



EDMONTON  
TRIATHLON  
ACADEMY

**REVISED BYLAWS**



Revised by the Edmonton Triathlon Academy Board 'July 8, 2021'.

**BY-LAWS RELATING GENERALLY TO  
THE TRANSACTION OF THE BUSINESS  
AND AFFAIRS OF  
THE SOCIETY OF THE EDMONTON TRIATHLON ACADEMY**

## INDEX

<b>ARTICLE 1</b>	DEFINITIONS AND INTERPRETATIONS
<b>ARTICLE 2</b>	MEMBERS OF THE ETA
<b>ARTICLE 3</b>	ETA MEETINGS
<b>ARTICLE 4</b>	GOVERNMENT OF THE ETA
<b>ARTICLE 5</b>	BORROWING AND LEGAL POWERS
<b>ARTICLE 6</b>	AUDITOR
<b>ARTICLE 7</b>	SEAL OF THE ETA
<b>ARTICLE 8</b>	INSPECTION OF THE BOOKS AND RECORDS BY MEMBERS
<b>ARTICLE 9</b>	INDEMNITY
<b>ARTICLE 10</b>	WINDING UP
<b>ARTICLE 11</b>	NOTICES
<b>ARTICLE 12</b>	AMENDMENT OF BY-LAWS
<b>ARTICLE 13</b>	PENALTIES
<b>ARTICLE 14</b>	ERRORS AND NOTICE

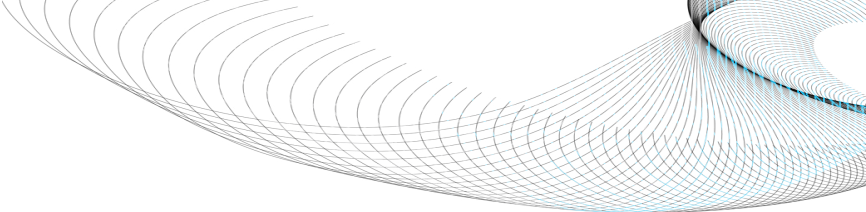
## ARTICLE 1

### DEFINITIONS AND INTERPRETATIONS

#### 1.1 Definitions

In these by-laws, unless the context requires a different meaning:

- a) “Act” means the Societies Act, R.S.A. 2000 c. S-14 and its regulations, as amended, and any statute and regulations that may be substituted, thereforetherefor[1] ;
- b) “Annual General Meeting” means the annual meeting of the ETA, to be held once a year in accordance with Article 3 herein;
- c) “Application” means the application for incorporation creating the ETA;
- d) “Athletes” means the people who benefit directly from the triathlon training and services provided by the ETA;
- e) “Auditor” means a duly qualified accountant in and for the Province of Alberta;
- f) “Board” means the board of directors of the ETA;
- g) “By-laws” means these by-laws of the ETA as amended from time to time;
- h) “City” means the City of Edmonton, Alberta;
- i) “Director” means any person who has been duly elected or appointed to the Board;
- j) “ETA” means the Edmonton Triathlon Academy;[2]
- k) “General Meeting” means meetings of the ETA held pursuant to s. 3.2 herein;
- l) “Member” means any person described in s. 2.1 herein, and includes both Voting Members and Junior Members as described in s. 2.2;
- m) “Member in good standing” means a Member who:

- 
- i. has paid in full, inter alia, all fees or other sums, which includes all costs (including costs on a solicitor-client full indemnity basis) owed to the ETA on the date specified for payment by the ETA, if any; and
  - ii. has not been expelled or suspended from membership in the ETA;
- n) Officers” means the President, Vice-President, Secretary, Treasurer (or Secretary-Treasurer), and such other officers as the Board may determine from time to time, as set out in Article 4.8;
- o) “Registered Office” means the registered office for the ETA, as more particularly described in the ETA’s corporate minute book;
- p) “Special Meeting” means meetings of the ETA held pursuant to s. 3.2 herein;
- q) “Special Resolution” shall have the meaning as provided in the Act;
- r) “Written Notice” includes notice given by mail, e-mail, facsimile, or delivery.

