

A BYLAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF  
REGIONAL RECREATION CORPORATION OF WOOD BUFFALO  
(the "Corporation")

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**BE IT ENACTED** as a Bylaw of the Corporation as follows:

**1. Definition**

In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise requires:

- (a) **"Act"** means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) **"Board"** means the Board of Directors of the Corporation;
- (d) **"Board Resolution"** means any vote taken or resolution passed in the normal conduct of a meeting of the Board;
- (e) **"Bylaw"** means this Bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;
- (f) **"Director"** means a member of the Board of Directors;
- (g) **"Member Meeting"** means any meeting of the council of the RMWB that is designated by the council of the RMWB as a meeting of the members of the Corporation, including, without limitation, a regularly scheduled, special, annual or organizational meeting, provided that such meeting shall only constitute a Member Meeting if the chair of the Board has received notice, in accordance with Section 30 ("Method of Giving Any Notice") of this Bylaw, not less than twenty one (21) calendar days in advance of such meeting;
- (h) **"Member"** means the RMWB;
- (i) **"Member Resolution"** means a resolution passed by the RMWB in its capacity as the sole Member of the Corporation;

[deleted: "Purpose"]

- (j) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;
- (k) **“RMWB”** means the sole member of the Corporation, the Regional Municipality of Wood Buffalo;
- (l) **“Rural Service Area”** means the geographic area in the Regional Municipality of Wood Buffalo that is not the Urban Service Area;  
[deleted: "Special Resolution"]
- (m) **“Unsecured Debt”** means any borrowing by the Corporation in which the Corporation has granted no security, pledge, mortgage, charge or any interest whatsoever in the assets of the Corporation, in order to secure the repayment of the Corporation's debt; and
- (n) **“Urban Service Area”** means the geographic area in the Regional Municipality of Wood Buffalo that is set out as such in Orders in Council from time to time.

## 2. Interpretation

- (a) In the interpretation of this Bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- (b) Other than as specified in the foregoing Section 1, words and expressions defined in the Act have the same meanings when used in this Bylaw.

## 3. Corporation's Mandate

The purposes and mandate of the Corporation are to:

- (a) advance, promote and encourage recreational, cultural and social activities and events for the benefit of residents of the RMWB;
- (b) operate existing and future facilities to serve the cultural, recreational and social needs of the residents of the RMWB.

[requires amendment (see attachment 2)]

The Corporation shall not amend, alter or fail to follow the foregoing mandate, without the prior approval of the RMWB, which approval may be withheld in the sole and absolute discretion of the RMWB.

#### 4. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board.

#### 5. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors, or by any person or persons designated from time to time by Board Resolution as an authorized signatory. In addition, the Board may from time to time direct the manner in which a particular document or type of document shall be executed. Any person authorized to sign any documents may affix the corporate seal (if any) to the document. Any authorized signatory may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

#### 6. Financial Year

The financial year end of the corporation shall be the same as that of the RMWB.

#### 7. Banking Arrangements and Corporation's Cash Assets

- (a) The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by Board Resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and any other persons that the Board may by Board Resolution from time to time designate, direct or authorize.
- (b) All monies received on account of the Corporation's operations from time to time shall be immediately paid into the Corporation's bank, and all disbursements in respect of the Corporation's expenditures shall be paid by cheque on such bank. Notwithstanding the foregoing, alternate methods of paying for said disbursements, such as preauthorized debit, may be used in the discretion of the person or persons authorized by Board Resolution or this Bylaw to transact the banking business of the Corporation.
- (c) In the usual and regular course of business but subject to the approvals required by Section 8 hereof,
  - (i) any one of the Directors; along with either

- (ii) the President and CEO (as described in subparagraph 28(c) of this Bylaw), or other officer that may be appointed from time to time; or
- (iii) any other person or persons authorized from time to time by Board Resolution

are authorized to pledge the credit of the Corporation and are also authorized to make, sign, draw, accept, negotiate, endorse, execute and deliver all or any cheques, promissory notes, drafts, acceptances, bill of exchange, orders for the payment of money, and other instruments in the name of the Corporation;

- (d) Except as otherwise set forth herein, no Director, or officer shall, without the authorization contained within a Directors' resolution or the minutes of a Directors' meeting, sign, draw, accept, endorse, execute, and deliver all or any cheques, promissory notes, drafts, acceptances, bills of exchange, orders for the payment of money, or other instruments, whether negotiable or not, in the name of the Corporation or in any matter pledge the credit of the Corporation except in the usual and regular course of business.

