

**THE SOCIETIES ACT
APPLICATION**

WE, the undersigned, hereby declare that we desire to form a society under *The Societies Act*, R.S.A., 1980, c. S-18, as amended, and that:

1. The name of the Society is "THE CLEAN AIR STRATEGIC ALLIANCE ASSOCIATION" (the "Society").
2. The objects of the Society are:
 - (a) to plan for, organize and commit resources in respect of air quality in Alberta;
 - (b) the operation of the Comprehensive Air Quality Management System;
 - (c) the conduct of strategic air quality planning for Alberta through shared responsibility and the utilization of a consensus building collaborative approach. Planning shall include:
 - (i) clear identification of issues;
 - (ii) prioritisation of specific problems;
 - (iii) allocation and coordination of resources;
 - (iv) development of action plans; and
 - (v) evaluation of results.
 - (d) the prioritisation of problems with respect to air quality in Alberta and specific actions or action plans and activities to resolve such problems. The action plans will prescribe guidelines for the initiatives to be undertaken, the economic and environmental consequences, and what outcomes are expected from each initiative;
 - (e) to receive, sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the Society.

DATED this 28th day of February 1994.

_____	_____	_____
WITNESS	NAME	ADDRESS
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WITNESS	NAME	ADDRESS

THE CLEAN AIR STRATEGIC ALLIANCE ASSOCIATION

BYLAWS

ARTICLE I

INTERPRETATION

1.01 **DEFINITIONS.** In these By-laws, unless the context otherwise requires:

- (a) **“Act”** means the Societies Act being Chapter S-18 of the Revised Statutes of Alberta, 1980, as amended from time to time, or any statute or statutes substituted therefore;
- (b) **“Board of Directors”**, or **“Board”** means the Board of Directors from time to time of the Society;
- (c) **“Society”** means THE CLEAN AIR STRATEGIC ALLIANCE ASSOCIATION;
- (d) **“Member”** means any Industry member, Non-government organization member or Government member that is accepted in accordance with section 3.01, 3.02, 3.03, 3.04 and 3.05;
- (e) **“Consensus”** means unanimous consent in a quorum. (One or more directors voting against a motion will be required to prevent a consensus decision. An abstention by a director shall not prevent a consensus decision.);

Words importing the singular gender include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

The headings used throughout these By-laws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any Article nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

ARTICLE II
CORPORATE SEAL

2.01 **CORPORATE SEAL.** The corporate seal of the Society shall be in the form as approved by the Board of Directors from time to time. The corporate seal shall be kept in the custody of the Secretary or nominee of the Secretary, and shall be affixed to documents signed on behalf of the Society by the President, or by such other person or persons as may be specifically designated by the Board of Directors.

ARTICLE III
MEMBERSHIP

3.01 **INDUSTRY MEMBERS.** Any firm, person, corporation or association having an economic stake, interest in or other stake in air quality management in the Province of Alberta, may become a Member by a favourable vote passed by the Board of Directors.

3.02 **NON-GOVERNMENT ORGANIZATION MEMBERS.** Any firm, person, corporation or association which is a non-governmental organization who has as its primary objective the preservation or conservation of the environment, or the relationship between human health and air quality, or represents interests likely to be directly affected by air quality initiatives may become a Member by a favourable vote passed by the Board of Directors.

3.03 **GOVERNMENT MEMBERS.** Any Federal, Provincial, Municipal or Aboriginal Government, government department, or government agency having an economic stake, interest in, or responsibility for human health and/or air quality, or representing interests likely to be directly affected or responsible for air quality initiatives in the Province of Alberta may become a member by a favourable vote passed by the Board of Directors.

3.04 **MEMBER GROUP REPRESENTATION.** Upon approval of a Member, the Board of Directors shall designate which Member Group, (Industry, Non-Government Organization, or Government) the Member shall be included in.

