

Society Bylaw Change - Proof of Filing

The Bylaws are filed as of 2019/11/29

Service Request Number: 32121711
Corporate Access Number: 5011971685
Legal Entity Name: RAT CREEK PRESS ASSOCIATION
Legal Entity Status: Active
Fiscal Year End: 08/31

Annual returns are outstanding for the 2019 file year(s).

Annual Return

File Year	Date Filed
2018	2019/03/14
2017	2019/03/14
2016	2016/12/14

Attachment

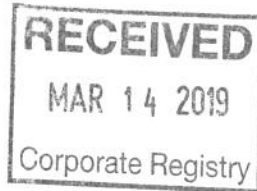
Attachment Type	Microfilm Bar Code	Date Recorded
Bylaws	10000905100840937	2005/09/22
Nuans	10000705100840943	2005/09/22
Supporting Documentation	10000005100840946	2005/09/22
Application	10000305100840940	2005/09/22
Audited Financial Statement	10000406102355714	2007/01/10
Annual Return Form	10000006102355711	2007/01/10
Annual Return Form	10000107103662647	2008/02/25
Audited Financial Statement	10000907103662648	2008/02/25
Bylaws & Special Resolution	10000207104476234	2008/08/08
Audited Financial Statement	10000407109327346	2010/09/24
Annual Return Form	10000607109327345	2010/09/24
Annual Return Form	10000207109327347	2010/09/24
Audited Financial Statement	10000007109327348	2010/09/24
Annual Return Form	10000307109990929	2010/12/15
Audited Financial Statement	10000507109990928	2010/12/15
Audited Financial Statement	10000407111776917	2011/12/05
Annual Return Form	10000607111776916	2011/12/05
Notice of Address	10000207110531620	2012/01/25

Annual Return Form	10000007115277568	2013/03/21
Audited Financial Statement	10000807115277569	2013/03/21
Annual Return Form	10000807118801154	2014/04/23
Audited Financial Statement	10000407118801151	2014/04/23
Annual Return Form	10000207124447231	2015/05/01
Audited Financial Statement	10000407124447230	2015/05/01
Bylaws & Special Resolution	10000007124447939	2015/07/20
Annual Return Form	10000507123028682	2016/01/27
Audited Financial Statement	10000307123028683	2016/01/27
Annual Return Form	10000307126602709	2016/12/14
Audited Financial Statement	10000507126602708	2016/12/14
Audited Financial Statement	10000207130235157	2019/03/14
Audited Financial Statement	10000607130235155	2019/03/14
Annual Return Form	10000907130235154	2019/03/14
Annual Return Form	10000407130235156	2019/03/14
Bylaws & Special Resolution	10000307134515375	2019/11/29

Registration Authorized By: JESSICA MACQUEEN
CHAIR

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

Special Resolution



I hereby certify that the following special resolution was passed at a meeting of the members of the Rat Creek Press Association on November 21, 2018.

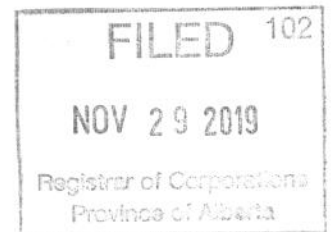
The existing bylaws is repealed and replaced by the attached bylaws.
~~All changes to the bylaws are struck through and tracked in red ink on the attached document.~~

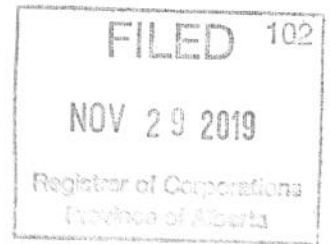
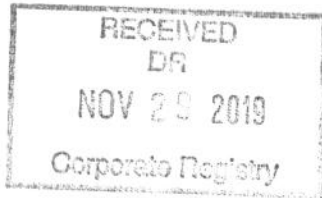
Date: March 12, 2019

Signature: J MacQueen

Printed Name: Jessica MacQueen

Title: Board Chair





Bylaws of the Rat Creek Press Association

1. DEFINITIONS

1.1. Definitions

The following words and phrases not otherwise defined herein shall have the meanings set forth below:

"Annual General Meeting" or "AGM" means the Association's general meeting open to all Members, to be held annually on the date which is not later than November 30, and no earlier than ninety (90) days prior to November 30;