## **1.2 Interpretation**

In these by-laws, the singular shall include the plural, and the plural shall include the singular. The masculine shall include the feminine, and “person” shall include individuals, trusts, firms, partnerships, corporations and societies. Wherever reference is made to any statute or section, such reference shall be deemed to extend and apply to any amendment to the statute or section, as the case may be.

## **1.3 Headings**

The captions or sections numbers appearing in the by-laws are inserted only as a matter of convenience and in no way define, limit or describe the scope or intent of the by-laws or any one or more of them.



## ARTICLE 2

### MEMBERS OF THE ETA

#### 2.1 Eligibility

- a) The Members of the ETA shall be the subscribers to these by-laws and those persons who subsequently become members in accordance with these by-laws. The Members include every person who agrees to be a Voting Member, Junior Member, or any other class of Member by whatever name called, who have not ceased to be Members.
- b) Anyone with a genuine interest in the ETA and its objects is eligible for membership, including:
  - i. Athletes
  - ii. parents of Athletes
  - iii. any other person with a genuine interest in advancing the objects of the ETA
- c) Any eligible person may become a Member upon submission of a properly completed membership form and payment of the annual membership dues if any.
- d) No Member shall receive any remuneration for services as a Member, Director, or Officer.

#### 2.2 Classes of Membership

- a) The ETA shall have two (2) classes of Membership:
  - i. “Voting Members” are all Members in good standing who are at least 16 years of age, including parents or guardians of Junior Members;
  - ii. “Junior Members” are all Members in good standing who are under 16 years of age.

#### 2.3 Membership Fees

- a) The Board shall, from time to time, prescribe annual, maintenance and other fees payable by the Members or by any class of membership of the ETA.
- b) The Board shall fix the due date for payment of any annual, maintenance and other fees, and all Members shall pay their fees on or before the due date for payment.

- c) If a Member fails to pay any fees on the due date of payment, the Board may, during such time as the fees remain owing to the ETA, remove the Member's name from the register of Members.

## **2.4 Termination or Withdrawal of Membership**

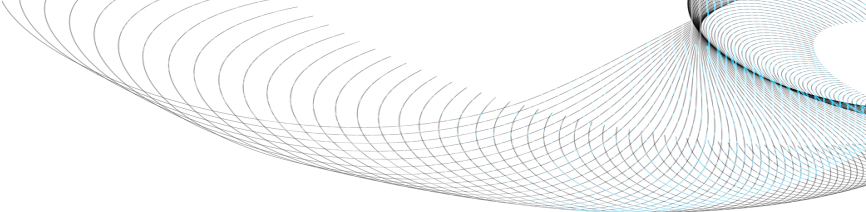
- a) Any Member may withdraw from the ETA by delivering written notice to the Secretary of the ETA.
- b) A Member's name shall be removed from the register of Members if the Member's annual dues are outstanding by more than two (2) months unless the Board decides otherwise.
- c) A Member may be expelled or suspended from the ETA by the Board if the Board deems that the Member's continued membership is contrary to its best interests.
- d) A Member may be expelled or suspended from the ETA by the Board if the Member does not carry out the duties listed in s. 2.6.
- e) A Member ceases to be a Member of the ETA upon their death.

## **2.5 Notice and Voting Rights of Members**

- a) Notwithstanding anything herein to the contrary, all Voting and Junior Members in good standing are entitled to be notified of and to attend all Annual General Meetings, General Meetings, and Special Meetings.
- b) Only Voting Members are entitled to voting privileges or powers at all Annual General Meetings, General Meetings, and Special Meetings.
- c) Each Voting Member has the right to one (1) vote at all Annual General Meetings, General Meetings, and Special Meetings.
- d) A family with more than one Voting Member has the right to only one (1) vote at all Annual General Meetings, General Meetings, and Special Meetings.[3]
- e) A Voting Member who is not in good standing is not entitled to vote.

## **2.6 Duties of Members**

- a) The Members of the ETA shall:
  - i. attend Annual General Meetings;

- 
- ii. provide the following information to the Secretary for inclusion in the register of members: first and last name, telephone number, mailing address, email address, and facsimile number, if available; and
  - iii. volunteer at events associated with the ETA which are organized to further the objects of the ETA.

