

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2014/02/04

The Bylaws are filed as of 2014/02/04

Service Request Number: 20956034

Corporate Access Number: 5016813429

Legal Entity Name: SOUTHERN ALBERTA ENERGY FROM WASTE ASSOCIATION

Legal Entity Status: Active

Fiscal Year End: 12/31

Annual returns are outstanding for the 2013 file year(s).

Annual Return

No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Nuans	10000007112336137	2012/05/17
Notice of Address	10000207112336136	2012/05/17
Correspondence	10000807112336138	2012/05/17
Application	10000707112336134	2012/05/17
Bylaws	10000407112336135	2012/05/17
Correspondence	10000407114955195	2013/02/04
Correspondence	10000407109940161	2013/08/23
Bylaws & Special Resolution	10000107115281560	2014/02/04

Registration Authorized By: KIM CRAIG
CHAIRMAN

Society Bylaw Change - Registration Statement

Alberta Amendment Date: 2014/02/04

Service Request Number: 20956034

Corporate Access Number: 5016813429

Legal Entity Name: SOUTHERN ALBERTA ENERGY FROM WASTE ASSOCIATION

French Equivalent Name:

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Registration Authorized By: KIM CRAIG
CHAIRMAN

5016813429



10000107115281560



SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of

Southern Alberta Energy from Waste Association on November 29 2013
(Name of Society) (Date meeting was held)

Bylaws were repealed and replaced with the attached bylaws.
The bylaws were changed as follows:

BYLAW REVISION

Moved by Mr. Earl Hemmaway, seconded, debated, amended, THAT the revised bylaws as proposed and provided with the notice of this meeting be approved as amended, and that the Board of Directors be hereby authorized and instructed to make such conforming, spelling, grammatical and layout changes as they see fit, and that the Board of Directors be further hereby authorized and instructed to make such changes as may be necessary to comply with any request or requirement of the Registrar of Corporations of Alberta in order to file the revised bylaws.

In the consideration of the revised bylaws, the following motions were considered,

Moved by Mr. Mike Maynes, seconded, THAT the assembly consider the bylaws only by requested sections. ADOPTED

Moved by Mr. Martin Shields, seconded, debated, TO amend Article III, Section 2, Pg 2 Line 41- first sentence, by striking "by ballot" and inserting in its place "by motion at the AGM". ADOPTED

Moved by Mr. Matt Rockley, seconded, debated, TO amend Article IV, Section 2.1, first sentence, by striking "by ballot" and inserting in its place "by motion at the AGM". ADOPTED

Moved by Mr. Don Johnson, seconded, TO amend Article IV, Section 1, by striking "eight (8)" and inserting "ten (10)". ADOPTED

Moved by Mr. Paul Ryan, seconded, debated, TO amend Article IV, Section 5, by striking "for at least one (1) year)". ADOPTED

ADOPTED by more than 75% of the voting members present.

Date: February 4, 2014

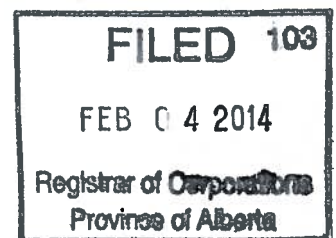
Original Signature of Authorized Officer:

Print Name of Authorized Officer:

Kim Craig

Title Held Within Society:

Chair





SOUTHERN ALBERTA ENERGY FROM WASTE ASSOCIATION

BYLAWS

ARTICLE I - NAME

The name of this association incorporated under the Societies Act of Alberta shall be named the Southern Alberta Energy From Waste Association (hereinafter referred to as "SAEWA").

ARTICLE II - MEMBERSHIP

Section 1. Membership. Any municipality, regional services commission or municipal waste management authority as defined in the *Municipal Government Act* (Alberta) that subscribes to the purpose of SAEWA shall be eligible to apply for membership.

Section 2. Membership Categories. There shall be two (2) membership categories: Voting Member, and Non-Voting Member.

Section 3. Voting Member Category. Voting Member membership shall be open to any municipality as defined in the *Municipal Government Act* (Alberta) who may apply to the Board of Directors of SAEWA ("the Board") for Voting Member membership, and upon approval by the Board and payment of prescribed fees and dues, shall become a Voting Member.