3.05 **BOARD APPROVAL.** The Board in considering the admission of a Member shall limit the Members to Industry Members, Non-Government Organization Members, and Government Members to a maximum of twenty-two (22) Members in total, and with the exception of the first year of existence of the Society, the number of Members from each Member Group shall not be less than twenty (20%) percent or exceed forty nine (49%) percent of the total number of Members.

3.06 **CONTRIBUTIONS.** Each Member shall be expected to contribute money, property or services to the Society. The Board of Directors may from time to time establish the contribution to be made by each Member to the Society. Any Member may make its contribution to the Society prior to the Board establishing the contribution to be made by that Member to the Society. PROVIDED THAT, contributions of property or services shall not be less in value than the fair equivalent of the money that the Society would have received if the contribution had been paid in money.

3.07 **REPRESENTATIVES.** Each Member shall appoint one (1) individual person to act as its representative at all meetings of the Members. Each Member shall notify the Secretary of the Society in writing of the name, address, telephone number and occupation of the representative. The representative shall be at a senior level such as a president, vice-president, deputy minister, director general, executive director or representative that is acceptable to the Board of Directors. Each Member has the option to appoint one (1) individual person to act as its alternate representative at any meeting the representative cannot attend. Each Member shall notify the Secretary of the Society in writing of the name, address, telephone number and occupation of the alternate representative. The alternate shall be at a senior level such as, a president, vice-president, deputy minister, director general, executive director, assistant deputy minister or alternative that is acceptable to the Board of Directors.

3.08 **WITHDRAWAL OF MEMBERSHIP.** Any Member wishing to withdraw from membership may do so upon giving notice in writing to the Society through its Secretary of its intention to withdraw from membership and shall cease to be a Member upon the date therein specified or its earlier acceptance by the Board of Directors.

3.09 **CANCELLATION OF MEMBERSHIP.** The Board of Directors may, by a resolution passed by a majority of seventy-five (75%) percent at a meeting called for such purpose, cancel the membership of a Member if in the exercise of the discretion of the Board of Directors such Member has failed to contribute to the goals and objectives of the Society.

ARTICLE IV
BOARD OF DIRECTORS

4.01 **MANAGEMENT.** The management of the affairs of the Society shall be vested in the Board of Directors. The Board of Directors may enact and enforce regulations regarding the management and operation of the Society, and such regulations shall be consistent with these Bylaws.

4.02 **NUMBER OF DIRECTORS.** The affairs of the Society shall be managed by a Board of not less than five (5), and not more than twenty-two (22). With the exception of the first year of existence of the Society, each of the industry, non-governmental organizations, or government membership groups shall constitute no less than twenty (20%) percent and no more than forty-nine (49%) percent of the Directors of the Board.

4.03 **APPOINTMENT AND TERM.** Immediately upon a Member being approved by the Board, a Member shall appoint two (2) individual persons, one of which shall act as its representative at meetings of the Board. Such representatives shall be the same individuals as appointed by the Member to act as its representative at all meetings of the Members and such representatives shall automatically be appointed as directors. Each director shall hold office until the expiration of the term of the Member or upon the Member

selecting a replacement representative. Only one of the two Directors appointed by a Member, shall be entitled to attend meetings of the Board and vote as a Director.

4.04 **RESIGNATION.** A director may resign by giving the Society a notice in writing to that effect. The Board shall then direct the Member who had appointed the director to appoint a new director in his/her place.

4.05 **REMOVAL OF DIRECTORS.** Upon the cancellation of membership of a Member a director who is a representative of such Member shall be removed.

4.06 **MEETINGS OF DIRECTORS.** “Meetings of the Board shall be held as often as may be required, but at least three (3) times per year, and shall be called by the President. A special meeting of the Board may be called upon written request of three (3) directors, one from each stakeholder category (government, industry, and NGO), with such written request to state the business to be brought before the meeting. Meetings may be held without notice if a quorum of the Board is present; provided, however, that any business transacted at such meeting shall be null and void unless ratified at the next regularly called meeting of the Board.”

4.07 **PLACE OF MEETINGS.** Meetings of the Board may be held at any place approved by the Board within or outside the Province of Alberta.