## **2.7 Register of Members**

The ETA shall keep a register of its Members, which shall include each Member's first and last name, mailing address, class of membership, date the membership commenced, and, if no longer a Member, the date the membership ended. This information must appear in the register in order for a Member to be eligible to vote at Annual General Meetings, General Meetings, or Special Meetings. If this information does not appear in the register, the Board may, in its sole discretion, allow the Member to vote if the Member provides evidence to the Board that they are a Member in good standing and the Board is satisfied with the evidence provided.

# **ARTICLE 3**

## **ETA MEETINGS**

### **3.1 General Conduct of Meetings**

- a) At least thirty (30) calendar days prior to an Annual General Meeting, General Meeting or Special Meeting, the Secretary shall mail, fax, email, or deliver, to the last known address of each Member in good standing, a notice setting forth the date, place and time of the meeting.
- b) The President, or in their absence the Vice-President, or in both of their absences the Secretary, shall chair Annual General Meetings, General Meetings and Special Meetings. If none of these individuals are present within fifteen (15) minutes of the appointed time of the meeting, the Directors present shall select one from among them to chair the meeting.
- c) Unless a majority of the Voting Members present demand a ballot vote, all voting shall be done by a show of hands. If a ballot vote is demanded, the ballot shall be taken at such time, place and manner as the meeting chair shall direct.
- d) In case of a tie vote, the chair of the meeting shall have a second or casting vote.



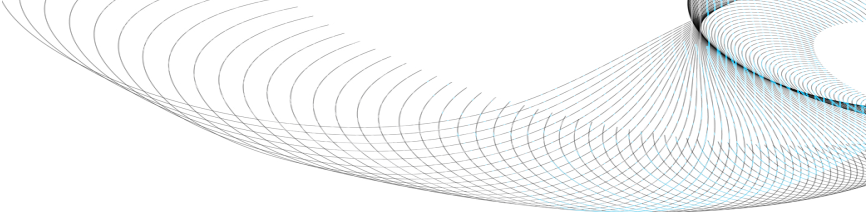
- e) Voting Members in good standing may vote by proxy, provided a written notice of proxy is provided to the Secretary prior to or during the meeting. The Secretary shall have complete discretion to determine whether the notice of proxy is valid and sufficient.
- f) Each matter to be voted on shall be decided by a majority vote of the Members in good standing, with the exception of matters requiring a Special Resolution.
- g) Meetings may be held in person or by video conference.

### **3.2 Annual General Meetings**

- a) An Annual General Meeting of the ETA shall be held in the year of incorporation and each calendar year thereafter, on a day to be fixed by the Board.
- b) At the Annual General Meeting, the Members in good standing shall:
  - i. review the audited financial statement setting out the ETA's income, disbursements, assets and liabilities for the previous fiscal year, as reported by the ETA's Auditor or Treasurer;
  - ii. elect members to the Board of Directors; and
  - iii. transact such other business as required
- c) The Board may from time to time set the quorum necessary to conduct business at the Annual General Meeting. If the quorum is not set, the presence of five (5) Members in good standing shall constitute a quorum.
- d) In the event that a quorum is not present within fifteen (15) minutes after the appointed time for the meeting, the meeting shall stand adjourned for one (1) week, or as soon thereafter as is reasonably practical. A quorum at any such adjourned meeting shall be those members present in person or by proxy.

### **3.3 General Meetings**

- a) General Meetings may be called at the direction of the President.
- b) The Board may from time to time set the quorum necessary to conduct business at a General Meeting. If the quorum is not set, the presence of twenty percent (20%) of the Members in good standing shall constitute a quorum.
- c) In the event that a quorum is not present within fifteen (15) minutes after the appointed time for the meeting, the meeting shall stand adjourned for one (1) week, or as soon thereafter



as is reasonably practical. A quorum at any such adjourned meeting shall be those members present in person or by proxy.

