

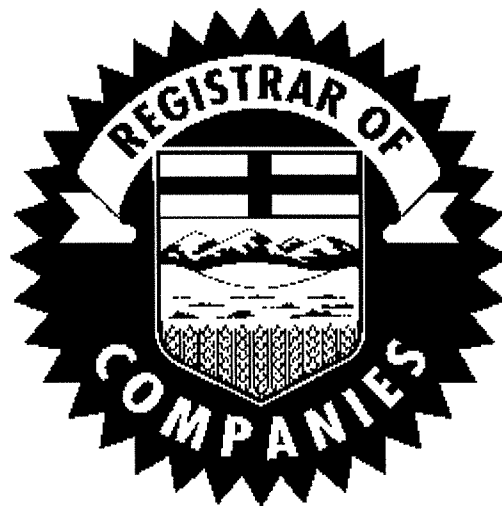
CORPORATE ACCESS NUMBER: 512654930

**Government
of Alberta ■**

COMPANIES ACT

CERTIFICATE

**SUNSHINE BAY YACHT CLUB
HAS BEEN CONVERTED INTO A PUBLIC COMPANY. THE CONVERSION WAS REGISTERED ON
2023/10/27.**



Change Non-Profit Company Type - Registration Statement

Alberta Amendment Date: 2023/10/27

Service Request Number: 40775270
Corporate Access Number: 512654930
Business Number: 891501264
Legal Entity Name: SUNSHINE BAY YACHT CLUB
French Equivalent Name:
Legal Entity Status: Active
Legal Entity Type: Non-Profit Public Company

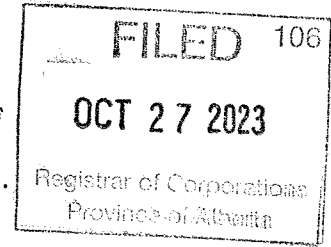
Annual Return

File Year	Date Filed
2023	2023/04/21
2022	2022/05/17
2021	2022/01/26

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000598000607337	1999/04/27
Annual Return Form	10000201000337566	2002/05/21
Annual Return Form	10000001000337567	2002/05/21
Annual Return Form	10000801000337568	2002/05/21
Annual Return Form	10000003000023448	2003/07/17
List of Officers/Shareholder	10000304000222361	2004/07/15
Annual Return Form	10000704000222364	2004/07/15
Annual Return Form	10000305100836924	2005/08/19
Notice of Address	10000205101187271	2006/01/26
Annual Return Form	10000207103662835	2008/02/26
Notice of Address	10000707103662201	2008/07/03
Court Order	10000807106194700	2010/01/21
Annual Return Form	10000707106194692	2010/01/21
Notice of Address	10000607106194697	2010/01/21
Annual Return Form	10000407106194698	2010/01/21
Annual Return Form	10000007106194695	2010/01/21
Annual Return Form	10000307110535533	2011/04/13
Annual Return Form	10000607110535536	2011/04/13
Notice of Address	10000807112526384	2012/01/26

SPECIAL RESOLUTIONS OF ALL OF THE MEMBERS OF
SUNSHINE BAY YACHT CLUB (the "Company")
MADE EFFECTIVE THIS 25 DAY OF October, 2023.



WHEREAS the Members of the Company have decided that it is in the best interest of the Company to amend its Articles of Association as follows:

NOW THEREFORE BE IT RESOLVED THAT:

1. The Company's Articles of Association are hereby repealed and replaced by the amended Articles of Association (the "**Amended Articles of Association**"), a copy of which is attached hereto as Schedule A.
2. In addition to other amendments, the Amended Articles of Association have been amended to remove the private company provisions, per section 1(r) of the *Company Act*.
3. The President of the Company be and is hereby authorized to execute and deliver for and on behalf of the Company all such instruments, documents, forms, and other writings and to do all such acts and things as may be contemplated by this Resolution or as may be required to give effect to this Resolution.

I, Marvin Abugov, hereby certify that the foregoing special resolutions were passed by a vote of the members of the Sunshine Bay Yacht Club on the 12th day of January, 2023.

