

SCHEDULE "A"

To the Notice of Special Resolution dated November 5, 2025

GHOST WATERSHED ALLIANCE SOCIETY

BYLAWS

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ghostwatershed.ca

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1. DEFINITIONS AND INTEPRETATION

a) In these Bylaws, capitalized terms shall have the following meanings:

"Act" means the Societies Act, RSA 2000, cS-14 as amended from time to time, and any statute or statutes which may be passed in substitution or replacement thereof;

"AGM" means the annual general meeting of the Society called in accordance with these Bylaws;

"Board" means the Board of Directors of the Society;

"Board Meeting" means a properly convened meeting of the Board called in accordance with these Bylaws;

"Bylaws" means these Bylaws of the Society;

"Director" means any person who is a member of the Board from time to time;

"Executive Committee" means a group of individuals appointed by the Board to manage specific tasks or projects as determined by the Board from time to time; the Board may appoint more than one Executive Committee from time to time and shall give each committee a specific name so that each committee can be differentiated;

"Executive Director" means an individual appointed by the Board to serve as the executive director of the Society and to perform the specific functions as directed by the Board from time to time;

"General Meeting" means a properly convened meeting of the Members called in accordance with these Bylaws;

"Ghost Watershed" means the Ghost Watershed area located in Alberta;

"Meeting" means a Board Meeting, General Meeting, Special Meeting or AGM, as the case may be;

"Member" means any member in good standing of the Society;

"Membership Fee" means the fees established by the Board and payable to the Society by each Member, or category of Member, as the case may be, from time to time;

"Notice" means a notice provided in accordance with these Bylaws;

"Officer" means any Member appointed as an officer of the Society in accordance with these Bylaws;

"Ordinary Resolution" means a resolution passed at a Meeting by a majority of all individuals present in person or by proxy at such meeting or in the absence of a Meeting, in writing and signed by all individuals who would have been entitled to Notice of any such Meeting;

"Records" means, collectively, all Society filings with the Registrar, the financial books of the Society, the minutes of all Meetings, and copies of all Ordinary Resolutions and Special Resolutions not otherwise contained in any minutes of any Meeting;

"Society" means the Ghost Watershed Alliance Society;

"Special Meeting" means a properly convened special meeting of the Members called in accordance with these Bylaws; and

"Special Resolution" shall have the meaning given in the Act.

- b) Any other term used herein and not otherwise defined herein shall have the meaning given in the Act.
- c) Words importing the singular number or masculine gender shall include the plural number or the feminine or neuter genders, and vice versa.
- d) All references to sections refer, unless otherwise specified, to sections of these Bylaws.
- e) The captions, headings and table of contents contained herein are for reference only and in no way affect these Bylaws or their interpretation.
- f) Words and terms denoting inclusiveness (such as "include" or "includes" or "including"), whether or not so stated, are not limited by and do not imply limitation of, their context or the words or phrases which precede or succeed them.
- g) All references to federal and provincial statutes, regulations, codes and guidelines includes amendments to such statutes, regulations, codes and guidelines and successor and replacement legislation thereto unless otherwise stated to the contrary.

2. PURPOSE OF THE SOCIETY

The purpose of the Society is to be a community-based, volunteer-driven Watershed Stewardship Group actively engaged in collaborative environmental stewardship of the Ghost Watershed on a not-for-profit basis.

3. ACTIVITIES OF THE SOCIETY

The Society dedicates all of its financial resources and personnel towards the following activities:

- a) identifying ecosystem and environmental conditions and issues;
- b) raising public awareness about environmental concerns;
- c) providing advice to local and provincial governments, land managers, landowners and other stakeholders;
- d) taking action to improve environmental conditions and resolve environmental issues in the Ghost Watershed; and

- e) such other activities as are consistent with the Purpose of the Society as provided in Section 2 above.

4. POWERS OF THE SOCIETY

In addition to the powers of the Society set forth in the Act, the Society for the purposes of fulfilling its purposes may and is hereby authorized to:

- a) borrow monies required by the Society in the performance of its purposes set out in these Bylaws provided that the amount of money borrowed is approved by the Board by way of ordinary resolution;
- b) secure the repayment of monies borrowed by it, and the payment of interest on any principal amount as accrued from time to time;
- c) raise or secure funding in such manner as agreed to by the Board by way of Ordinary Resolution; and
- d) make such rules and regulations as it may deem necessary or desirable from time to time in relation to the use of the Society's equipment and monitoring systems.