### **3.4 Special Meetings**

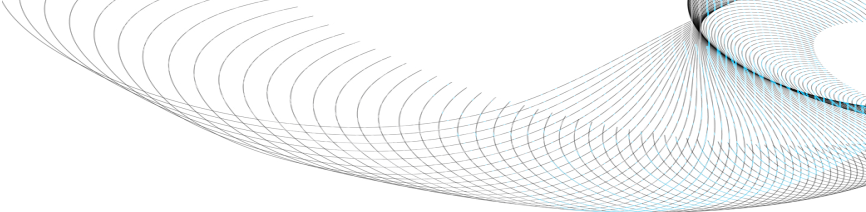
- a) Special Meetings may be called at the direction of the President, or upon the request in writing of fifteen (15) Members in good standing, stating the object of the Special Meeting.
- b) At least ten (10) days prior to a scheduled Special Meeting, the President or the Members who have requested the meeting shall provide a written agenda to the Secretary for circulation. That agenda shall be followed, and not added to, during the Special Meeting.
- c) If a written agenda is not provided as described in s.3.4(b), the Special Meeting shall be cancelled.
- d) The Board may from time to time set the quorum necessary to conduct business at a Special Meeting. If the quorum is not set, the presence of thirty percent (30%) of the Members in good standing shall constitute a quorum.
- e) In the event that a quorum is not present within fifteen (15) minutes after the appointed time for the meeting, the meeting shall stand adjourned for one (1) week, or as soon thereafter as is reasonably practical. A quorum at any such adjourned meeting shall be those members present in person or by proxy.

## **ARTICLE 4**

### **GOVERNANCE**

#### **4.1 Board of Directors**

- a) The affairs of the ETA shall be managed by a Board consisting of not less than four (4) nor more than twelve (12) Directors<sup>[4]</sup>, exclusive of the Past President and President-Elect. The Board includes the Officers of the ETA.
- b) One Director shall be an Athlete and shall represent the ETA Athletes.<sup>[5]</sup>
- c) All other Directors are Directors at Large and shall have such duties as determined by the Board.<sup>[6]</sup>
- d) Each Director shall be a Voting Member at the time of election or appointment, and throughout their term of office.

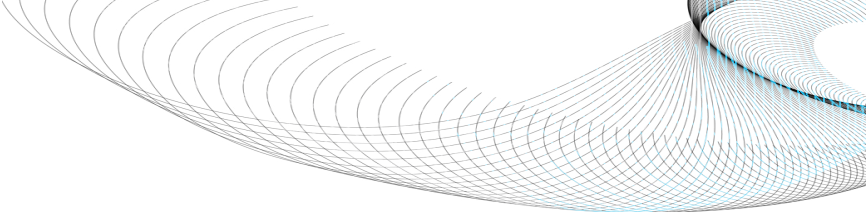
- 
- e) Directors' terms shall commence upon election or appointment to the Board.
  - f) All Directors shall serve terms of three (3) years from the date of their election or appointment[7] unless their office has been vacated pursuant to s.[4.6], at which time their directorship shall be deemed to have expired.
  - g) A Director is eligible for re-election or re-appointment to the Board, provided they have not vacated their office pursuant to s.[4.6], unless a majority of Members at an Annual General Meeting, General Meeting or Special Meeting approves of their re-election.
  - h) The Board shall have full control and management of the affairs of the ETA.
  - i) Directors shall serve without remuneration.

## **4.2 Elections**

- a) At least thirty (30) days before the Annual General Meeting, the Board may appoint a Nominating Committee to obtain nominations for the Board. The report of the Nominating Committee shall be given at the Annual General Meeting before the election of Directors. After the report has been given, the chair of the meeting shall call for nominations from the floor, if any, for the positions to be elected.
- b) All voting for Directors shall be by show of hands.
- c) Only Voting Members in good standing are eligible to serve as Directors.

## **4.3 Board Meetings**

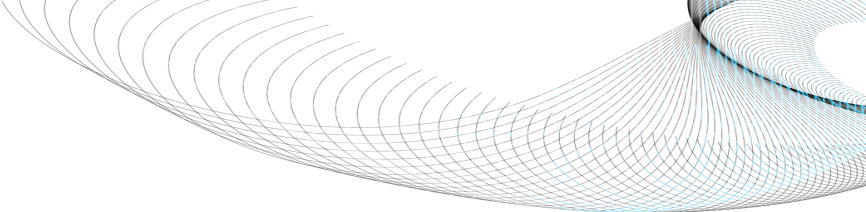
- a) Board meetings shall be held as often as required, but at least once every two (2) months. Board meetings shall be called by the President, or at the request of two (2) Directors on written notice to the President. Such written notice must state the business to be brought before the meeting.
- b) Board meetings may be conducted in person or by audio or video conference.
- c) Board meetings are open to the Voting Members of the ETA. [8] [9]
- d) At least five (5) calendar days before a scheduled Board meeting, the Secretary shall provide written notice to each Director of the date, place and time of the meeting. No formal notice is necessary if all Directors are present or if those absent have signified their consent to the meeting being held in their absence.