4.08 **MEETINGS BY TELEPHONE.** If all the directors participating in a meeting consent, one or more directors may participate in a meeting of the directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors held while a director holds office.

4.09 **NOTICE.** Notice of the time and place of each meeting of the directors shall be sent to each director by regular mail addressed to the director at his/her latest address as

shown in the records of the Society not less than twenty-one (21) days before the meeting, or by telephone or telegram or any other means of communication, or not less than fourteen (14) days before the meeting or delivered personally. If mailed, such notice shall be deemed to have been received on the third (3rd) day following the date of mailing, if delivered by telephone or telegram or any other means of communication, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery. A director who participates in a meeting shall be deemed to have received notice thereof.

4.10 **QUORUM.** The quorum for the transaction of business at any meeting of the Board shall consist of fifty-five (55%) percent of the Directors entitled to vote at a meeting of the Board provided that at least one representative is present from each of industry, non-government organization and government Member Groups.

4.11 **VOTES TO GOVERN.** Each director shall have one (1) vote. Except as specifically provided in these Bylaws, questions arising at any meeting of the Board shall be decided as follows:

- (a) in respect to matters of policy, including without limitation those matters specified in the objects of the Society by way of Consensus;
- (b) in respect to administrative matters a majority of not less than two-thirds (2/3rds), of the quorum.

4.12 **RESOLUTION IN WRITING.** Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

ARTICLE V
PROJECT TEAMS

5.01 **PURPOSE.** The Board may establish project teams to investigate, evaluate, and provide resolutions to specifically defined problems for the Board of Directors. Project teams shall report to the Board of Directors through the Executive Director.

5.02 **COMPOSITION.** Project teams shall be initially composed of those persons appointed by the Board of Directors and others as chosen by the members of the project team. The Executive Director of the Society or his/her designated representatives shall be an ex-officio Member of each project team and is entitled to notify and to attend all meetings of project teams.

ARTICLE VI
OFFICERS

6.01 **APPOINTMENT.** The officers of the Society shall consist of a President, two Vice-Presidents and a Secretary Treasurer and such other officers as the Board of Directors may determine from time to time. Such officers shall be appointed at the first meeting of the Board of Directors. The offices of President, and the two Vice-Presidents shall be appointed so that each of the Member Groups, Industry, Non-Government and Government shall have a representative in one of these three offices at any given time.

6.02 **PRESIDENT.** The President shall be a director and shall have such duties and powers as the directors may specify and delegate. The President shall when present, preside at all meetings of the Members of the Society and of the Board of Directors. During the absence or inability of the President, his/her duties and powers shall be exercised by the Vice-President. The President's term of office shall be two (2) years.

6.03 **VICE-PRESIDENT.** Each Vice-President shall be a director, and shall have such duties and powers as the directors may specify and delegate. During the absence or inability of the President, his/her duties and powers shall be exercised by a Vice-President. The initial appointments for Vice-President shall specify that one Vice-President's term of office shall be one (1) year and the other Vice-President's term of office shall be two (2) years, thereafter, the Vice-President's term of office shall be two (2) years.

6.04 **SECRETARY TREASURER.** The Secretary Treasurer shall be a director and shall be the Secretary Treasurer of all meetings of the Board of Directors and of the Members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The Secretary Treasurer shall keep a record of all the Members of the Society and their addresses, send all notices of meetings as required, and shall collect and receive the membership fees or contributions levied by the Society. The Secretary Treasurer shall be a director and shall receive all monies paid to the Society and shall be responsible for the deposit of same in a Canadian chartered bank, trust company, credit union, treasury branch or deposit receiving agency designated from time to time by the Board. The Secretary Treasurer shall properly account for the funds of the Society and keep such books as may be directed, and shall present a full detailed account of receipts and disbursements to the Board whenever required. The Secretary Treasurer's term of office shall be two (2) years.