"Association" means the Rat Creek Press;

"Board" shall mean the Board of Directors of the Association;

"Bylaws" means these bylaws of the Association;

"Meeting" means a regular meeting of the Board;

"Member" means any, or all, members as defined in Section 4.1 of the Bylaws;

"Officer" means any of the Chair, Vice-Chair, Secretary, or Treasurer;

"Special Meeting" means a special meeting of the Members of the Association held in accordance with the provisions of Section 5.5 of the Bylaws; and

"Special Resolution" means a resolution passed with the support of no less than 75% of the Members in attendance voting and entitled to vote thereon at an AGM.

2. NAME

2.1. Name

The name of our society is Rat Creek Press Association and shall be referred to hereafter as the RCPA.

3. BOUNDARIES

3.1. Boundaries

The operations of the RCPA are chiefly within the City of Edmonton in the Province.. of Alberta. For the purposes of the RCPA's operations, the Rat Creek Press Association Boundary Area will mean the Standard Neighbourhood Boundaries of the communities of Alberta Avenue,

Cromdale, Delton, Eastwood, Elmwood Park, Parkdale, Spruce Avenue and Westwood as set out by the City of Edmonton.

4. MEMBERSHIP

4.1. Membership

To be admitted as a member, an individual must be:

- a) thirteen (13) years of age or older; and
- b) residing or owning real property in the Rat Creek Boundary Area; or
- c) a business owner or representative of a group operating within the Rat Creek Boundary Area; or
- d) a volunteer of a group operating within the Rat Creek Boundary Area; and
- e) willing to submit to the Bylaws and rules of the Society; and
- f) acceptable to the Board of Directors, such acceptance not to be unreasonably withheld.

4.2. Becoming a Member

- a) Any individual fulfilling the requirements in section 4.1 may join the RCPA by registering with the Recorder;
- b) Membership will be from AGM to AGM.
- c) If you purchase a membership at the AGM you will have voting rights at the current AGM and the next.
- d) Members of the RCPA have the right to:
 - i) receive notice of the meetings of the RCPA;
 - ii) attend and speak at member meetings;
 - iii) one vote at meetings of the RCPA; and
 - iv) withdraw their membership by written notice to the Recorder of the RCPA
- e) If a member has a concern, it is to be reported to the committee in which the concern arises. If there is no understanding or resolution the Board of Directors will call in a mediator to help settle the matter.

- f) If any dispute arises about which individual or committee has jurisdiction to take charge of any certain activity or matter, it is to be reported to the Board of Directors for resolution.

4.3. Membership Fees

Membership fees, if any, in the RCPA shall be determined, from time to time, by the Board .

4.4. Non-Transferable, Non-Refundable

Membership shall be non-transferable, unless specifically approved by the Board upon request in writing. In any event of a suspension, termination, transfer, or cancellation of a membership, membership fees shall not be refundable.

4.5. Voting

- a) Each Member shall have one vote;
- b) Individual member votes must be made in person. A simply majority of Members in attendance and eligible to vote shall decide any motion or question unless otherwise noted in the Bylaws.

4.6. Resignation

A member may withdraw from the RCPA by presenting written resignation notice to the Board effective at the time of receipt by the Board. Resignation does not release a Member from their obligation to pay all unpaid sums due to the RCPA.

4.7. Expulsion and Termination

The Board may, by way of a resolution, expel for a period determined by the Board in its discretion, or terminate, the membership of any Member whose conduct is deemed prejudicial to the RCPA, provided that the Member has an opportunity to be heard. This may include any act made by a Member that contravenes the Bylaws or policies of the RCPA.

4.8. Reinstatement

All suspended Members shall be automatically reinstated at the end of the suspension period. Any expelled members may reapply for membership on the anniversary of their expulsion, provided that they must present a new application for membership in accordance with the procedure established by the Board.

5. RCPA MEETINGS

5.1. Annual General Meeting

- a) The AGM shall be comprised of outgoing members of the Board, Members, and observers. The AGM is a place for discussion and collective decision-making by

Members of the RCPA. Audited financial statements setting out the RCPA's income, disbursements, assets, and liabilities shall be presented at the AGM;

- b) The annual meeting of the society will be held on or before November 30. Notice of the time and date of the meeting will be published in the newspaper and distributed at least ten days prior to the date of the meeting; and
- c) The RCPA shall make reasonable efforts to provide notice of an AGM and an agenda for the AGM to Members in accordance with the notice provisions set out herein at least thirty (30) days in advance of the proposed date of the AGM.

