitted as Members of the Society.

4.02 Any person residing in Alberta, and being of the full age of 16 years may become a Member upon payment of the Membership Fee, if any.

4.03 Membership Fees

- (a) The Membership Fee shall be prescribed from time to time by the Board;
- (b) The Board shall fix the due date for the payment of any Membership Fee.
- (c) Membership will lapse if the Membership Fee or financial contribution has not been made in the past twelve (12) months;

4.04 Categories and Rights of Members

- (a) The Society consists of its Members and the Board shall establish such categories of Members of the Society as it deems fit from time to time;
- (b) The Board may discontinue one or more categories of Members from time to time provided that the status of existing Members in that category is not thereby affected until the next Annual General Meeting of the Society;
- (c) A Member is deemed to be in good standing when not in arrears of the payment of any fees or other sums due from time to time to the Society;
- (d) A Member is entitled to notice of and to attend all General Meetings of the Society and is entitled to one vote at all such meetings; and
- (e) The Board may provide for any firm or corporation to be a Member of the Society.

4.05 Withdrawal and Expulsion of Members

- (a) A Member may withdraw from membership by a notice in writing to the Board addressed to the Secretary;
- (b) A Member may be expelled from membership by a Special Resolution for any reason.

ARTICLE V MEETINGS OF THE SOCIETY

5.01 The Annual General Meeting

- (a) An Annual General Meeting of the Society shall be held no later than six (6) months from the end of each fiscal year in the city of Edmonton, in the Province of Alberta on a day to be fixed by the Board;
- (b) At least twenty-one (21) days prior to the Annual General Meeting an Officer of the Board shall give each Member notice of the date, time and place of the Annual General Meeting;
- (c) At the Annual General Meeting the Members shall consider the report of the President, review an annual financial statement setting out the Society's income, disbursements, assets and liabilities, appoint auditors or accountants, elect the Members of the Board, and transact such other business as may be put before the meeting;
- (d) Ten (10) Members personally present shall constitute a quorum for the Annual General Meeting of the Society;
- (e) Unless any Member demands a ballot vote, all voting at the Annual General Meeting shall be done by a show of hands, each Member in good standing, including the President, being entitled to one (1) vote. In case of an equality of votes, the President shall not have a second

or casting vote and the resolution will be deemed to have been defeated; and

- (f) With the exception of those matters requiring a Special Resolution each issue and resolution to be decided at an Annual General Meeting shall be decided by a majority of the votes of the Members present in person.

5.02 Special Meetings of the Society

- (a) Special General Meetings of the Society shall be called at the direction of the President or Secretary upon the request in writing of five (5) of the Members in good standing, stating the reasons for calling the Special General Meeting which shall be mailed to the last known address of each Member;
- (b) At least twenty-one (21) days prior to the Special Meeting, an Officer of the Board shall give to each Member notice of the date, place, time and purpose of the Special Meeting;
- (c) The business of any Special Meeting shall be limited to the purpose indicated in the Notice; no other business shall be conducted;
- (d) The Notice, method of voting and the quorum required for any Special Meeting shall be the same as for the Annual General Meeting (Article 2.01).

ARTICLE VI THE GOVERNMENT OF THE SOCIETY

6.01 The Board of Directors

- (a) The Board of Directors consists of not less than six (6) nor more than twelve (12) persons in good standing of the Society duly elected by the Members at the Annual General Meeting, or appointed by the Board;
- (b) No Member may be elected or serve on the Board whose business, profession or occupation may directly or indirectly benefit from such position and shall, where evidence indicates a conflict, resign from the Board;
- (c) Each Member of the Board shall be elected to hold office for a two (2) year term;
- (d) The number of Members to constitute the Board may be changed by Special Resolution of the Society from time to time;
- (e) The Board, at any meeting following the Annual General Meeting of the Society, may appoint not more than two (2) Members to the Board in the event that at the Annual General Meeting of the Society there are vacancies on the Board;
- (f) In the event of the withdrawal or expulsion of any Member of the Board resulting in a vacancy on the Board, the remaining Members of the Board may appoint some other Member in good standing in the Society to fill that vacancy until the next Annual General Meeting of the Society;