5. MEMBERSHIP

- a) Any individual may become a Member upon payment of the Membership Fee.
- b) The Membership Fee and the terms of payment of said Membership Fee shall be established by Ordinary Resolution of the Board from time to time.
- c) The Board may by Ordinary Resolution establish categories of Members and establish a different Membership Fee for each of said categories.
- d) Any Member wishing to withdraw as a member of the Society may do so by Notice to the Society.
- e) If any Member is in arrears in the payment of any Membership Fee, the Member shall be suspended as a member of the Society and will not be entitled to any membership privileges or powers in the Society until reinstated.

6. BOARD OF DIRECTORS

- a) The Board shall comprise not less than two (2) and not more than thirteen (13) Directors.
- b) Directors shall be elected to the Board by Ordinary Resolution at the AGM.
- c) All Directors must be Members of the Society in good standing.

- d) The Board shall, subject to these Bylaws, have full control and management of the affairs of the Society.
- e) Board Meetings shall be held as often as may be required and, in any event, not less than once in every three (3) month period.
- f) Three (3) Directors shall constitute a quorum for any Board Meeting. If there are less than three (3) Directors on the Board, all Directors shall constitute a quorum for any Board Meeting.
- g) Board Meetings shall be called by the President or any other two (2) Officers.
- h) Directors shall sit for a minimum term of one (1) year and will be subject to re-election each year at the AGM unless the Director has resigned or been removed as provided in Section 8 hereof or is no longer a Member.
- i) Any vacancy occurring in the Board during a calendar year may be filled by Ordinary Resolution of the Board until the ensuing AGM.

7. OFFICERS

- a) The Board may, by Ordinary Resolution, appoint any Member as an Officer to the position of President, Vice President, Secretary, Treasurer, Executive Director or such other officer positions created by the Board from time to time by Ordinary Resolution.
- b) The Officers shall hold their position until they resign or are otherwise replaced by Ordinary Resolution.
- c) The Executive Director may be contracted by the Board for remuneration and may be a body corporate. The duties of the Executive Director shall be defined by agreement between the Society and the Executive Director as approved by Ordinary Resolution.

8. REMOVAL OF DIRECTORS AND OFFICERS

Any Director or Officer may cease to be a Director or Officer as follows:

- a) by voluntarily resignation upon Notice to the Society; or
- b) by Ordinary Resolution of the Board.

9. SEAL

The Society does not have a seal.

10. SIGNING AUTHORITIES

The Board shall determine, by Ordinary Resolution from time to time, the manner in which an Officer or Officers shall sign contracts, cheques, drafts and other instruments and documents, including banking forms and authorities.

11. DUTIES OF THE PRESIDENT

The President shall, when present, preside at all Meetings unless the President delegates such obligation to another Director or Officer.

12. DUTIES OF THE VICE PRESIDENT

The Vice President shall preside at any meeting that the President is unable to attend or preside. In the absence of both, a chairperson may be elected at the meeting to preside.

13. DUTIES OF THE SECRETARY

- a) It shall be the duty of the Secretary to attend all Meetings and to keep accurate minutes of the same. In case of the absence of the Secretary, the Secretary's duties shall be discharged by such individual as may be appointed by the chairperson at the respective Meeting.
- b) The Secretary shall have charge of all the correspondence of the Society.
- c) The Secretary shall keep a record of all Members and their membership information, send all notices of Meetings as required hereunder, and collect and receive Membership Fees and other assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch of the Society as required.
- d) Any duties of the Secretary hereunder may be appointed to another Officer by Ordinary Resolution of the Board.

14. DUTIES OF THE TREASURER

- a) The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may direct.
- b) The Treasurer shall properly account for the funds of the Society and keep such books as may be directed by the Board.
- c) The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested.
- d) The Treasurer shall prepare for submission to the AGM each year a statement of the financial position of the Society for that year and submit a copy of same to the Secretary for the Records of the Society.
- e) The office of the Secretary and Treasurer may be filled by the same individual.

- f) Any duties of the Treasurer hereunder may be appointed to another Officer by Ordinary Resolution of the Board.

