

APPENDIX A

AMENDED AND RESTATED BY-LAWS OF THE STRATHCONA CHRISTIE ASPEN COMMUNITY ASSOCIATION

April 15, 2012

1. NAME

1.1 The name of the Association will be "STRATHCONA CHRISTIE ASPEN COMMUNITY ASSOCIATION". The word Association will be used in this document in lieu of the full name.

2. BOUNDARIES

2.1 The boundaries of the Association shall be such as to include the geographical area comprising the developments in the southwest quadrant of the City of Calgary, in the Province of Alberta, bounded on the South by 17th Avenue Southwest (between Sarcee Trail and 101st Street), on the West by 101st Street (between 17th Avenue and Bow Trail), on the East by Sarcee Trail (between Bow Trail and 17th Ave), on the North by Bow Trail (between Sarcee Trail and 101st Street).

3. DISSOLUTION & DISTRIBUTION OF ASSETS

3.1 The Association shall be dissolved voluntarily whenever a special resolution is passed requiring the Association to do so.

3.2 If, in the event of dissolution of the Association, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be distributed to one or more recognized registered Canadian charitable organizations or a Canadian Municipality, as defined under the Income Tax Act (Canada) or any amendments or regulations thereto, or any other organization to which the Association is permitted to distribute its assets under the Income Tax Act (Canada).

4. MEMBERSHIP

4.1 All applications for membership shall be submitted to the Board or a designate appointed by the Board and upon approval the applicant shall become a member.

4.2 There shall be two classes of membership in the Association, namely: General Membership, and Honorary Lifetime Membership.

a) General Membership

Any person eighteen (18) years of age or over or any family residing in that area described in Article II may become a General member(s) of the Association upon application in the form prescribed by the Board and upon payment of such entrance fees and annual membership dues as may be determined by the Board. A General membership is limited to the parents and whatever children they have, aged eighteen (18) years or younger. A single member is entitled to one vote at all meetings of the members of the Association and a family membership shall entitle each of the parents to one vote each at all meetings of members of the Association.

b) Honorary Lifetime Membership

Any person who has distinguished himself or herself by outstanding service to the Association or to the City of Calgary is eligible for honorary membership upon the approval of the Board. Honorary members shall be entitled to vote at meetings of the members of the Association. Honorary Lifetime Members shall be considered to be members for their lifetime without the need to pay for fees or dues.

4.3 Any member shall be deemed to be in good standing when he or she has paid his or her current annual membership fee.

4.4 All memberships except Honorary Lifetime Memberships shall lapse one calendar year from the date of issue unless the member, on or before such date, renews his or her membership by paying the required fee for the ensuing year. Any member, other than an Honorary Lifetime Member, whose membership lapses may renew his or her membership at any time thereafter upon application in a form prescribed by the Board.

4.5 Members may resign in writing which shall be effective upon acceptance thereof by the Board. In case of resignation, a member shall remain liable for payment of any assessments or other sum levied or which became payable by him to the Association prior to acceptance of his resignation.

4.6 The Board shall have the power to expel or suspend any member whose conduct shall have been determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Association or who willfully commits a breach of the Constitution or Bylaws of the Association. No member shall be expelled or suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Board at a meeting called for the purpose.

4.7 Upon the failure of any member to pay the annual membership fee, any subscription, or indebtedness due to the Association, the Board may cause the name of such member to be removed from the register of members, but such member may be re-admitted to membership by the Board upon such evidence as they may consider satisfactory.

4.8 Any member who resigns, withdraws, or is expelled from the Association shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the Association.

5. MEETINGS OF MEMBERS

5.1 Any Special Meeting, General Meeting or Annual General Meeting of the members shall be held at such place in Alberta as the Board may determine and on such day as the Board or the President or the Vice-President shall appoint.

5.2 The Association shall hold an Annual General Meeting on or before the 31st day of May in each year.

5.3 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors shall be presented, members of the Board elected, and auditors appointed for the ensuing year. Except where these Bylaws otherwise provide or the law otherwise requires, the members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board or the President or the Vice-President shall have power to call at any time a Special Meeting, General Meeting, or Annual General Meeting of the Association.

5.4 Ten (10) days' notice of the time and place of the Special Meeting, General Meeting, or Annual General Meeting of the members shall be given to each member in any one of the following ways:

- a) by public notice or advertisement,
- b) by delivering notice to the last known residential address or e-mail address of the member, or
- c) by sending said notice by prepaid post to the last known residential address of the member, or
- d) by a notice or other document sent by post shall be deemed to be sent at the time when the same was deposited in a post office or public letter box.
- e) Notwithstanding the foregoing, any meeting may be held at any time or place without such notice if all the members of the Association are present thereat, and at such meeting, any business may be transacted which the Association may lawfully transact.