5.2. Authority of the Annual General Meeting

The Chair shall follow an agenda which shall include the following items of business:

- a) Election of the following Directors and Officers in accordance with Sections 6 and 7, respectively, of the Bylaws.
- b) Designate an auditor for the current fiscal year.
- c) Determine or confirm the office location of the RCPA for the current fiscal year.
- d) Take cognizance and receive activity reports from each Officer and each Committee Chair, and with respect to the general activities of the RCPA, as the case may be.
- e) Determine or confirm annual membership fees.
- f) Determine or confirm, to the extent necessary or advisable, the RCPA's policies, corporate direction, goals, objectives and priorities for each action.
- g) Ratify the Bylaws and amendments hereto.
- h) Hear, assess and decide on proposals submitted to the AGM, which are in the view of the Chair appropriate to be considered at the AGM.
- i) Decide on procedural meeting rules in all cases not provided for in the Bylaws or applicable laws.
- j) Decide on the dissolution of the RCPA, if applicable, in accordance with section 11.6 of the Bylaws.

5.3. Elections

- a) Elections for Directors and Officers shall be held during the AGM and shall be open for all members eligible to vote at the AGM, provided that any individual wishing to stand for election for Director or Officer position shall complete and submit, in advance, to the

RCPA a nomination form (in the form determined by the RCPA and available from the RCPA).

- b) Only Members in good standing shall be eligible to be elected for the position of Director, and a Member must attend a meeting of the Board in person to stand for election.
- c) Voting shall be by show of hands, unless a secret vote is requested by a member in attendance and eligible to vote.
- d) The Chair of the AGM shall designate a returning officer and two scrutineers to ensure proper handling of the election. No candidate for office may be a scrutineer.
- e) Directors and Officers shall be elected for a term of two (2) years. They shall be eligible for re-election at the end of their term. At the end of four (4) consecutive terms, the member must give up their seat on the Board, and may only be re-elected to the Board after two (2) years absence for a maximum of two (2) additional terms.
- f) If voting is necessary because there is more than one (1) candidate for any of the positions to be filled, it shall be held by secret ballot.
- g) To be elected, a candidate must receive a majority of the votes.
- h) In the event of a tie between two (2) candidates, further balloting shall continue until a majority is reached.

5.4. Voting

- a) All issues submitted to the AGM will be decided by a simple majority of valid votes. In the event of a tie, the Chair of the RCPA shall cast the deciding vote.
- b) Voting shall be by show of hands, unless a secret ballot is requested by one or more members in attendance and able to vote at the AGM.

5.5. Special Meeting

A special meeting is to be called by the Recorder upon the request of the board or at least ten per cent (10%) of voting Members in attendance. The RCPA shall use reasonable efforts to provide notice of a Special Meeting to Members no less than fifteen (15) days in advance of the proposed date of the Special Meeting.

5.6. Quorum

- a) Five percent (5%) of Members in attendance shall constitute a quorum at any Special Meeting or AGM. In order for business to be conducted, the quorum must be maintained for the duration of the Special Meeting or AGM, as the case may be.

- b) In the case of the AGM, if within thirty (30) minutes of the appointed start time a quorum is not present, the AGM shall be adjourned to such a time and place as fixed by the majority of voting Members present, and at the rescheduled AGM the Members in attendance shall constitute quorum.
- c) In the case of a Special Meeting, if within thirty (30) minutes of the appointed time, a quorum is not present, then the Special Meeting shall be dissolved.

6. BOARD AND MEETINGS OF THE BOARD

6.1. Composition

The Board shall be composed of a minimum of five (5) Members and a maximum of nine (9) members.

6.2. Terminology

- a) Board of Directors, Executive Committee or board, will mean the Board of Directors of the RCPA.
- b) The society will elect by majority vote of members at the Annual General Meeting of the society no fewer than five (5) and no more than nine (9) directors. The officers and directors so elected shall form a board, and shall serve until their successors are elected and installed. The society will seek to have fair representation on the board from within its Boundary Area.