15. AUDITING

- a) The financial books, accounts and records of the Society shall be audited at least once each calendar year by a duly qualified accountant or reviewed by any two (2) Members selected by Ordinary Resolution of the Board.
- b) The fiscal year end of the Society shall be established by Ordinary Resolution of the Board from time to time.

16. NOTICE OF MEETINGS

- a) Any notice required or permitted to be given to the Society hereunder shall be in writing and sufficiently given if delivered by personal delivery, regular mail or email to the Society at its registered mailing address shown in the records of the Registrar or by email at office@ghostwatershed.ca.
- b) Any notice required or permitted to be given to any Member hereunder shall be in writing and sufficiently given if delivered by personal delivery, regular mail or email to the Member at their mailing address or email address maintained in the Records of the Society.
- c) Any notice delivered personally as aforesaid shall be deemed to have been received when delivered. Any notice delivered by email shall be deemed to have been received at the time the email is sent to the recipient as evidenced by the electronic records of the sender. Any notice delivered by mail shall be deemed to have been received seven (7) business days from the date such notice was mailed.

17. GENERAL MEETINGS

- a) A General Meeting may be called at any time by the Secretary upon the instructions of the President or by Ordinary Resolution of the Board by Notice to all Members given at least seven (7) days prior to the proposed meeting date.
- b) A minimum of four (4) Members shall constitute a quorum for the purposes of any General Meeting.

18. BOARD MEETINGS

- a) A Board Meeting may only be called at any time by the Secretary upon the instructions of the President or any other two (2) Board members by Notice to all Board members at least ten (10) days prior to the proposed meeting date.
- b) Proper Notice may be waived for a Board Meeting if all Board members are present at such Board Meeting.

19. SPECIAL MEETINGS

- a) A Special Meeting may only be called by the President or Secretary upon receipt of a petition signed by at least one-third of the Members, setting forth the reasons for calling such Special Meeting, by Notice to each Member at least twenty-one (21) days prior to the proposed meeting date.
- b) A minimum of four (4) Members shall constitute a quorum for the purposes of any Special Meeting.

20. ANNUAL GENERAL MEETINGS

- a) An AGM may only be called by the President or other Officer by Ordinary Resolution of the Board at least once in every calendar year by Notice to each Member at least twenty one (21) days prior to the proposed date of the AGM.
- b) A minimum of four (4) Members shall constitute a quorum for the purposes of any AGM.

21. SOCIETY RECORDS

- a) All Records shall be kept at the registered office for a period of ten (10) years from the end of the calendar year to which each respective record relates.
- b) The Records may be inspected by any Member at any time upon Notice to the Society and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such Records.
- c) The Society may maintain all or any Records in electronic format, provided that such records are readily convertible into written form within a reasonable time and are capable of being retained, stored, and reproduced in compliance with the Act. Without limiting the generality of the foregoing, the Society's Records may be stored and maintained in Dropbox, Google Drive, or in any other secure, reputable, cloud-based storage system as may be approved by Ordinary Resolution of the Board from time to time. Access to such electronic Records shall be restricted to those individuals authorized by the Board, and reasonable measures shall be taken to ensure the security, confidentiality, and integrity of the Records. For all purposes under the Act, records maintained electronically in accordance with this section shall be deemed to be the official records of the Society.

22. REMUNERATION

Unless otherwise authorized by Ordinary Resolution, no Officer, Director, or Member shall receive any remuneration for services provided to the Society.

23. ARBITRATION

Any dispute arising out of the affairs of the Society and between any Members of the Society 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 Bylaws, and the Society or any Director or Officer of the Society,

shall be decided by arbitration, which shall be under the *Arbitration Act* (Alberta). A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the courts of the Province of Alberta, and there is no appeal from it.

24. DISSOLUTION

Upon dissolution of the Society in accordance with the Act, any assets of the Society remaining after paying the debts and liabilities of the Society shall be distributed to a charitable organization, which will be named by the Board in place at the time of dissolution.

25. AMENDMENTS

These Bylaws may only be amended by Special Resolution.

SCHEDULE "B"

Objects of the Society

The purpose of the Society is to be a community-based, volunteer-driven Watershed Stewardship Group actively engaged in collaborative environmental stewardship of the Ghost Watershed on a not-for-profit basis.