- 
- e) At least five (5) calendar days before a scheduled Board meeting, the Secretary shall provide written notice to the Voting Members of the date, place and time of the meeting.  
[10] [11]
  - f) Minutes of Board meetings shall be published for the Members[12] .[13] [14]
  - g) The Board may from time to time set the quorum necessary to conduct business at a General Meeting. If the quorum is not set, the quorum is a majority of the Directors then in office who are present either in person or represented by proxy.
  - h) In the event that a quorum is not present within thirty (30) minutes after the appointed time for the meeting, the meeting shall stand adjourned for one (1) week, or as soon thereafter as is reasonably practical. If within thirty (30) minutes of the appointed time for the adjourned meeting a quorum is not present, the Directors present in person or by proxy shall constitute a quorum.
  - i) Each Director shall have one (1) vote at all Board meetings.
  - j) All matters brought to the Board must be decided by majority vote.
  - k) The President, or in their absence the Vice-President, or in both of their absences the Secretary, shall chair Board meetings. If none of these individuals are present within fifteen (15) minutes of the appointed time of the meeting, the Directors present shall select one from among them to chair the meeting.
  - l) In case of a tie vote, the chair of the meeting shall have a second or casting vote.
  - m) A resolution in writing signed by all the Directors shall be valid and effectual as if it has been passed at a duly called and constituted Board meeting.

#### **4.4 Duties of the Board**

Without limiting the generality of the foregoing, the duties of the Board shall include the following:

- a) Facilitate and promote such of the objects of the ETA as set forth in the Application determined by the Board from time to time;
- b) Engage, hire and discharge any agents, contractors, managers or employees with respect to the ETA;
- c) Prepare and approve an annual budget consistent with the good management of the ETA;
- d) Pay all expenses of and incidental to the operation and management of the ETA;

- 
- e) Remunerate or indemnify any person for services rendered or liabilities incurred in connection with the affairs of the Academy;
  - f) Ensure all necessary books and records (including all accounting and financial records) of the ETA required by the by-laws, the Act, and any applicable statute or law are regularly and properly kept and filed; and
  - g) Place and maintain liability and other insurance as determined by the Board in such amounts and on such terms as the Board may determine from time to time.

#### **4.5 Powers of the Board**

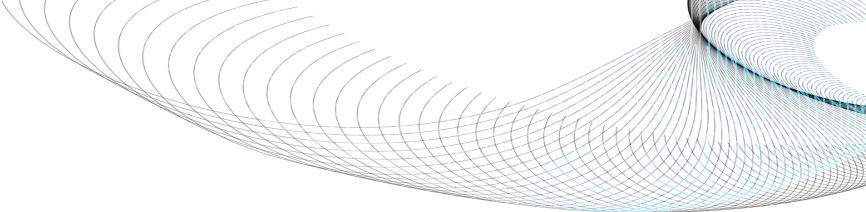
The powers of the ETA shall be performed by the Board. Without limiting the generality of the foregoing, the powers of the Board shall include the following:

- a) invest and deal with the monies of the ETA not immediately required by the ETA in such a manner as the Board may determine from time to time;
- b) To finance the operations of the ETA and to borrow, raise or secure the payment of money in such as manner as the Board may determine from time to time;
- c) To select an Auditor and legal counsel, from time to time, to act on behalf of the ETA and its Members;
- d) To make rules and regulations pertaining to the operation of the ETA;
- e) To appoint and remove officers of the ETA; and
- f) To set, levy, issue, and collect any sums, fees, or assessments the Board has determined are owing by the Members to the ETA pursuant to these by-laws, or with respect to the encumbrance, which governs in the event of any conflict with these by-laws. Without limiting the generality of the foregoing, the ETA may take all steps necessary to ensure all sums owing to the ETA are paid when due, which includes taking all legal measures to enforce collection of all outstanding amounts owing with respect to same.