6.3. RESPONSIBILITIES

- a) To ensure that the Board adequately discharges its responsibilities, each Director shall:
 - i) adequately inform themselves of all matters before the Board;
 - ii) immediately declare any conflicts of interest and abstain from discussions and from voting on any matter where any conflict arises or is like to arise; and
 - iii) adhere to the Bylaws and other policies and procedures of the RCPA.
- b) Each Director shall be accountable for ensuring the policies and objectives of the RCPA are being furthered through effective and responsible leadership and management, effective planning and evaluation, and sound fiscal management, including ensuring that adequate human and operational resources are in place as necessary to carry out the policies and objectives of the RCPA.
- c) The Board shall employ a Publisher to manage the production of the Rat Creek Press paper.

- d) The Board shall approve an annual budget and review and approve more budgets and expenditures from time to time as it determines necessary or advisable.
- e) The Board shall ensure that adequate insurance coverage for the RCPA is maintained.

6.4. Authority

- a) The Board shall have authority to cause the RCPA to conduct the business of the RCPA in a manner not inconsistent with the policies and objectives of the RCPA. Such business may include without limitation: the acquisition, management, and disposition of assets; and the incurring of liabilities.
 - i) It is understood, and agreed by all board members, that a board, as such, does not replace contract or hired management. It is further understood and agreed that the board oversees the activities to ensure compliance to the regulations established by the agencies that grant not-for-profit status.
 - ii) It is further understood and agreed that a key role of the board is to support the Publisher/Manager or Operations Manager in order to ensure that said manager has the resources and authority to carry out their duties in a timely and professional manner.
 - iii) It is understood, under the terms of these Bylaws, that no individual board member may override the decisions and/or authority of the RCPA Publisher/Manager or Operations Manager to further the interests of any outside individual or agency.
- b) The Board may prescribe policies and procedures not inconsistent with these Bylaws relating to the management, operation and use of the facilities of Rat Creek Press, as they deem expedient.

6.5. Meetings

- a) The Board shall meet no less than six (6) times per year, or as often as it deems necessary or advisable. Board meetings shall be called by the Chair or no less than three (3) Directors.
- b) In the event that a Director is unable to attend a meeting due to a reason which can be anticipated in advance, the Director shall notify the Chair no less than seven (7) days in advance in order that the Chair may determine if quorum will be met at the proposed meeting.
- c) If necessary, a motion may be made and passed by a majority of board members via email. This motion is as valid as one passed at any board meeting. It is not necessary to give notice or call a board meeting. The date on the email is the date it is passed.

- d) Board meetings are open to public attendance and participation, except for portions declared "confidential Board-only business" or Board matters declared to be "of sensitive nature" at which only Board members may be present.
- e) The accidental omission to give notice of any meeting to any member will not invalidate the proceedings of any such meetings.
- f) Procedures at meetings will be governed by the most recent edition of Robert's Rules of Order. When in attendance the Chair, or Vice-Chair, chairs a meeting. If both are absent, the first order of business is to elect a chair for the meeting.

6.6. Notice

The RCPA shall use reasonable efforts to provide notice of a meeting to each Director no less than five (5) days before the proposed date of the meeting. Board members may waive notice with written consent of 80% of the board members.

6.7. Quorum

Fifty one per cent (51%) of the total Directors shall constitute a quorum in a meeting of the Board.

6.8. Voting

Unless otherwise noted, decisions of the Board shall be made by a majority vote of the Directors in attendance at the meeting and eligible to vote on such matter. No person who is not a member of the society will be entitled to vote at any meeting. In the event of a tie, the Chair shall cast the deciding vote.

6.9. Resignations

Any Director wishing to resign from the Board shall provide prior written notice, signed by the Director, to the Chair and shall indicate the effective date of such resignation and if an effective date is not indicated, the resignation shall be deemed effective immediately upon receipt.

6.10. Vacancy

Unless otherwise determined by the Board, a Director position shall be considered vacant in the following circumstances:

- a) If no one was elected at the election for this purpose;
- b) If a Director resigns from his or her position;
- c) If a Director dies, becomes insolvent or is incapacitated; or
- d) If a Director is absent from more than two (2) consecutive meetings of the Board, or a total of three (3) meetings of the Board in any twelve (12) month period, unless in either

case such Director is absent due to a reason constituting an excused absence, to be determined at the sole discretion of the Board. In such event the Chair shall provide the Director with written notice of his or her deemed resignation no later than thirty (30) days after such deemed resignation takes effect and shall inform the Board no later than the following Board meeting. A leave of absence of a Director may be approved at the Board's discretion.