Marvin Abugov
Marvin Abugov (Oct 25, 2023 16:33 MDT)

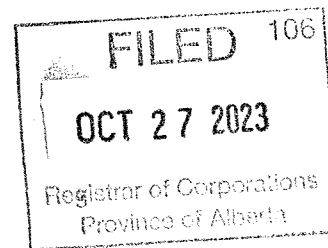
Marvin Abugov - Secretary

Date: Oct 25, 2023



10000907134546538

AMENDED
MEMORANDUM OF ASSOCIATION OF
SUNSHINE BAY YACHT CLUB



1. The name of the Company is SUNSHINE BAY YACHT CLUB.
2. The objects for which the Company is established are: --
 - (a) To establish, maintain and operate a sailing club at Sunshine Bay, at South Seba Beach on Lake Wabamun, in the Province of Alberta or elsewhere on the said Lake.
 - (b) To promote the sport of sailing and other sports and pass times.
 - (c) To promote, organize and operate regattas and sailing competitions of all kinds and to provide prizes, awards or distinctions in connection therewith.
 - (d) To subscribe for, become a member of and co-operate with and assist any other organization whether incorporated or unincorporated whose objects are altogether or in part similar to those of the Company.
 - (e) To acquire by purchase, lease, license or otherwise, lands and premises at Sunshine Bay, South Seba Beach, on Lake Wabamun, in the Province of Alberta, and to layout, prepare, construct, maintain and operate all such buildings, roads, parking areas, services, utilities, piers, docks, floats, and other facilities and conveniences connected therewith or related thereto and to furnish, alter, enlarge, repair, replace and maintain the same.
 - (f) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property and other instruments to secure the payment of corporate indebtedness as required; or contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property and other instruments to secure the payment of corporate indebtedness as required;
 - (g) To guarantee the payment or performance of any debts, contracts or obligations whatsoever, or to become surety for any person, firm, corporation or company for any purpose whatsoever;
 - (h) To borrow or raise or secure the payment of money in such manner as the directors of the company may think fit (including but so as not to restrict the generality of the foregoing) by mortgage, charge, hypothecation or pledge of or upon all or any of the Company's property, both present and future, and also by the issue of bonds, debentures or other securities or obligations and to

secure the same by mortgage or charge, by way of a trust deed or otherwise, upon all or any of the Company's property, both present and future, including its uncalled capital and to purchase, redeem or pay-off any such bonds, debentures or securities or obligations and generally to mortgage, charge, hypothecate or pledge all or any of the Company's property, both present and future;

- (i) To allot and issue as fully paid-up shares of the Company in payment or part payment for any property, moveable or immovable, rights, leases, businesses, franchises, undertakings, powers, privileges, licenses, patents, patent rights, concessions, shares, stocks, bonds, debentures, debenture stock or choses-in-action or to pay for the same or any part thereof in bonds or debentures of the Company;
- (j) To enter into any arrangements with any government or authority, federal, provincial, municipal, local or otherwise, that may seem conducive to the corporation's objects or any of them and to obtain from any such government or authority any rights, privileges, concessions and franchise which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, concessions and franchises.

AND IT IS HEREBY DECLARED that in the interpretation of this Clause 2 the meaning of any of the objects of the Company shall not be restricted by reference to or inference from any other object or the name of the Company or by the juxtaposition of two or more objects, and that in the event of any ambiguities, the Clause shall be construed in such manner as to widen and not to restrict the objects of the Company.

3. TO CARRY ON the objects for which the Company is established. The said Company shall have all the powers enumerated in Section 20, Subsection 1 of the Alberta Companies Act, Chapter 60, Statutes of Alberta, 1970.

4. PROVIDED THAT nothing herein contained shall be deemed to confer upon the Company any powers to which the jurisdiction of the legislature of the Province of Alberta does not extend, and particularly, shall not be deemed to confer the right to issue Promissory Notes in the nature of Bank Notes, and all powers of the said Memorandum of Association contained shall be exercisable subject to the provisions of the Laws in force in the Province of Alberta and regulations made thereunder in respect to the matters herein referred to, and especially with regard to the construction and operation of railways, telegraphs, telephone lines, trust companies, businesses of insurance, and any other business with regard to which special laws and regulations that now or hereafter be in force.