3.1 Voting Members Rights. Each Voting Member shall have the following rights,

1. To appoint an individual person to act as its authorized representative,
2. To appoint an individual person to act as its authorized alternate representative,
3. To receive notices of annual and special general meetings,
4. Through the authorized representative or alternate representative, to have the right to attend annual and special general meetings, make motions, speak in debate, and have a single voting privilege on each question, when annual dues and any required registration fee has been paid, and,
5. These rights shall continue so long as the Voting Member continues to be a member unless some or all of these rights are properly restricted or rescinded pursuant to the adopted rules of SAEWA.

3.2 Voting Member Representative. Each Voting Member shall appoint an individual person to act as its authorized representative to be recognized as a Voting Member for all purposes at any meeting of Members. The authorized representative shall become the Voting Member Representative upon the Secretary receiving a written confirmation of such appointment including the name, address, email address and telephone number of the Voting Member Representative, and shall continue as such until the Secretary receives a written confirmation, that the appointment has been withdrawn, or of the appointment of another individual to act as the Voting Member Representative. Voting Member Representatives shall be eligible for election or appointment, to hold the office of an officer or director.

3.3 Voting Member Alternate Representative. Each Voting Member may appoint an individual person to act as its alternate authorized representative to act in the absence of the appointed Voting Member Representative, and when acting as such shall be recognized as a Voting Member for all purposes at any meeting of Members. The alternate authorized representative shall become the Voting Member Alternate Representative upon the Secretary receiving a written confirmation of such



appointment including the name, address, email address and telephone number of the Voting Member Alternate Representative, and shall continue as such until the Secretary receives a written confirmation, that the appointment has been withdrawn, or of the appointment of another individual to act as the Voting Member Alternate Representative.

Section 4. Non-Voting Member Category. Non-Voting Member membership shall be open to any municipality, regional services commission or municipal waste management authority as defined in the *Municipal Government Act* (Alberta) who may apply to the Board for Non-Voting Member membership, and upon approval by the Board and payment of prescribed fees and dues, shall become a Non-Voting Member.

4.1 Non-Voting Members Rights. Each Non-Voting Member shall have the following rights,

1. To receive notices of annual and special general meetings,
2. To have a delegate attend annual and special general meetings, make motions, and speak in debate, when annual dues and any required registration fee has been paid, and,
3. These rights shall continue so long as the Non-Voting Member continues to be a member unless some or all of these rights are properly restricted or rescinded pursuant to the adopted rules of SAEWA.

Section 5. Dues and Fees. The Board shall set all dues and fees to be paid by the members.

5.1 Dues. Membership dues shall be payable on or before January 1 for the following calendar year.

Section 6. Termination. Membership shall cease by resignation, non-payment of dues, loss of municipality status, or expulsion.

6.1 Resignation. A member may resign by sending a written resignation to the Secretary. The resignation shall be effective upon receipt unless specified otherwise.

6.2 Non-payment of Dues. A membership, in any category, shall cease for non-payment of dues if dues are not received one hundred and twenty (120) days after the due date.

6.3 Loss of Municipality Status. Membership shall cease upon loss of municipality, regional services commission or municipal waste management authority status as defined in the *Municipal Government Act* (Alberta).

6.4 Expulsion. A member may be expelled for cause by ballot vote of two-thirds of the entire membership of the Board at a regular or special meeting of the Board.

ARTICLE III - OFFICERS AND DUTIES

Section 1. Officers. There shall be a chair, vice-chair, secretary, and treasurer.

Section 2. Election, Term of Office. The officers shall be elected by motion at the AGM. The officers shall serve a term of two (2) years or until their successors are elected, and their term of office shall begin at the close of the meeting at which they were elected. The chair and secretary shall be elected in even numbered years, and the vice-chair and treasurer shall be elected in odd numbered years. In the event that the Board fills a vacancy, the appointed officer shall serve until the next annual or special general meeting at which an election shall be held for the vacated positions for the balance of the original term that was vacated. At any annual general or special general meeting called for that purpose, an election for any officer position can be held for the unexpired term of the office being elected.