6.05 **EXECUTIVE DIRECTOR.** The Board of Directors may from time to time appoint an Executive Director, who shall be an ex-officio member of the Board of Directors without voting power. The Board of Directors may delegate to the Executive Director full authority (subject to any restrictions contained in the Act or imposed from time to time by the Board) to manage and direct the business and affairs of the Society and to employ and discharge agents and employees of the Society. The Executive Director shall at all reasonable times give to the Board of Directors all information the Board may require regarding the affairs of the Society.

6.06 **POWERS AND DUTIES OF OTHER OFFICERS.** The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify and delegate.

6.07 **REMOVAL OF OFFICERS.** The directors may at any time, in their discretion, remove any officer of the Society.

ARTICLE VII
COMMITTEES

7.01 **APPOINTMENT.** Committees for promoting the objects or functions of the Society may be appointed by the Board of Directors.

7.02 **COMPOSITION.** Every committee shall be composed of a chairman who shall be a director and such other persons as may be required. The Executive Director shall be an ex-officio member of all committees and is entitled to notify of and to attend all meetings of committees. The Chairman of a committee may designate an alternative to act on his/her behalf.

7.03 **TRANSACTION OF BUSINESS.** The powers of a committee as defined by the Board of Directors may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at any place approved by the Board of Directors within or outside the Province of Alberta.

7.04 **PROCEDURE.** Unless otherwise determined from time to time by the Board, each committee shall have the power to fix its quorum at not less than the majority of its Members, to elect its chairman and to regulate its procedures.

7.05 **TERMINATION OF COMMITTEE MEMBERSHIP.** Any chairman or member of a committee who ceases for any reason to be a director shall, upon ceasing to be a director, thereupon also cease to be chairman or member of a committee as the case may be.

7.06 **EXECUTIVE COMMITTEE.** An Executive Committee shall be appointed by the Board of Directors. Such Executive Committee shall be appointed at the first meeting of the Board of Directors. Each member of the Executive Committee shall be a Director, and the Executive Committee shall have such duties and powers as the Board of Directors may specify and delegate. The Executive Committee shall at all times include at least one (1) Director from each of the Industry, Non-Government, and Government Member Groups.

ARTICLE VIII
PROTECTION OF DIRECTORS AND OFFICERS

8.01 **LIMITATION OF LIABILITY.** No director, officer or member of a project team or committee of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or member of a project team or committee or employee of the Society, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own wilful neglect or default.

8.02 **INDEMNITY.** The members and former members of the Board of Directors, officers and former officers, and members and former members of all Committees and Project Teams of the Society and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets and profits of the Society from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the members and former members of the Board of Directors, officers and former officers and members and former members of all Committees and Project Teams of the Society may be entitled to at law or in equity.

ARTICLE IX
MEETINGS OF THE MEMBERS

9.01 **ANNUAL MEETINGS.** The annual meeting of Members of the Society shall be held on or before the 31st day of December in each year for the purpose of appointing an auditor and for the transaction of such other business as may properly be brought before the meeting.

9.02 **SPECIAL MEETINGS.** A special meeting of the Members shall be called by the President or Secretary Treasurer upon receipt by either of them of a petition signed by one-third (1/3rd) of the Members setting forth the reasons for calling such meeting.

9.03 **GENERAL MEETINGS.** General meetings of the Members of the Society may be called at any time by the Secretary Treasurer upon the instructions of the President or the Board.

9.04 **PLACE OF MEETINGS.** Meetings of the Members may be held at any place within or outside the Province of Alberta.

9.05 **NOTICE.** Notice of the time and place of each meeting of the Members shall be sent to each Member by regular mail addressed to the Member at its latest address as shown in the records of the Society not less than twenty-one (21) days before the meeting, by telephone or telegram or any other means of communication not less than fourteen (14) days before the meeting or delivered personally. If mailed, such notice shall be deemed to have been received on the third (3rd) day following the date of mailing, if delivered by telephone or telegram or any other means of communication, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery. A Member who participates in a meeting shall be deemed to have received notice thereof.