- (g) A Member of the Board shall be deemed to have withdrawn their membership of the Board if they are absent from three (3) consecutive meetings of the Board without reasonable excuse delivered to an Officer of the Society;
- (h) Any Member of the Board shall be eligible for re-election to the Board;
- (i) Any individual shall serve a maximum of three (3) consecutive terms, with a break of at least one year before serving another term;
- (j) Meetings of the Board shall be held as often as required, but at least once every three months;
- (k) Meetings of the Board shall be called by the President or by any two (2) Members of the Board;
- (l) Unless waived by all of the Members of the Board, the Secretary shall give each Member of the Board notice of the date, place and time of the meeting of the Board, and for the purposes of this section 5.01, such notice may be in writing, in accordance with section 2.03 of these Bylaws or may be given verbally in person or by telephone communication, provided such notice of the date, place and time of the meeting of the Board is given directly to the Member of the Board to be notified;
- (m) A majority of the elected Members of the Board present in person or by electronic means constitutes a quorum at any meeting of the Board;
- (n) Each Member of the Board including the President shall have one (1) vote. In the case of an equality of votes, the President shall not have a second or casting vote and the resolution will be deemed to have been defeated.

6.02 Duties of the Board

Except as provided in the Act and otherwise in these Bylaws, the powers of the Society shall be exercised by the Board and the duties of the Board shall include but shall not be limited to the following:

- (a) To facilitate and promote the Objects of the Society;
- (b) To create and define categories of Members and, if the Board so resolves, to promote membership in the Society;
- (c) To engage, hire and discharge any employees, including administrative employees, in respect to the operations of the Society;
- (d) To maintain and properly protect the assets and property of the Society;
- (e) To pay all expenses of and incidental to the operation and management of the Society;
- (f) To remunerate or indemnify any person for services rendered or liabilities incurred in connection with the affairs of the Society;
- (g) To invest and deal with the monies of the Society not immediately required in such

securities and in such manner as from time to time may be determined by the Board;

- (h) To finance the operations of the Society and to borrow, raise or secure the payment of money in such manner as the Board may, from time to time think fit;
- (i) To maintain all accounting and financial records of the Society;
- (j) To appoint legal counsel from time to time;
- (k) To make rules and regulations for the operation of the Society and the use of its facilities and assets; and
- (l) Without in any way abrogating or limiting the general responsibility of the Board, to delegate its powers and duties to any employee of the Society.

6.03 Board Committees

- (a) The Board may appoint Committees to advise the Board from time to time in respect to the various duties and responsibilities of the Board;
- (b) Each Committee created by the Board shall be headed by one of its Members appointed by the President to be the Chair of that Committee;
- (c) Each Committee created by the Board shall meet at the call of the Chair, record minutes of its proceedings, distribute such minutes to the Members of the Committee and to the Chair of the Committee and furnish reports at the request of the President prior to each Board meeting.
- (d) A majority of the Members of any Committee present in person or by electronic means at a meeting shall constitute a quorum; and
- (e) Each Member of a Committee including the Chair shall have one (1) vote at meetings of the Committee but in case of an equality of votes, there shall be no casting vote and the resolution will be deemed to have been defeated.