Section 3. Eligibility. Only Voting Member Representatives who have been appointed by the Voting



Member for at least one (1) year shall be eligible for election or appointment as an officer. A chair shall not serve a third two-year consecutive term. No member shall hold more than one (1) office at a time.

Section 4. Duties of the Chair. The chair shall be the official representative of SAEWA. The chair shall appoint a presiding officer, who may be themselves, for meetings of the Board and general meetings of SAEWA, and shall have all of those duties and powers set forth for same in the parliamentary authority of SAEWA. In addition, the chair shall have such further duties and powers as are set forth in these bylaws, the standing orders, and as may be authorized or instructed by the Board.

Section 5. Duties of the Vice-Chair. The vice-chair shall succeed to the presidency upon the death, resignation, or incapacity of the chair. The vice-chair shall perform such other duties as may be prescribed by the chair or the executive committee. The vice-chair shall have such other duties and powers as are set forth in these bylaws, the standing orders, and as may be authorized or instructed by the Board.

Section 6. Duties of the Secretary. The secretary shall maintain the records of SAEWA other than the financial records. All documentation regarding membership, contracts, awards, certifications, correspondence, minutes, and notices shall be filed with the secretary. The Board may designate a repository for this documentation with a contractual party, but the secretary shall retain control of and access to these filings and archives. The secretary shall have such other duties and powers as are set forth in these bylaws, the standing orders, and as may be authorized or instructed by the Board.

Section 7. Duties of the Treasurer. The treasurer shall maintain the financial records of SAEWA. The treasurer shall compile the information with which to prepare the annual budget and the annual audit. The treasurer shall report current financial information at each meeting of the Board and at the AGM; a written copy of this report must be filed with the secretary. The treasurer shall chair the budget and finance committee. The treasurer shall have such other duties and powers as are set forth in these bylaws, the standing orders, and as may be authorized or instructed by the Board.

Section 8. Ceasing to be an Officer. An officer shall cease to hold the office and the office shall be deemed to be vacant upon,

1. The death of the officer,
2. The Secretary receiving a written resignation from the officer, and the resignation shall be effective upon receipt unless specified otherwise,
3. The Secretary receiving a written confirmation, that the officer's appointment as the Voting Member Representative has been withdrawn, or of the appointment of another individual to act as the Voting Member Representative,
4. The vice-chair succeeding to the presidency creating a vacancy in the office of vice-chair,
5. The Voting Member who appointed the officer as its representative, ceasing to be a member of SAEWA,
6. The bankruptcy of the officer, or,
7. The incapacity of the officer.

Section 9. Filling Officer Vacancies. In the event of the vacancy in the office of the chair, the vice-chair shall succeed to the Presidency. In the event of a vacancy in the office of the vice-chair, secretary, or treasurer, the Board shall fill the vacancy until the next annual or special general



meeting. The chair shall secure and transfer the records of the vacant office to the successor expeditiously.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Composition. The Board of directors, (herein referred to as the “Board”), shall be composed of the officers of SAEWA, and ten (10) directors, elected at an annual or special general meeting.

Section 2. Election and Terms.

2.1 Election, Term of Office. The directors shall be elected by motion at the AGM. The directors shall serve a term of two (2) years or until their successors are elected, and their term of office shall begin at the close of the meeting at which they were elected. Four (4) directors shall be elected in even numbered years and four (4) directors shall be elected in odd numbered years. In the event that the Board fills a vacancy, the appointed director shall serve until the next annual or special general meeting at which an election shall be held for the vacated positions for the balance of the original term that was vacated. At an annual general or a special general meeting called for that purpose, an election for any director position can be held, for the unexpired term of the director position being elected.

Section 3. Ceasing to be a Director. A director shall cease to be a director and a vacancy shall be created upon,

1. The death of the director,
2. The Secretary receiving a written resignation from the director, and the resignation shall be effective upon receipt unless specified otherwise,
3. The Secretary receiving a written confirmation from the Voting Member, that the director’s appointment as the Voting Member Representative has been withdrawn, or of the appointment of another individual to act as the Voting Member Representative,
4. The Voting Member, who appointed the director as its representative, ceasing to be a member of SAEWA,
5. The bankruptcy of the director, or,
6. The incapacity of the director.