#### **4.6 Vacancy**

A Director's office shall be vacated immediately if the Director:

- a) is declared to be incapacitated or of unsound mind;
- b) resigns their office by notice in writing to the Board;
- c) is removed by a two-thirds (2/3) vote of the Voting members;

- 
- d) is convicted of an indictable offence;
  - e) ceases to be a Member in good standing;
  - f) dies; or
  - g) is absent from three (3) consecutive ETA meetings, including Annual General Meetings, General Meetings, Special Meetings or Board meetings and any adjournments thereof, without reasonable excuse. The remaining Directors shall have sole discretion to determine whether there is a reasonable excuse for the absences. If a majority of the remaining Directors determines that there is no reasonable excuse, the absent Director shall be deemed to have resigned their office.

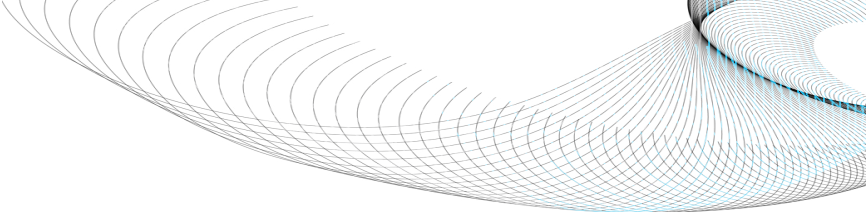
#### **4.7 Filling Vacancies**

- a) A Board vacancy may be filled by the Board by appointment from among the Voting Members.
- b) A Director appointed by the Board to fill a vacancy holds office only until the conclusion of the next Annual General Meeting but is eligible for election at said meeting.[15]
- c) If the vacancy is not filled within thirty (30) days of the vacancy, the Voting Members may elect a Voting Member to fill the vacancy at a General Meeting, Special Meeting, or Annual General Meeting.

#### **4.8 Officers**

- a) The Officers of the ETA shall:
  - i. be Voting Members;
  - ii. be appointed by a majority of the Board from amongst the Directors;
  - iii. be comprised of a President, Vice-President, Secretary, Treasurer (or Secretary-Treasurer), and such other officers as the Board may determine from time to time.
  - iv. serve without remuneration
- b) The President shall:
  - i. supervise the affairs of the ETA;
  - ii. preside as chair at all ETA meetings;



- 
- iii. make recommendations and report to the Board and Members at the Annual General Meeting; and
  - iv. perform such other duties as may from time to time be determined by the Board.

c) The Vice-President shall:

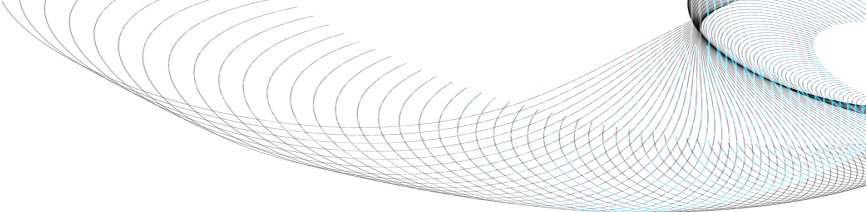
- i. assist the President and preside as chair at any ETA meetings the President does not attend;
- ii. keep the seal of the ETA, if a seal is adopted by the Board, unless otherwise directed by the Board.

d) The Secretary shall:

- i. maintain the original minute book(s) which are held at the Registered Office, and be the custodian of all books, papers, records, contracts and other documents belonging to the ETA;
- ii. attend all ETA meetings and cause to be recorded in the original minute book, minutes of all proceedings of all meetings;
- iii. cause notices of all meetings to be mailed or delivered;
- iv. keep a current record listing every past and present Member, their telephone number, email address, mailing address, and facsimile number, if available; and
- v. perform such other duties as may from time to time be determined by the Board.

e) The Treasurer shall:

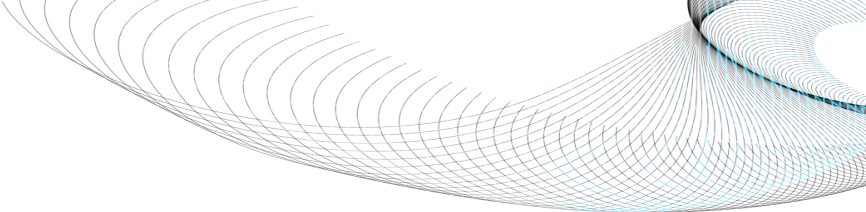
- i. keep full and accurate accounts of all receipts and disbursements of the ETA and keep the financial records of the ETA in proper manner;
- ii. coordinate the conduct of the audit of the ETA's financial statements;
- iii. report the ETA's financial position to the Board and Members at the Annual General Meeting, or whenever requested to do so by the President;
- iv. collect and receive all annual, maintenance and any other fees payable by the Members to the ETA;
- v. disburse the ETA's monies under the direction of the Board;
- vi. deposit all ETA monies in whatever bank, trust company, credit union or treasury branch the Board may direct;
- vii. perform such other duties as may from time to time be determined by the Board.

- 
- f) The offices of the Secretary and Treasurer may be filled by one person, if the Annual General Meeting for the election of Officers so decides.[16]
  - g) The Past President:
    - i. shall be the individual who held the office of President prior to the current President;
    - ii. shall assist the Directors in their duties and attend Board meetings, but is not a Director and is not entitled to a vote at Board Meetings.
  - h) The President-Elect is entitled to attend Board meetings, but is not a Director and is not entitled to a vote at Board meetings.
  - i) A office shall be vacated immediately if the Officer:
    - i. is declared to be incapacitated or of unsound mind;
    - ii. resigns their office by notice in writing to the Board;
    - iii. is convicted of an indictable offence;
    - iv. Ceases to be a Member in good standing;
    - v. Dies; or
    - vi. Is absent from three (3) consecutive ETA meetings, including Annual General Meetings, General Meetings, Special Meetings or Board meetings and any adjournments thereof, without reasonable excuse. The remaining Directors shall have sole discretion to determine whether there is a reasonable excuse for the absences. If a majority of the remaining Directors determines that there is no reasonable excuse, the absent Officer shall be deemed to have resigned their office.
  - j) Any vacancy arising in any office shall, except as otherwise provided herein be filled by the Board.

#### **4.9 Committees**

- a) The Board may appoint such committees as it, from time to time, considers advisable. The President shall appoint a chair for that committee.
- b) No committee shall have the power to act for or on behalf of the ETA, or otherwise commit or bind the ETA to any course of action. Committees shall only have the power to make recommendations to the Board, or to the Members, as the Board may direct.
- c) Committee members shall be appointed by, and hold office at the pleasure of, the Board.





d) Each committee shall submit to the Board such reports and records of its proceeding as the Board may request.

**4.10 The following limitations of position and term are set for the Directors:[17]**

- a) only one member of a family with more than one Voting Member may hold a Director's position at a time;
- b) no individual may hold more than two (2) Director's positions at a time;
- c) no one may hold a Director's position and be simultaneously an employee of the ETA;
- d) any individual may hold a single Director's position for a maximum of three (3) consecutive terms, with the exception that if no eligible Member in good standing puts their name forth or accepts a nomination to the Board, an individual may be granted a one-year extension to their Director's position, upon approval of the Board.

## **ARTICLE 5**

### **BORROWING AND LEGAL POWERS**

- 5.1 For the purpose of carrying out the objects of the ETA as set out in the Application, the ETA may borrow, raise or secure the payment of money in such manner as the Board sees fit.
- 5.2 All contracts to be entered into by the ETA must be pre-approved by the Board and signed by the President and Vice-President of the ETA.
- 5.3 All cheques signed on behalf of the ETA shall be signed by two Directors[18] [19] [20] .



## **ARTICLE 6**

### **AUDITOR**

- 6.1 The Board shall select an Auditor to hold office until the next Annual General Meeting.
- 6.2 The Board may fill any vacancy in the office of the Auditor.
- 6.3 The Auditor shall audit the books, accounts and records of the Secretary and Treasurer at least one a year.
- 6.4 The fiscal year of the ETA shall be the calendar year.
- 6.5 The Auditor shall submit an audited statement of the ETA's financial position to every Annual General Meeting.
- 6.6 Remuneration of the Auditor shall be determined by the Board.