6.04 Officers

- (a) The Officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer;
- (b) The Officers shall be appointed or elected by the Board from among the Members of the Board following the Annual General Meeting;
- (c) The President shall exercise supervision of the affairs of the Society, preside at all meetings of the Society and of the Board and make recommendations and report to the Board and to the Annual General Meeting and act as an ex-officio Member of all Committees;
- (d) The Vice-President shall act in the place of the President whenever the President is unable to perform any of the President's duties. The Secretary shall act in the place of the President whenever the President and Vice-President are unable to perform any of the President's duties;
- (e) The Secretary shall cause minutes of the meetings of the Society to be made and kept, cause Notices of meetings of the Society and of the Board to be mailed or delivered;
- (f) In the absence of the Secretary the Secretary's duties shall be discharged by such Officer or

Board Member as may be appointed by the Board;

- (g) The Treasurer shall cause the financial records of the Society to be kept in a proper manner and present a full detailed account of the Society's financial position to the Board and the Annual General Meeting of the Society or whenever requested to do so by the President;
- (h) The Officers of the Society shall be elected for a term of one (1) year or until the next Annual General Meeting whichever first occurs;
- (i) Any vacancy arising in any office shall, except as otherwise provided herein, be filled by the appointment by the Board of another Member of the Board who shall hold such office until the next Annual General Meeting of the Society; and
- (j) The Board Members and Officers of the Society shall serve without remuneration but shall be reimbursed for expenses authorized by the Board and incurred in respect to the business of the Society.

ARTICLE VII BORROWING POWERS

7.01 For the purpose of carrying out the Objects of the Society, the Society may borrow, raise or secure the payment of money in such manner as the Board thinks fit and in particular by the issue of debentures, provided however, that such debentures shall not be issued without the approval by a Special Resolution of the Members of the Society.

ARTICLE VIII ACCOUNTS

8.01 The books, accounts, and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified auditor or accountant or by two members of the society elected for that purpose at the Annual General Meeting.

8.02 The Board may fill any casual vacancy in the office of the auditor or accountant but while such vacancy continues, the surviving or continuing auditor or accountant, if any, may act.

8.03 The remuneration of the auditors or accountants of the Society shall be fixed by Resolution of the Members, or if the Members so resolve, by the Board.

ARTICLE IX SEAL OF THE SOCIETY

9.01 The Board may adopt a seal as the Seal of the Society;

9.02 The Secretary has control and custody of the seal, unless the Board decides otherwise.

ARTICLE X MINUTES OF PROCEEDINGS

10.01 The Secretary shall maintain and have charge of a copy of the Minute Books, the original Minute Books being maintained at the Registered Offices of the Society and shall record in the copy and cause to be recorded in the original, minutes of all proceedings of all meetings of the Members and of the Board.

10.02 The Board shall see that all necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law are regularly and properly kept and filed.

ARTICLE XI INSPECTION OF BOOKS AND RECORDS BY MEMBERS

11.01 The books and records of the Society may be inspected by Members at the records office of the Society during such times as that office is normally open.

ARTICLE XII RESOLUTIONS IN WRITING

12.01 A Resolution in writing signed by all Directors or Members entitled to vote on that Resolution at a General Meeting of the Board or meeting of the Members, as the case may be, is as valid as if it had been passed at a meeting of the Board or meeting of the Members, and shall be effective as of the date stated therein.

ARTICLE XIII INDEMNITY

13.01 Each Member of the Board, Officer and employee shall be indemnified by the Society against any and all liability and reasonable expenses in connection with or resulting from any claim, action, suit or proceeding in which they may become involved as a party or otherwise by reason of their having been a Member of the Board, Officer or employee of the Society, except in relation to matters as to which they shall be adjudged with respect to such claim, action, or proceeding to be liable for negligence or misconduct in the performance of their duty to the Society.

ARTICLE XIV AMENDMENT OF BYLAWS

14.01 The Bylaws of the Society shall not be altered, rescinded or added to except by a Special Resolution of the Society.

ARTICLE XV DISSOLUTION OF THE SOCIETY

15.01 The Society does not pay any dividends or distribute its property among its Members, Board of Directors or employees.

15.02 If the Society votes for dissolution, any assets remaining after all debts have been paid will be distributed to one or more qualified donees through the passage of a Special Resolution.

DATED this _____ day of February, 2025.

NAME

ADDRESS