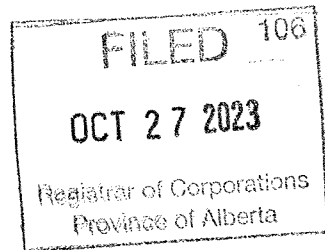
5. The liability of the members is limited.

6. The Company is authorized to issue fifty (50) Common Voting Shares without nominal or par value.

7. The profits, if any, or any other income of the Company shall be applied solely towards the promotion of its objects, and no part of any profit or income of the Company shall be

payable to or otherwise available for the personal benefit of any member of the Company, and in particular no dividend shall be available or be paid to any member of the Company.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company pursuant to the Memorandum of Association and we respectively agreed to take the number of shares in the company set opposite our respective names.



SCHEDULE A

**Sunshine Bay Yacht
Club Amended Articles of
Association**

INTERPRETATION

1. In these Articles of Association (Articles), unless the context otherwise requires or as hereinafter amended by these Articles, expressions defined in the *Companies Act*, R.S.A. 2000, c. C-21 or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meanings so defined.
2. The Club is not formed with financial gain for its object; therefore, no dividend shall be divided among the Members of the Club, the intention being that Section 202 of the *Companies Act* and amending acts shall apply to the Club.
3. In these Articles, unless the context otherwise requires, words implying the singular shall include the plural, and vice versa, and words implying the singular shall include all. Spelling is Canadian.
4. The fiscal year of the Club shall be January 1 through December 31st.

DEFINITIONS

5. In these Articles the words in the first column in the table following shall bear the meanings set opposite to them in the second column.

Word	Meaning
The Board	The elected Directors and Officers serving on the Board of Directors
The Club	Sunshine Bay Yacht Club
Regular Member(s)	The holder(s) of a Share in the Club
Member in Good Standing	A member who is current with all Club requirements
Share Holder	A person(s) that has purchased a share in the Club by virtue of being a Regular member and who has a boat at the dock.
Register	The listing all Regular Members holding a share in the Club on an ongoing basis

AGM	The Annual General Meeting
Club Property	All leased land and any other owned or leased assets, such as the Clubhouse, Club tender, storage building, docks, boats, equipment etc.
Family	The Members, Spouse/partner and any dependent children under the age of 18 who may attend the Club with or without the Regular Member present
Guests	Those people who may attend the Club at the same time as the Regular Member
Majority	Fifty percent (50%) plus one (1) for voting purposes, unless otherwise specified
Ordinary Resolution	A motion passed by a majority of votes cast by the Membership or by the Board.
Special Resolution	A resolution passed at a) A general meeting or special meetings of members of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and b) By the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy or by electronic means, c) A resolution proposed and passed as a Special Resolution at a general meeting or special meetings of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or d) A resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
RONR	Robert's Rules of Order Newly Revised – current version
Standing Committee	A Committee that serves on an ongoing basis
Ad Hoc Committee	A Committee that serves for a specific purpose and for a time certain period.
CHF	Cook Family Holding which is the holder of the property license for the Club

MEMBERSHIP

1. Every person who is registered on the books of the Club as the holder or joint holder of a share in the share capital of the Club and who has not been suspended or expelled, or whose share has not been cancelled, forfeited or sold, or who has not withdrawn in accordance with these Articles and has a boat at the dock, shall be a Regular Member.

2. The Membership of the Club shall consist of the various categories of members as established with the membership fee which are defined and authorized by the Board from time to time:

A Regular member(s) holds 1 share and has 1 vote and 1 voice at all Membership meetings and holds all Membership privileges and responsibilities.

An Associate member holds no shares, has no vote, but may attend and speak at all Membership meetings and has certain privileges and responsibilities of Membership.

An Alumni Member is a past member who has left the Club in good standing and may be invited by the Board to continue to attend the Club and may be given certain privileges and responsibilities of Membership.