Section 4. Vacancies on the Board. A vacancy in a position of director shall be filled by the Board until the next annual or special general meeting. No such vacancy shall be filled in the period commencing thirty (30) days prior to the AGM. If an action is taken at an AGM that will create a vacancy in the position of director upon adjournment, the vacancy shall be filled by election at that AGM.

Section 5. Eligibility. Only Voting Member Representatives who have been appointed by the Voting Member shall be eligible for election or appointment, as a director.

Section 6. Duties of the Board. The Board shall have general operational control and responsibility for SAEWA. It shall have all of those duties and powers set forth for same in the parliamentary authority of SAEWA and those duties and powers set forth under the statutes of Alberta. In addition, the Board shall have such further duties and powers as are set forth in these bylaws, the standing orders, and as may be authorized, instructed or delegated by the Board, including the setting of any remuneration to be paid to directors and officers.



Section 7. Duties of the Directors. The directors may be assigned duties by the chair, by the executive committee, or the Board.

Section 8. Appointment of Administrator. The Board shall engage and appoint an Administrator to carry out the day-to-day operations of SAEWA, and shall determine compensation, responsibilities and authority of the Administrator. The Administrator shall have the right to attend, make motions, speak in debate, but not vote at, meetings of the budget and finance committee and all special committees.

Section 9. Regular Meetings. The Board shall meet at least six (6) times during the year at a time and by such means as determined by the Board. These regular meetings shall have at least thirty (30) days notice. One of the regular meetings shall be held on the day of and immediately following the close of the AGM, and shall be identified as the “post-AGM Board meeting.”

Section 10. Special Meetings. Special meetings of the Board may be called by the chair or by any five (5) Board members who provide all Board members with at least fifteen (15) days notice of the special meeting, and said notice may be electronic.

Section 11. Quorum. A majority of members of the Board shall constitute a quorum.

Section 12. Method of Meeting. Meetings of the Board may be held in person, telephonically, or electronically. Any meeting shall provide for communication among all members of the Board synchronously and, excepting executive sessions, shall provide for attendance, but not participation, by any member of SAEWA.

Section 13. Method of Notice for Meetings. Meetings of the Board shall be noticed to the Board members, verbally, or by electronic mail.

Section 14. Authority. No member of the Board shall have any authority to act on behalf of SAEWA except as may be authorized in these bylaws, the standing orders, and as may be authorized, instructed or delegated by the Board.

Section 15. Directors Resolution. In the absence of a meeting, a written resolution signed by all the Directors is as valid as if it had been passed at a meeting of the Directors.

ARTICLE V - NOMINATIONS AND ELECTIONS

Section 1. Notice of Candidacy. Those persons who declare to the SAEWA Secretary their candidacy for officer and director positions, and who give notice of intent to run at least thirty days prior to the issuance of the call of the AGM shall have their names, along with the position for which they are candidates, listed in the call.

Section 2. Nominations and Elections at the Annual General Meeting.

2.1 Officers and Directors. Officers and directors shall be elected at the AGM by a majority vote.

2.2 Sequence of Elections. The election of officers shall occur prior to the election of directors.

2.3 Nominations from the Floor. Candidates for officer and director positions may be nominated from the floor. No person's name may be placed on the ballot until the nominee has signed a form



affirming qualification for the office sought and an agreement to serve if elected.

ARTICLE VI - MEETINGS OF THE MEMBERSHIP

Section 1. Annual General Meeting. A regular annual meeting of the membership, herein referred to as the annual general meeting ("AGM"), shall be held each year at a date and at a location in Alberta to be determined by the Board, at which a financial statement shall be presented setting out SAEWA's income, disbursements, assets and liabilities, audited and signed by SAEWA's auditor. In the event of an emergency, an AGM may be rescheduled by a two-thirds vote of the Board.