## 8. Borrowing Powers

- (a) If authorized by both a Board Resolution and a Member Resolution, the Directors of the Corporation may from time to time:
  - (i) borrow money on the credit of the Corporation, unless the borrowing is not Unsecured Debt, and if the borrowing is Unsecured Debt, such borrowing shall be sufficiently authorized if authorized by Board Resolution alone;
  - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
  - (iii) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- (b) Any such Board Resolution may provide for the delegation of such powers by the Directors to such officers or Directors of the Corporation to such extent and in such manner as may be set out in such Board Resolution.

[deleted 8.c.]

## 9. Financial Statements

- (a) The Corporation shall keep the financial statements and will provide them to the RMWB, as directed by the RMWB from time to time.
- (b) Notwithstanding the foregoing, the Corporation shall submit to the RMWB, to be approved of by the RMWB:
  - (i ) an annual report along with audited financial statements within 90 days of the end of each fiscal period; and
  - (i i all fi nanci aplans and busi ness plans wi thi n90 days of being implemented.
- (c) The RMWB shall at all times, have the right to inspect and/or audit the financial records of the Corporation.

#### 10. Annual Financial Statements

The Corporation shall send to the RMWB, within 90 days of the end of fiscal year, a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents.

#### 11. Membership

- (a) Subject to the articles, there shall be one class of members in the Corporation, and the RMWB shall be the sole Member.

[deleted 11. (b), (c), 12, 13, 14 and 15]

#### 12. Appointment of Auditor

The auditor of the Corporation shall be appointed by the Board at the annual Member Meeting, and shall be the same auditor as that of the RMWB.

#### 13. Member Meetings

A meeting of the RMWB council shall, if so designated by the RMWB, constitute a Member Meeting for the purposes of this Bylaw and the Act, provided that such meeting shall only constitute a Member Meeting if the chair of the Board has received notice not less than twenty one (21) calendar days in advance of such meeting. For clarity, any Director is entitled to be in attendance, to make representations to the Member, and to answer questions at a Member Meeting.

[deleted 18, 19, 20, 21, 22, and 23]



#### 14. Number of Directors and Constitution of Board

- (a) The Board shall consist of between one (1) and eleven (11) Directors, none of which are employees of the Corporation or its affiliates.
- (b) The RMWB shall appoint all Directors by Member Resolution appointing such Directors from time to time and for such term as the RMWB sees fit.
- (c) One or two RMWB councillors may be appointed as Directors.  
[deleted 14. (c) and (d); (d) below is new]
- (d) All Directors must be residents of the RMWB. If a Director is a resident at the time of his or her appointment but later ceases to be a resident, that Director may either resign as a Director forthwith or continue to serve as a Director to the expiry of his or her term of appointment, but shall not in any event be eligible for reappointment after the end of that term.

[deleted 25]

#### 15. Director Voting / Quorum

Except as otherwise required by law or by this Bylaw, questions arising at any meeting of the Directors shall be decided by a majority of votes. Each Director shall have and exercise one vote only. A quorum of Directors shall be a majority of the Directors.

#### 16. Indemnification of Directors and Officers

- (a) Except in respect of an action by or on behalf of the Corporation or body corporate to procure a judgement in its favor, the Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a member, shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of that Corporation or body corporate, if:
  - (i) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
  - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

- (b) The Corporation may, with the approval of the Court, indemnify a person referred to in subparagraph 16(a) in respect of an action by or on behalf of the Corporation or body corporate to procure a judgement in its favour, to which he or she is made a party by reason of being or having been a Director or an officer of the Corporation or body corporate, against all costs, charges, and expenses reasonably incurred by him or her in connection with the action if he or she fulfills the conditions set out in subparagraphs 16(a)(i) and (ii).

#### **17. Right of Indemnity not Exclusive**

The provisions for indemnification contained in this Bylaw shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of member(s) or disinterested Directors or otherwise both as to acting in an official capacity and as to acting in any other capacity while holding such office and shall continue as to a person who has ceased to be a Director or officer and shall enure to the benefit of the heirs and legal representatives of such person.

#### **18. Board Responsibilities**

Without limiting the general obligations at law that are imposed on the Board, as a collective and upon the individual Directors, the Board and each Director shall have the following responsibilities in the discharge of its duties:

- (a) provide general governance for the Corporation;
- (b) review the Bylaw at least once every two (2) years to ensure that the Bylaw is current and correct for the operations of the Corporation; and
- (c) suggest to the RMWB revisions to the Bylaw as may be necessary or advisable from time to time.