## **ARTICLE 7**

### **SEAL OF THE ETA**

- 7.1 The Board may adopt a seal, which shall be the common seal of the ETA.
- 7.2 The seal shall be under the control of the Board. Responsibility for its custody and use shall be determined by the Board. In the absence of any specific determination, the seal shall be held by the Vice-President, who, together with the President, shall execute and affix the seal to all contracts entered into by the ETA that are required to be executed under seal.



## **ARTICLE 8**

### **INSPECTION OF BOOKS AND RECORDS BY MEMBERS**

The books and records of the ETA may be inspected by Members at the Registered Office during such times as the office is normally open, upon giving reasonable notice arranging a time satisfactory to the Registered Office having charge of same.

## **ARTICLE 9**

### **INDEMNITY**

9.1 No Member, Director, or Officer of the ETA is, in his or her individual capacity, liable for a debt or liability of the ETA.

9.2 Each Director and Officer of the ETA and their heirs, executors, representatives and estates shall be indemnified and saved harmless by the ETA from having to pay any insurance deductible and insurance premiums under any insurance policy established for the protection of a Director or Officer, and from any and all debts, dues, sums of money, claims, liabilities, losses, costs (including legal costs on a solicitor-client full indemnity basis), damages, expenses and demands of every nature and kind whatsoever (including all equitable, common law and statutory relief) incurred in connection with or resulting from any claim, action, suit or proceeding in which he or she may become involved as a party, or otherwise while acting reasonably in the ordinary course of his or her duties with the ETA.

9.3 No Director or Officer of the ETA shall be indemnified for any of the foregoing arising from their negligent conduct or willful misconduct in the performance of their duties with the ETA.



## **ARTICLE 10**

### **WINDING UP**

In the event the ETA is wound up or dissolved, all of its remaining assets after payment of its liabilities shall be paid to a registered and incorporated charitable organization, or transferred in trust to a charitable group as approved by the Board of the Alberta Gaming and Liquor Commission. In no event shall any Member become entitled to any of the ETA's assets.

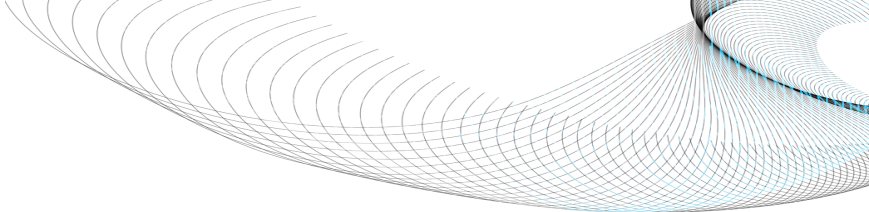
## **ARTICLE 11**

### **NOTICES**

11.1 All notices to Members may be made by personal delivery, prepaid ordinary mail, email, or facsimile transmission, addressed to the last known address of the Member as stated in the ETA registry.

11.2 All notices to the ETA shall be by personal delivery, prepaid ordinary mail, email, or facsimile transmission, addressed to the ETA Secretary.

11.3 All notices mailed by ordinary mail shall be deemed to have been received within three (3) business days of mailing. All notices sent by email or facsimile shall be deemed to have been received on the same day upon which they were sent. The facsimile transmission date which appears on the sender's confirmation of transmission shall be deemed evidence that the transmission was received by the party to whom it was sent.



## **ARTICLE 12**

### **AMENDMENT OF BY-LAWS**

The by-laws of the ETA shall not be altered, rescinded or added to except by a Special Resolution at an Annual General Meeting, General Meeting, or Special Meeting, of which at least thirty (30) calendar days (including weekends and statutory holidays) written notice specifying the intention to propose the Special Resolution has been duly given to the Members by the Secretary.

## **ARTICLE 13**

### **PENALTIES**

Every Member is subject to a penalty of five dollars (\$5.00) or as permitted by the Act or by regulation, whichever is greater, for every contravention of these by-laws.

## **ARTICLE 14**

### **ERRORS AND NOTICE**

No errors or omissions in giving notice for any meeting of the ETA or the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

Dated in the City of Edmonton, in the Province of Alberta this \_\_\_\_\_ day of \_\_\_\_\_, 2021.