Section 2. Special General Meeting. A special general meeting of the membership may be called by a majority vote of the Board, or upon written request of at least twenty-five (25) percent of the Voting Members delivered to the secretary ("Meeting Request"). Upon receipt of the Meeting Request, the Board shall provide notice of the requested meeting within fourteen (14) days of the receipt of the Meeting Request.

Section 3. Notice. The official notice of each general meeting shall be distributed to all members at least twenty-one (21) days, but no more than sixty (60) days before the meeting is to convene. Notices may be distributed to members using mail service or electronic mail (e-mail) and may be distributed by electronic mail unless otherwise requested in writing to SAEWA.

Section 4. Voting Members. The record date for eligibility of the Voting Member Representative to vote at meetings of the membership shall be five (5) days prior to the meeting. The roll of Voting Members shall be those members whose dues are current on that date, five (5) days before the meeting.

Section 5. Quorum. Fifteen (15) Voting Members, including a majority of the Board, shall constitute a quorum for an AGM or special general meeting.

Section 6. Proxy Voting. Proxy voting shall not be allowed at any meeting of the membership.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall be composed of the officers and two (2) other Board members, elected by the Board at the post AGM Board meeting.

Section 2. Terms. The membership of the executive committee shall have a term corresponding to that of the officers and directors.

Section 3. Duties and Powers. The executive committee shall manage, negotiate, and approve all contracts of SAEWA, shall administer the annual budget and all contracts, shall appoint the auditor, and shall perform any other duties delegated to it by the Board or the AGM. Subject to ratification by the Board, the executive committee may exercise the powers of the Board between meetings of the Board.

Section 4. Meetings. Meetings shall be at the call of the chair, with at least two (2) days notice given to all members of the executive committee, including a copy of the proposed agenda for the meeting.



Meetings may be held in person, telephonically, or electronically. Any meeting shall provide for communication among all executive committee members synchronously.

Section 5. Reports. Within thirty (30) days of any meeting of the executive committee, minutes of the meeting shall be forwarded to all Board members.

ARTICLE VIII - COMMITTEES

Section 1. Purpose and Meetings of Standing and Special Committees. The purpose of committees is to support SAEWA by member involvement in SAEWA, and to provide for a strong and effective governance system. Committee meetings may be held in person, telephonically, or electronically. Any meeting shall provide for communication among all committee members synchronously.

Section 2. Standing Committees. There shall be the following standing committees: Audit; and, Budget and Finance;

2.1 Audit Committee. The audit committee shall be appointed by the Board and shall secure an annual audit of all annual financial statements, an audit when there is a change in the office of treasurer, and at other times as deemed necessary by the audit committee and with the consent of the Board. The committee shall submit a report at each AGM for consideration by the membership. No person may serve simultaneously on both the audit committee and the budget and finance committee.

2.2 Budget and Finance Committee. The budget and finance committee shall be appointed by the Board, chaired by the Treasurer, and shall submit an annual budget at the beginning of the fiscal year for approval by the Board.

Section 3. Membership of Standing Committees. All standing committees shall have a minimum of three (3) and a maximum of seven (7) members.

3.1 Terms. Except as otherwise provided in the bylaws, term of office shall begin upon appointment and conclude when a successor is appointed.

3.2 Vacancies. Vacancies on a committee shall be filled in the same manner as the original selection of the members for the balance of the term.

Section 4. Special Committees. Except as otherwise provided in the bylaws or standing orders, special committees may be established by the AGM, the Board, the executive committee, or the chair.

Section 5. Chair's Ex-Officio Committee Membership. The chair shall be an ex officio member of all committees except a nominating committee, and as such, when the chair is not in attendance shall not be counted in determining a quorum, but when in attendance shall be included in the count in determining the presence of a quorum.

ARTICLE IX – CONFLICT OF INTEREST

Section 1. Conflict of Interest. A director or Officer of SAEWA who is a party to a material contract or proposed material contract with SAEWA, or is a director or an officer of or has a material interest in any organization, partnership, company, corporation, society or individual (“person”) who is a party to a material contract or proposed material contract with SAEWA shall disclose fully the nature and extent of the interest. No such director of SAEWA shall vote on any resolution to approve



such a contract, however, the director can be present during such a vote and if present at the meeting shall be counted to determine the presence of a quorum at the meeting whether the director was present for the vote or not.