An Honorary Membership is given by the Board of Directors to those who have provided long term meritorious service to the Club or to the sport of sailing in general. Honorary Members are invited by the Board to continue to attend the Club and to are given certain privileges and responsibilities of Membership.

3. The Board may further define the categories of Membership for efficiency and to meet the Club's needs. For instance, an Associate member may be further defined as a Provisional Member, Temporary Member, Second Skipper and Affiliate.
4. All Members are admitted and are given the privileges and responsibilities of the Club as set forth in these Articles and the Rules and Regulations of the Club duly approved by the Board as made or amended from time to time.
5. Regular Members in good standing may bring family and other guests to use the facilities of the Club and shall, subject to and in accordance with these Articles and the Rules and Regulations of the Board be entitled to the privileges and responsibilities of the Club.
6. Members in good standing may introduce their friends as guests at the Club and such guests shall be subject to these Articles and the rules and regulations of the Board in that behalf, be entitled to the privileges of the Club House and grounds, in accordance with the Club Handbook.
 - a. Guests are those people who shall attend the Club of a Regular Member at the same time as the Regular Member
 - b. Fees may be charged to guests for use of Club House, facilities and grounds, as fixed by the Board from time to time.

- c. A Member introducing any guest to the Club, its Club House, facilities and grounds, shall be responsible for the actions of their guests and for the payment of any damages or accounts which he, she or they may cause the Club.
7. The total number of shares shall be limited to fifty (50), being the maximum number of shares authorized to be issued by the Memorandum of Association, subject to any amendments thereto from time to time by the Board.
8. The value of one share is nominal and will not exceed one (1) dollar.
9. Upon death of the Regular member, the share may be transferred to the joint owner (s) or to the membership applicant deemed to be next in line by the Board.
10. The Register of the Members of the Club shall be kept and shall be sufficient evidence of Membership for all purposes:
 - a. The name and address or other contact information for every Member, by category of Membership, shall be recorded in the Register.
 - b. Each Member shall be personally responsible to ensure that their address or other contact information is current, and any changes to same are provided to the Club without delay. The Club shall be entitled to rely on the last known address for each Member recorded in the Register when required to provide Notice to Members under any provision of these Articles.
 - c. The keeping and using of Member information shall follow the privacy laws of Alberta.
11. Application for Membership in the Club must be in writing upon forms prescribed by the Board and provided prior to being granted Membership.
12. When necessary, a waiting list may be established and the names of applicants for Membership in the Club placed on the list in the order in which the same are approved for Membership by the Board. In such circumstances, Provisional Membership in the Club shall be assigned in the order in which the applicant's name appears on the waiting list.
13. The annual dues of each Member shall be a debt due by such Member to the Club.
14. Any Member whose annual dues or other indebtedness to the Club is paid up, shall be at liberty to withdraw from the Club at any time on giving written notice thereof to the Secretary or designate of the Board.
15. If any Member does not pay dues owing to the Club as and when they are due, the Board shall follow the Rules and Regulations for overdue or unpaid Membership fees.

16. Any Member who is in violation of the Membership Code of Conduct or the Club's rules and Regulations may be reprimanded by the Board, up to and including suspension and expulsion.
17. A Member whose Membership has been cancelled and who has been expelled or is under suspension for any reason shall not be entertained at the Club by another Member.
18. All rights of Membership of any Regular Member and all interest in any privilege of the Club shall cease upon death, resignation or expulsion of such Member.

ALTERATION OF CAPITAL AND SHARES

19. The Club may alter the conditions of its Memorandum of Association to increase its authorized share capital by the creation of such number of new shares of such amount, as the special resolution shall prescribe.
20. Any new shares, and the cost of the share, shall be subject to the same provisions as the existing shares in the Club and are set by the Board.