In the event of vacancies in elected positions, the Board shall appoint persons with the required qualifications, for the remainder of the term, if the Board deems it appropriate.

6.11. Remuneration

Members of the Board shall not be remunerated for their services in their capacity as Directors. A Director may, however, be reimbursed for all reasonable expenses incurred in relation to the RCPA's affairs in accordance with the policies and procedures of the RCPA, or any resolutions approved by the Board.

6.12. Removal of Directors

Subject to the Bylaws, the Rat Creek Press may, by Special Resolution at a Special General Meeting specifically called for such purpose, remove any Director. At this meeting only a minimum of seventy five per cent (75%) of the members must vote in favour of this Special Resolution.

6.13. Ex Officio Director

The Publisher shall be an ex officio and non-voting member of the Board, and within the policy guidelines determined by the Board, shall assume primary responsibility for the policies, paper production, and activities of the Rat Creek Press.

For greater certainty, no employees of the RCPA may hold an Office or Director position or have voting privileges at any meeting.

7. OFFICERS OF THE RCPA

7.1. Officers of the RCPA.

The Officers of the RCPA shall be comprised of the Chair, Vice Chair, Recorder, and Treasurer.

7.2. Eligible Officers

- a) Any Member in good standing shall be eligible to any Office in the society.
- b) All Officers shall also be Directors.
- c) No person may hold two Offices.

- d) The Chair, Vice Chair, Recorder, and Treasurer are to act as the officers of the RCPA. Directors can be elected as Officers at the AGM or appointed by the Board at any time.

7.3. Terms

Each Officer shall be elected for a two (2) year term, with term expiry dates generally alternating such that the terms of all Officers would not expire at the same time.

7.4. Duties of Officers

- a) Chair: They will, when present, preside at all meetings of the RCPA and Board of Directors and shall be entrusted to carry out all orders and resolutions of the Board. They will have signing rights of the society with the Treasurer and/ or with one other Board member.
- b) Vice Chair: The Vice Chair shall, in the absence of the Chair, exercise the duties of the Chair and shall preside at all meetings of the RCPA and the Board. In the absence of both, a chair may be elected by the meeting to preside.
- c) Recorder: It is the duty of the Recorder to attend all meetings of the RCPA and of the Board, and to take minutes or ensure that accurate minutes of all meetings are taken and recorded. They shall have charge of the Seal of the RCPA which, whenever used, will be authenticated by the signature of the Recorder and the Chair. The Recorder will also keep a record of members requesting personally addressed notices of meetings and/or minutes and send all notices and minutes as required.
- d) Treasurer: The Treasurer will receive all monies paid to the RCPA and will be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. They will properly account for the funds of the society and keep such books as shall be directed. The Treasurer may assign the day-to-day financial duties to a staff person while the Treasurer acts to provide financial oversight and accountability. The Treasurer will present a full detailed account of receipts and disbursements to the Board whenever requested and will prepare for submission to the AGM a statement duly audited as hereinafter set forth of the financial position of the RCPA and submit a copy of the same to the Recorder for the records of the RCPA.

8. COMMITTEES

8.1. Committees

The Board shall create such committees from time to time as deemed necessary. The Chairs appointed to head such committees shall be responsible to report to the Board and shall be subject to all decisions of the Board.

8.2. Committee Members

All committee members shall be members in good standing of the RCPA.

8.3. Functions

The Committees shall be organized and managed, and shall function to the extent possible in accordance with their Terms of Reference and the Policy Manual established by the RCPA, provided however that in the instance of any conflict these Bylaws shall prevail.

8.4. Chair Participation

The Chairperson will be ex-officio, a member of all Committees.

9. FINANCES AND SIGNING AUTHORITY

9.1. Audit or Financial Review

The books, accounts and records of the Treasurer will be audited at least once a year by a duly qualified accountant or by two members of the RCPA elected for that purpose at the AGM. A complete and proper statement of the standing of the books for the previous year will be submitted by such auditor at the AGM of the society.