Section 2. Valid Contracts. If a material contract is made between SAEWA and one or more of its directors or officers, or between SAEWA and another person of which a director or officer of SAEWA is a director or officer or in which he has a material interest: (i) the contract is neither void or voidable by reason only of the relationship, or by reason only that a director with an interest in the contract is present or is counted to determine the presence of a quorum at a meeting of directors that authorized the contract: and (ii) a director or officer or former director or officer of SAEWA to whom a profit accrues as a result of the making of the contract is not liable to SAEWA for that profit by reason only of holding office as a director or officer if the director or officer disclosed their interest in accordance herewith and the contract was approved by the directors or the members and it was reasonable and fair to SAEWA at the time it was approved.

Section 3. Notice of Conflict. A general notice that any director or officer is a member of a person and if it is to be regarded as interested in any subsequent transaction with such person, shall be sufficient disclosure under the previous section and after such notice, it shall not be necessary to give any further notice relating to any particular transaction with such person.

ARTICLE X - INDEMNIFICATION

Officers, directors, and employees of SAEWA shall be indemnified for any costs, expenses, or liabilities necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a part by reason of being or having been a member serving in an elected or an appointed capacity. No member or employee shall be indemnified when adjudged in the action or suit to be liable for gross negligence or misconduct in the performance of duty.

ARTICLE XI – DISSOLUTION

In the event of the dissolution of SAEWA, the assets shall be liquidated and distributed to non-profit entities or municipalities within the Province of Alberta as directed by the Board.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern SAEWA so far as it is applicable and not inconsistent with the bylaws, standing orders and any special rules of order that SAEWA may adopt.

ARTICLE XIII – AMENDMENT AND SPECIAL RESOLUTION

Section 1. Amendment of Bylaws. The bylaws may be amended by adoption of a special resolution.

Section 2. Special Resolution. A special resolution is a resolution adopted following notice of the proposed amendments given to all members with the official notice of the AGM or special general meeting called for that purpose, with not less than twenty-one (21) days notice of the meeting, and adopted by at least a seventy-five (75) percent vote of Voting Members present and voting at the meeting.



ARTICLE XIV – FINANCES, BORROWING AND RECORDS

Section 1. Fiscal Year. The fiscal year shall be January 1 through December 31.

Section 2. Borrowing. SAEWA may borrow funds or other assets, but shall not issue or grant any form of security without the consent of the members by adoption of a Special Resolution.

Section 3. Records Inspection. Any member may inspect the books and records of SAEWA after having provided a reasonable notice and arranging a time satisfactory to the Officer having charge of the records.

Section 4. Corporate Seal. SAEWA has dispensed with the use of a corporate seal.

Provisos Relating to Transition

Proviso 1. Re: ARTICLE III - OFFICERS AND DUTIES, Section 2. Election, Term of Office.

The first time officers are elected pursuant to these revised bylaws, if the election is held during an even numbered year the chair and the secretary shall be elected and shall serve a term of two (2) years and the vice-chair and treasurer shall be elected and shall serve a term of one (1) year, or until their successors are elected, and their term of office shall begin at the close of the meeting at which they were elected. If the first election is held during an odd numbered year the vice-chair and treasurer shall be elected and shall serve a term of two (2) years and the chair and the secretary shall be elected and shall serve a term of one (1) year, or until their successors are elected, and their term of office shall begin at the close of the meeting at which they were elected.

Proviso 2. Re: ARTICLE IV - BOARD OF DIRECTORS, Section 2. Election, Term of Office.

The first time directors are elected pursuant to these revised bylaws, ten (10) directors shall be elected, five (5) of which will be elected to serve a term of two (2) years and five (5) of which will be elected to serve a term of one (1) year, or until their successors are elected, and their term of office shall begin at the close of the meeting at which they were elected.

Bylaw History

1 - Bylaws Adopted March 30, 2012, Registered by the Registrar of Corporations, Province of Alberta May 17, 2012

2 - Revised Bylaws Adopted by the members November 29, 2013, Registered by the Registrar of Corporations, Province of Alberta _____, 20____