MEMBER MEETINGS

21. Annual Meetings of the Club shall be held within the Province of Alberta at such time and place as may be determined by the Board, on at least fourteen (14) business days' notice to all persons as are, under the regulations of the Club, entitled to receive such notices from the Club, but not later than 4 months after the fiscal year end. The meeting shall receive the reports of the Board for the preceding year; elect the Directors necessary to complete the Board and transact such other general business as may legally come before the meeting.
22. The Board shall convene a Special or General Meeting of the Members on at least fourteen (14) business days' notice to all persons as are, under the regulations of the Club, entitled to receive such notices from the Club. Non-receipt of the notice by any Member shall not invalidate the proceedings of any Special or General Meeting. The notice period shall be exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given. The notice shall specify the place, day, and hour of meeting. In case of a Special Meeting, the nature of that business shall be given in advance, whether previous notice thereof has been given or not.
23. Annual, Special and General meetings may be called to meet at the Club House or any other convenient place, or the Members may meet or attend at such meetings through use of video, telephone or digital technology, with or without gathering physically, for the dispatch of business.

24. Special meetings of the Membership, which have a specifically named agenda, shall be called by the Secretary either at the direction of the Commodore or on the written request of three (3) Regular Members of the Club.
25. Only qualified Regular Members in good standing as provided for in these Articles may vote at a meeting of the Club.
26. Each Regular Member in good standing at the time of voting is entitled to cast one vote, either in-person or by proxy.
27. The accidental omission to give notice of any meeting to any Member shall not invalidate the proceedings at any such meeting, or any part thereof.
28. The Commodore or, in the Commodore's absence, the Vice Commodore of the Club shall preside as Chair at every general and every special meeting of the Club. In the absence of the Commodore and Vice Commodore at any meeting, the Members present shall choose one of their number to Chair the meeting.
29. No business shall be transacted at any Member meeting unless there is a quorum of Members. The quorum necessary for the transaction of the business at a meeting of the Members, excepting Special Resolutions of the Members, shall be fixed at 20 from all Members recorded at the relevant time in the Register of Members.
30. The order of business at the Annual Meetings of the Club shall be:
 - a. Reading of minutes of last annual or any special general meeting held thereafter.
 - b. Receiving the reports of the Board including the financial accounting of the fiscal year.
 - c. Confirming any regulations passed by the Board, consideration and, if necessary, approval of all acts of Directors.
 - d. Election of Directors.
 - e. Appointment of External Auditor of the Books and Waiver or Appointment of Auditor and direction for Financial Statements.
 - f. Unfinished business.
 - g. New business.
31. Robert's Rules of Order Newly Revised, the current edition, shall be followed for all Board and Membership meetings.

32. At any Member meeting, a resolution put to the vote of the meeting shall be decided upon a show of hands, unless a recorded vote is demanded by at least one Member entitled to vote. Unless a recorded vote is so demanded, a declaration by the Chair of the meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Club, shall be conclusive proof of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
33. Any Member present in person at the meeting and eligible to vote who prefers to vote in person may do so by revoking his or her proxy before the vote is called.
34. Members must submit a proxy by the date named in the meeting notice for their vote to be cast and counted.
 - a. Proxies received will be counted at a Member meeting or any adjournment thereof as specified by the person giving the proxy.
 - b. If no specification is made, the proxy will be voted for each proposal as set forth in the Proxy Statement described during the meeting.
35. The Chair shall only vote to break a tie at any Membership meetings.
36. A recorded vote demanded in respect of any matter shall be taken immediately and in such manner as the chair of the meeting directs, and the result of the recorded vote shall be deemed to be the resolution of the matter.

DIRECTORS

37. The Board shall consist of from four (4) to fourteen (14) Regular Members elected at the Annual General Meeting of the Club. Only Regular Members, in good standing, shall be eligible for election to the Board.
38. Directors shall be elected for a term of two (2) years (except as provided in the case of the filling of a casual vacancy) and shall hold office until their successors are elected or appointed.
39. A retiring Director shall be eligible for re-election to no more than 2 successive 2 year terms unless the Director sits off the Board for at least 1 year after 4 years.
40. Any casual vacancy occurring in the Board may be filled by appointment of a Director by the Board of Directors for the remaining time in the term of a vacated or empty position.
41. The Board plans for the practical succession of Directors through the nomination and election process.