9.2. Loans

For the purposes of carrying out its objectives, the RCPA may borrow, raise or secure funds in a manner deemed appropriate by the Board.

9.3. Signing Authority

Any cheques issued by the RCPA must bear at all times the signature of the Publisher and either the Chair or the Treasurer of the RCPA.

9.4. Borrowing Powers

- a) For the purposes of carrying out its objects, the RCPA may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the RCPA, and in no case shall debentures be issued without the sanction of a special resolution of the RCPA.
- b) No officer, committee, or member of the society will expend any money of the society, or incur an indebtedness on behalf of the society, or sell or dispose of any property of the society, without express authority for their so doing being firstly given by the society in a general meeting.

9.5. Fiscal Year

The fiscal year shall begin on September 1st of a year and shall end on August 31st of such year.

10. INDEMNIFICATION

10.1. Indemnity of Directors, Officers, and Employees

The RCPA undertakes to indemnify and save harmless out of the funds of the RCPA, any Director, Officer, employee ("Indemnitee"), their executors and administrators and estate from and against all costs, charges, and expenses whosoever which such Indemnitee sustains or incurs in or with respect to any claim, action, suit or proceedings brought, commenced, or prosecuted against such Indemnitee in the performance of duties or in relation to the affairs of the RCPA, except where such a claim, action, suit or proceeding is due to the Indemnitee's gross negligence or wilful misconduct.

10.2. Restriction on Liability of Directors, Officers, and Employees

No Indemnitee shall be liable for the acts, receipts, neglects, or defaults of any other Indemnitee or loss, damage, or expense incurred by or to the RCPA through the insufficiency of title to any property acquired by the RCPA or for the insufficiency or deficiency of any security in or upon which any of the monies belonging to the RCPA shall be placed or invested or for any loss or damage arising out of bankruptcy, insolvency, or tortuous acts of a person with whom or for which monies or securities are deposited, or for any loss, conversion, misappropriation, or misapplication of any damage resulting from any dealings with monies of the RCPA or securities belonging to the RCPA, or any other damage or loss or misfortune which may be incurred by the RCPA in connection with the execution of the Indemnitee's roles or duties with or to the RCPA, except where such loss, damage or other misfortune is due to the Indemnitee's gross negligence or wilful misconduct.

11. GENERAL

11.1. Amendments to the Bylaws

The RCPA by Special Resolution may rescind, alter or add to the objects and the Bylaws. A Special Resolution can only be passed by members present at an AGM.

Notice of a proposed amendment to the Bylaws must be given to Members no less than 21 days in advance of the date of the AGM at which such proposal is to be considered.

The Bylaws may be rescinded, altered or added to by a Special Resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person at the AGM, at a general meeting of which one month's written notice specifying the intention to

propose the resolution as a Special Resolution has been duly given. Special Resolution is defined in Section 1 (d) of the Societies Act. The definition cannot be changed.

11.2. Notice Requirements

All notice requirements in the Bylaws may be met by providing regular mail or email to the Member at the email address provided by the member on their membership application, or at an email address which such member has consented or indicated by past practice is acceptable for the receipt of such notices.

11.3. Meeting Minutes

Minutes shall be kept by the Recorder with respect to all Board, Special, and the Annual General Meetings. Committee Chairs shall be responsible for appointing a secretary who will prepare and keep the minutes at committee meetings. A copy of all meeting minutes, and all books and records shall be maintained electronically.

11.4. Records of the RCPA

Any member of the RCPA may inspect the books and records of the RCPA at a general meeting upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Officer and Director shall at all times have access to such books and records.

11.5. Liquidation of Assets

In the event of the dissolution of the RCPA or the discontinuation of its activities, all assets remaining after all debts have been discharged shall be given to one or several recognized nonprofit organizations in Edmonton with similar objectives, or shall be given as required by applicable laws.

11.6. Dissolution

Subject to applicable laws of Alberta, the RCPA may be dissolved only with the consent of four fifths (4/5) of voting Members at a Special Meeting called for such purpose by the Board, provided that no less than thirty (30) days prior written notice including the proposed resolution for dissolution shall be provided to all Members. In the event of dissolution the Board, on behalf of the RCPA, shall retain an independent arbitrator to determine the manner in which the assets shall be divided, having regard to applicable laws.