

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2016/12/29

The Bylaws are filed as of 2016/12/29

Service Request Number: 26691599
Corporate Access Number: 5017245969
Legal Entity Name: BIG ROCK SINGERS SOCIETY
Legal Entity Status: Active
Fiscal Year End: 07/31

Annual returns are outstanding for the 2017 file year(s).

Annual Return

File Year	Date Filed
2016	2016/06/07
2015	2015/02/18
2014	2014/06/16

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Bylaws	10000007114955338	2013/01/21
Application	10000607114955335	2013/01/21
Nuans	10000807114955344	2013/01/21
Notice of Address	10000407114955341	2013/01/21
Audited Financial Statement	10000007119201225	2014/06/16
Annual Return Form	10000007120073750	2014/06/16
Notice of Address	10000207118796259	2015/02/18
Audited Financial Statement	10000607118796257	2015/02/18
Annual Return Form	10000807118796256	2015/02/18
Bylaws & Special Resolution	10000507121015945	2015/04/24
Audited Financial Statement	10000207123629265	2016/06/07
Annual Return Form	10000507123629264	2016/06/07
Bylaws & Special Resolution	10000307126588746	2016/12/29

**Registration Authorized By: MARY LOUISE CHARLES
PRESIDENT**

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WHOLESALE REGISTRY

I hereby certify that the following special resolution was passed at a meeting of the members of the Big Rock Singers Society on November 23, 2016.

Be it resolved, as a special resolution, that the society Bylaws be amended as follows:

The existing Bylaws are hereby deleted and replaced with the following:

Bylaws

1. MEMBERSHIP

- 1.1. Membership in the Big Rock Singers Society (hereinafter called the "BRS" or the "society") shall be granted to any person residing in Alberta, and being of the full age of eighteen (18) years who pays the annual membership fee as set by the board of directors.
- 1.2. Any member wishing to withdraw from membership may do so upon written notice sent via email or regular mail to the President of BRS. All fees paid are non-refundable.
- 1.3. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable which may include failure to follow the rules of the society including attendance at required rehearsals.
- 1.4. The Board may at its discretion waive all or a portion of the membership fees of a member where extenuating circumstances exist.

2. BOARD OF DIRECTORS

- 2.1. The Board shall consist of 7 members each of whom will be elected for a two year term at the Annual General Meeting of BRS.
- 2.2. The Board of Directors, Executive Committee or Board, shall mean the Board of Directors of BRS.
- 2.3. The Board shall, subject to the bylaws or directions given it by a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society. Meetings of the Board shall be held as often as may be required, but at least once every three (3) months, and shall be called by the President. A special meeting may be called at the request of any two (2) members provided they request the President in writing to call such meeting, which request shall state the business to be brought before the meeting. Meetings of the Board shall be called on seven (7) days notice to each member by email, telephone contact or voicemail. A majority of the board shall constitute a quorum and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board, otherwise they shall be null and void.
- 2.4. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and consented to the appointment. They may also become a director if they were not present at the meeting but consented in writing via email to act as director before their appointment or election, or within ten (10) days after their appointment or election or if they acted as a director pursuant to their appointment or election.

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- 2.5. The office of a director shall become vacated if he or she (a) resigns his or her office by giving notice in writing to the Board or, (b) is absent for three (3) consecutive meetings of the Board without prior permission of the Board and the Board by a majority vote removes such absent director from his or her office.
- 2.6. Any director or officer by special or general meeting of the society may by a special resolution of all members in good standing, be removed from office for any cause which the society may deem reasonable.

3. PRESIDENT

- 3.1. The President, or Board alternate, shall be an ex-officio member of all Committees. He or she shall, when present preside at all meetings of the society and of the Board. In his or her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson who is a Board member may be elected at the meeting to preside.
- 3.2. The President shall be the official spokesperson for the Board in matters of communication to the members of the society and shall be responsible for greetings/introductions, announcements at rehearsals as needed.

4. VICE-PRESIDENT

- 4.1. The Vice-President shall preside at any meeting of the society at which the President is absent.
- 4.2. The Vice-President shall assist the President with duties as required.

5. SECRETARY

- 5.1. The Secretary shall attend all meeting of the society and the Board and keep accurate minutes of the same. In the absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all correspondence of the society and be under the direction of the President and the Board.

6. TREASURER

- 6.1. The Treasurer shall properly account for the funds of the society and keep such books as may be directed. He or she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the annual Meeting duly audited statements of the financial position of the society and submit a copy of the same to the Secretary for the records of the society.

7. MEMBER(S)-AT-LARGE

- 7.1. The Member at-Large directors shall assist the board with duties as required.

8. AUDITING

- 8.1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once per year by a duly qualified accountant or by two (2) members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted to the auditor at least thirty (30) days prior to the Annual Meeting of the society. The fiscal year end of the society in each year shall be July 31.

- 8.2. The books and records of the society may be inspected by any member of the society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

9. MEETINGS

- 9.1. The society shall hold an annual meeting on or before October 31 in each year, of which notice in writing to the last known email address of each member shall be delivered fourteen (14) days prior to the date of the meeting. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer and Members-At- Large whose 2 year term has expired or are vacant for any other reason. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy during the year shall be filled at the next meeting, provided it is so stated in the notice for such meeting. Any member in good standing shall be eligible for any office in the society.
- 9.2. General meetings of the society may be called at any time by the Board by notice in writing to the last known email address of each member, delivered fourteen (14) days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by email to the last known email address of each member, delivered fourteen (14) days prior to the meeting.
- 9.3. Ten (10) members in good standing shall constitute a quorum at any meeting.

10. VOTING

- 10.1. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

11. REMUNERATION

- 11.1. Unless authorized at any meeting and after notice for same shall have been given, no officer, director, or member of the society shall receive any remuneration for his or her services.

12. BORROWING

- 12.1. For the purposes 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 society and in no case shall be debentures be issued without the sanction of a special resolution of the society.

13. DISSOLUTION

- 13.1. Any action to dissolve the Society must be approved by a two-thirds (2/3) vote of eligible Voting Members of the Society present at a meeting called to specifically consider such action, for which meeting written notice via email has been issued to all Members eligible to vote in accordance with the provisions of these bylaws.

13.2. Upon dissolution of the Society any assets remaining after paying debts and liabilities shall be:

13.2.1. Disbursed to eligible charitable or religious groups or purposes; or

13.2.2. Transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.

14. AMENDMENT OF BYLAWS

14.1 The Bylaws may be rescinded, altered or added to by a Special Resolution at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who vote in person.

DATED: NOV 28, 2016



Signature

Printed Name: Mary Louise Charles

Title: President