42. In preparation for the Annual General Meeting, the Board shall strike a nominations committee which reports to the Board.

a) The nominations committee will assess the needs of the Club for the number of Directors, both Officer and functional positions, needed for the upcoming year; will identify those Regular Members who will or can continue in a current Director position; and will assess the Regular Members who may have an interest and competency in serving as a Director.

b) As a result of its considerations, the nominations committee may present a slate of Directors, with Officer and functional positions for information to Board who may in turn present this to the Annual General Meeting

OFFICERS

43. The Officers of the Club shall consist of the following: Commodore, Vice Commodore, Secretary and Treasurer.

44. The Board shall meet for the election of Officers as soon as convenient after the Annual General Meeting at which they were elected as Directors.

45. Officers shall be elected by the Board to serve in an Officer position for a one (1) year term. At the completion of their term, they may be re-elected to that Officer position or another.

46. The offices of Secretary and Treasurer may, at the discretion of the Board, may be held by the same person.

47. In the absence of the Commodore, the Vice Commodore shall perform the duties of the Commodore.

48. The immediate Past Commodore may be appointed by the Board to serve for one year, as ex-officio on the Board.

49. The Board may name other Directors to positions to oversee Club functions such as Fleet Captain, Dockmaster, On-Shore Events, Communications, Facilities, Marketing and Membership Manager.

50. The Board shall appoint a representative of the CFH to sit ex-officio on the Board.

51. The Board may appoint non-Regular members to sit as a special advisor on the Board and in an ex-officio capacity.

52. Any two (2) Officers of 3 shall serve as signing authorities on all Club documents such as required financial transactions, cheques, agreements.

53. The following are the job descriptions of the Officers:

COMMODORE

The Commodore shall preside at all meetings of the Membership and the Board of Directors and shall be an *ex officio* Member of all Committees.

VICE COMMODORE

The Vice Commodore may be delegated such duties as the Board requires for instance the continuing implementation and regular review of the Club's strategic plan.

SECRETARY

The Secretary shall:

- a. keep a record of all proceedings of the meetings of the Club and of the Board, and of all Committees;
- b. cause to be mailed out the notices of all meetings of the Club and of the Board as provided by these Articles;
- c. together with the Membership Manager, keep a register of shareholders and a register of Members properly classified;
- d. be the custodian of the Club's seal, books, documents and papers; and
- e. deal with such correspondence and other business of the Club as the Board shall direct.

TREASURER

The Treasurer shall:

- a. receive all monies collected on behalf of the Club;
- b. pay all accounts as per delegation of authority;
- c. keep the books according to Generally Accepted Accounting Principles.
- d. deposit the funds of the Club in the Club's bank account from time to time;
- e. at each Annual Meeting of the Club, present a statement of the financial affairs of the Club for the preceding fiscal year after the same has been duly reviewed or audited, such report to include:
 - i. A Balance Sheet as at the 31st day of December;
 - ii. A Profit and Loss Account;

- iii. A Statement of Receipts and Disbursements for the year ending the 31st day of December preceding; and,
 - iv. A report of the annual financial audit to the Members.
 - f. Provide a copy of the Balance Sheet, Profit and Loss Account, Statement of Receipts and Disbursements, and of the Report of the Auditor shall be sent to each Member at least fourteen (14) business days prior to the date set for the Annual Meeting.
 - g. Provide regular financial reports to the Board as requested.
54. The Board of Directors shall annually appoint a qualified auditor, or two Member auditors (not including the Treasurer) to review the Club books.
55. The Board may appoint a Finance and Audit Committee to assist and better complete the duties of the Treasurer.
56. The Board shall from time to time determine whether, to what extent, when and where the Treasurer will meet with a Member because of a Member's request to review the accounts and books of the Club.

DIRECTORS MEETINGS

57. Regular Board meetings may be called to meet at the Club House or any other convenient place, or the Directors may meet or attend at such meetings through use of video, telephone or digital technology, with or without gathering physically, for the dispatch of Club business.
58. Special meetings of the Board, which have a specifically named agenda, shall be called by the Secretary either at the direction of the Commodore or on the written request of three (3) Members of the Board.
59. Notice of such Special Board meeting shall be delivered, mailed or communicated to each of the Directors not less than three (3) business days before the meeting is called to take place.
60. At all meetings of the Board:
- a. the quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be a majority of the Board;
 - b. the Directors may, subject to these Articles, adjourn and otherwise regulate their meetings, as they think fit;
 - c. all Club meetings follow Roberts Rules of Order, current edition

- d. the Commodore of the Club shall be chair of the Board, and in the Commodore's absence the Vice Commodore, if any. If there is no Commodore or Vice Commodore, or if at any meeting neither the Commodore nor Vice Commodore is present within ten (10) minutes after the time appointed for holding it, the Directors present may choose one of their number to be chair of the meeting.