9.06 **QUORUM.** The quorum for the transaction of business at any meeting of the Members shall consist of fifty-five (55%) percent of the Members provided that at least one representative is present from each of industry, government, and non-government organization member groups.

9.07 **VOTING AND VOTES TO GOVERN.** Any Member who has not withdrawn from membership or whose membership has not been cancelled as herein provided shall have the right to vote at any meeting of the Members. Every Member shall have one (1) vote. Such vote shall be made by the representative or alternative of each Member. Except as specifically provided in these Bylaws, questions arising at any meeting of the Board shall be decided as follows:

- (a) in respect to matters of policy, including without limitation those matters specified in the objects of the Society by way of Consensus;
- (b) in respect to administrative matters a majority of not less than two-thirds (2/3rds), of the quorum.

9.08 **MEETINGS BY TELEPHONE.** If all the Members participating in a meeting consent, a Member may participate in a meeting of the Members by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Member participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Members.

9.09 **RESOLUTION IN WRITING.** Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Members entitled to vote thereon shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

ARTICLE X
FINANCIAL ARRANGEMENTS

10.01 **FINANCIAL YEAR.** The financial year end for the Society shall end on the 31st day of December in each year.

10.02 **AUDITOR.** An auditor shall be appointed at every annual meeting of the Members of the Society as provided for in Section 9.01 of these Bylaws. A vacancy may be filled by the Board of Directors. A financial statement shall be prepared annually and duly audited by the auditor of the Society and such audited financial statement duly signed by the President and Treasurer and accompanied by a written signed report of the auditor shall be placed before the Members at the next annual meeting of the Members of the Society. The remuneration of the auditor shall be subject to the approval of the directors.

10.03 **BANK ACCOUNTS.** All monies received by the Society shall, promptly following their receipt, be deposited to the credit of the Society in a Canadian chartered bank, trust company, credit union, treasury branch or deposit receiving agency designated from time to time by the Board of Directors.

10.04 **SIGNING OFFICERS.** Cheques drawn by the Society shall be signed by such persons as are designated from time to time by the Board of Directors.

ARTICLE XI
REMUNERATION

11.01 **REMUNERATION OF DIRECTORS, OFFICERS AND MEMBERS.**
No director, officer or Member shall receive any remuneration for services rendered to the Society, unless authorized at a meeting of the Board or membership and after notice of such authorization is sent to the Members of the Board and the membership. Directors shall at their option and direction be entitled to be reimbursed for travel expenses incurred in attending meetings of the directors.

ARTICLE XII
BORROWING POWERS

12.01 **AUTHORITY.** For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Members of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution, as defined in the Act, of the Members of the Society.

ARTICLE XIII
BYLAWS

13.01 **AMENDMENTS.** These Bylaws may be rescinded, altered or added to by a Special Resolution, as defined in the Act, of the voting Members of the Society; Provided that the Members have received thirty (30) days written notice of the proposed rescission,

alteration or addition. Members may by writing waive the notice required to be given pursuant to this paragraph.

ARTICLE XIV
BOOKS AND RECORDS

14.01 **INSPECTION.** Any and all books and records of the Society shall be open for inspection by any of the Society at the annual meeting or at such other time upon giving reasonable notice to the officers having charge of the books and records.

ARTICLE XV
NOT FOR PROFIT ORGANIZATION

15.01 **STATUS.** The Society is a not for profit organization.

ARTICLE XVI
REVIEW

16.01 **DATE OF REVIEW.** The performance of the Society will be evaluated upon the expiration of three (3) years from, the date of its incorporation, or the date of its last performance evaluation, by the Members of the Society.

ARTICLE XVII
DISTRIBUTION

17.02 **DISTRIBUTION.** Upon the dissolution of the Society, the property of the Society shall be converted into cash and added to the funds of the Society and the amount thereof distributed firstly in payment of all outstanding debts and liabilities of the Society and the balance shall be distributed in accordance with the Act.

DATED this 28th day of February 1994.

WITNESS NAME ADDRESS

WITNESS NAME ADDRESS

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