[deleted 29 (d)]

#### **19. Manner of Appointment and Term of Office of Directors**

- (a) A Director may be appointed, or his or her appointment may be revoked, by Member Resolution.
- (b) The appointment of a Director takes effect on the date specified in the Member Resolution appointing that Director. The term of office of a Director is as specified in the Member Resolution appointing that Director, subject to earlier revocation of the appointment by further Member Resolution.

#### **20. Calling of Meetings of Board of Directors** [formerly Article 31]

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) Directors at any time; provided that for the first organizational meeting following incorporation, such meeting may be called by any Director or incorporator. If the Corporation has only one Director, that Director may call and constitute a meeting.

**21. Notice of Meeting of Board of Directors** [formerly Article 32]

Notice of the time and place for holding a meeting of the Board shall be given in accordance with Section 30 ("Method of Giving Any Notice") of this Bylaw, to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that such notice shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

**22. Regular Meetings of the Board of Directors** [formerly Article 33]

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any Board Resolution fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

**23. Votes to Govern at Meetings of the Board of Directors** [formerly Article 34]

At all meetings of the Board, every question shall be decided by majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote and the matter shall be considered defeated.

**24. Committees of the Board of Directors** [formerly Article 35]

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such



powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by Board Resolution.

**25. Remuneration of the Board of Directors** [formerly Article 36]

Directors may only be remunerated or paid honoraria if first approved in writing by the Member.

**26. Appointment of Officers**

- (a) The President and CEO shall be appointed by the Board, pursuant to subparagraph 28(c) of this Bylaw. For clarity, the President and CEO shall be an employee of the Corporation.
- (b) A Director may be appointed to any office of the Corporation. An officer may, but need not, be a Director. Two or more offices may be held by the same person.

**27. Removal of Officers**

No officer may be removed from his or her position except by the Board.

**28. Description of Offices**

Subject to any other restriction in this Bylaw as to the appointment of officers, the officers of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of the Board – the chair of the Board, if one is to be appointed, shall be a Director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board, and shall have such other duties and powers as the Board may specify;
- (b) Vice-Chair of the Board – the vice-chair of the Board, if one is to be appointed, shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board, and shall have such other duties and powers as the Board may specify;
- (c) President and CEO – If appointed, the President and CEO shall always be both the president and the chief executive officer, and shall be responsible for

implementing the strategic plans and policies of the Corporation, and shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation;

- (d) Secretary – If appointed, the secretary shall have such powers and duties as the Board may specify;
- (e) Treasurer – If appointed, the treasurer shall have such powers and duties as the Board may specify,

unless otherwise specified by the Board, which may, subject to the Act, modify, add to, restrict or supplement such duties and powers.

The powers and duties of all other officers of the Corporation, if appointed, shall be those specified in their respective terms of engagement or required by the Board or president.

## 29. Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) such officer's successor being appointed,
- (b) such officer's resignation,
- (c) such officer ceasing to be a Director (if a necessary qualification of appointment) or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, a person may be appointed by Board Resolution to fill such vacancy.

## 30. Method of Giving Any Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, this Bylaw or otherwise to the Member, a Director, an officer, a member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given, or if delivered or mailed the most recent address of such person known the Corporation or, in the

case of notice to a Director, to the latest address shown in the most recent notice sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);

[deleted 41 (b)]

- (b) if sent to such person by telephone, fax, email or other communication facility at the most recent telephone number, fax number, or email address of such person known to the Corporation; or
- (c) if provided in the form of an electronic document, in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the most recent address of such person known to the Corporation as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary, or any person authorized by the Corporation, may change or cause to change the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary or such authorized person to be reliable. The signature of any Director or officer of the Corporation to any notice or any document to be given by the Corporation may be written, stamped, type-written, or printed, or partly written, stamped type-written or printed.

### **31. Invalidity of any Provisions of this Bylaw**

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

### **32. Omissions and Errors**

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this Bylaw or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **33. Bylaws and Effective Date**

The Board may not make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation without having such bylaw, amendment or repeal confirmed by the RMWB. Such bylaw, amendment or repeal is only effective on the confirmation of the RMWB and in the form in which it was confirmed.

This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (“Amendment of articles or by-laws”) of the Act.

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