- 61. The Board may also pass resolutions and dispatch business using email or digital votes (including text messages), but only on unanimous approval of all Directors. If unanimous approval is not obtained, a meeting shall be required.
- 62. All decisions or acts done by any meeting of the Board, or by any person acting as a Director, shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, as if every such person had been duly appointed and was qualified to be a Director.

COMMITTEES

- 63. Subject to the provisions for Officers and committees set out below, the Board may from time to time appoint Standing or Ad Hoc Committees as required.
- 64. The Board may delegate any of its powers to a Committee or Committees consisting of such Director or Members as it thinks fit; any Committee so formed shall in the exercise of the powers so delegated follow any regulations that may be imposed on them by the Board.

DISQUALIFICATION OF DIRECTORS

- 65. The position of a Director shall be deemed vacated if the Director:
 - a. by notice in writing to the Club, resigns his office;
 - b. ceases to be a Member;
 - c. is absent from Board meetings for three (3) consecutive meetings without the consent of the Board;
 - d. becomes liable to suspension for failure to pay his annual dues in any year, or failure to pay other fees, debts or accounts due to the Club;
 - e. becomes bankrupt; or
 - f. becomes a dependent adult or dies.

66. The Board may by Special Resolution remove any Director for cause such as a breach of the Member or Director Code of Conduct, before the expiration of the Director's period of office and may by an ordinary resolution appoint another person in the Director's stead

INDEMNIFICATION OF DIRECTORS AND OFFICERS

67. The Club shall provide for all potential liability of Directors and Officers arising through their good faith efforts on behalf of the Club, including providing indemnification of Directors for acts on behalf of the Club, to the maximum extent permitted by law, including indemnification for costs incurred by such Directors defending actions against one or more of them.

THE SEAL

68. The Seal of the Club shall not be required but where appropriate may be affixed to any instrument only by authority of a resolution of the Board, whether previous notice thereof has been given or not. Where required, the Seal may be affixed under the signature of such Officers of the Club as may be prescribed in and by resolution, or, if no Officers are prescribed by the resolution, in the presence of
- a. The Commodore of the Club and either the Secretary or the Treasurer; or
 - b. In the absence of the Commodore, any two (2) Directors of the Club and the Secretary, and
 - c. Such Officers shall sign every instrument to which the seal of the Club is so affixed in their presence.

RULES AND REGULATIONS

69. The Board may from time to time make and declare any Rules and Regulation and Board policies in connection with respect to the enjoyment and safety of the Club. The Board implements the Articles and the Rules and Regulations with reasonable interpretation.

NOTICES

70. Notice required for any purposes under these Articles may be given by the Club to any Member either personally or by sending it to the contact information recorded in the Register of Members by either mail or email as directed by the Member:

- a. Where notice is provided by email, service of the notice shall be deemed to have been made by properly addressing and sending the email, and to have been put in place for all immediately.
- b. Where a notice is sent by mail, service of the notice shall be deemed to be have been made by properly addressing, prepaying, and posting a letter containing the notice, and to have been put in place on the day following the date of posting.

CHANGES TO THE ARTICLES

71. The Members may, by special resolution, make, amend, or repeal any Articles that regulate the activities or affairs of the Club.
72. Any such Articles, amendment or repeal, shall be effective from the date of the resolution of Members until the next meeting of Members where it may be confirmed, rejected or amended by Special Resolution of the Members.

DISSOLUTION

73. In the event of dissolution of the Club, all records, remaining tangible assets and funds, will, after payment of liabilities, be transferred to a worthy Alberta organization as designated by the Board.