5.5 Except as may be otherwise required by law, no error or omission in giving notice of any Special Meeting, General Meeting, or Annual General Meeting, or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5.6 A quorum for the transaction of business at any meeting of members shall consist of not less than fifteen (15) members present in person.

5.7 Any meetings of the Association or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

5.8 The Chairman of any meeting of the Association may set any matter brought before such meeting to a future meeting of the Association if the Chairman is of the view that such matter requires additional input from or notice to the members of the Association generally.

5.9 Votes of members may be given personally or by proxy.

5.10 In order to be eligible to vote on any matter put before the members at a meeting of the Association, members must be in good standing at such time and have been members in good standing for at least the immediately preceding three (3) month period.

6. BOARD OF DIRECTORS (“BOARD”)

6.1 Members of the Board of the Association shall be elected at the Annual General Meeting as hereinafter provided, and in the event that such an election is not by acclamation then such election shall be by ballot.

6.2 A member of the Board must have a current voting membership in the Association.

6.3 The affairs of the Association shall be managed by a Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not the Bylaws of the Association or by law expressly directed or required to be done by the Association at a meeting of the members or otherwise.

6.4 The Board shall consist of not less than six (6) in number and not more than twenty (20) in number. Members of the Board shall hold office for a term of two years or until his or her successor shall have been duly elected and qualified. It is the general intent of the Association that the terms of office of approximately one-half of the Directors at such time shall expire each year and such members of the Board shall be replaced or reelected at such time. Notwithstanding such general intent, the due election of any member of the Board not in accordance with such proportions shall be valid.

6.5 If any member of the Board shall resign his office, or without reasonable excuse absent himself from three or more Board meetings, or be suspended or expelled from the Association, the Board shall declare his office vacated and may appoint a successor to the Board in his place to hold office until the next Annual General Meeting.

6.6 A majority of the Board shall form a quorum for the transaction of business.

6.7 The Board may hold its meetings at such place or places within the Province of Alberta as it may from time to time determine, provided that a meeting of the Board shall be held within ten (10) days of any meeting where new members of the Board are elected for, together with any other matter properly brought before such meeting, the purpose of electing or confirming the Officers of the Association. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

6.8 Board meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered e-mailed, or telephoned to each Director not less than two days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Board meeting may also be held, without notice, immediately following the Annual General Meeting of the Association.

6.9 The Board may consider or transact any business either special or general at any meeting of the Board.

6.10 Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any member of the Board present, but if no demand be made, the votes shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. In the absence of the President his or her duties as Chairman may be performed by the Vice-President or such other member of the Board as the Board may from time to time appoint for the purpose.

6.11 A resolution in writing or email supported by all the members of the Board personally shall be valid and, effectual as if it had been passed at a meeting of the Board duly called and constituted.

6.12 No member of the Board of the Association shall be entitled to any remuneration for acting as a member of the Board, aside from the indemnification provided by paragraph 6.14 hereof in respect of costs, charges, expenses, etc.

6.13 No error or omission in giving such notice for a meeting of Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any member of the Board may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

6.14 Every member of the Board of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every member of the Board of the Association and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such member of the Board sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her or any other members of the Board or Board in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.

6.15 The Board shall consist of a President, a Vice-President, a Secretary, a Treasurer, the immediate Past President and such other Officers, who shall be known as Program Directors, as the members of the Board may from time to time determine. Each member of the Board may hold one more office only if desired. The President and Vice-President shall be elected by the Board from among their number at the first meeting of the Board after the annual election of such Board, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

6.16 The duties of all officers of the Association shall be such as the terms of their engagement call for or the Board requires of them.

6.17 The President shall, when present, preside at all meetings of the members of the Association and of the Board. The President shall also be charged with the general management and supervision of the affairs and operations of the Association. The President with the secretary or other officer appointed by the Board for the purpose shall sign all resolutions. During the absence or inability of the President, his duties and power may be exercised by the Vice-President, and if the Vice-President or such other Directors as the Board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

6.18 The Vice-President shall assume the duties of the President in the absence of the latter.

6.19 The Secretary shall be ex officio clerk of the Board. The Secretary shall attend all meetings of the Board and record all facts and minutes of all proceedings in the documents kept for that purpose. The Secretary shall give all notices required to be given to members and to members of the Board. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to

the Association which he or she shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board.

6.20 The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board. The Treasurer shall disburse the funds of the Association under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Association. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

6.21 In case of the absence or inability to act of any agent or employee of the Association or for any reason that the Board may deem sufficient the Board may delegate all or any of the powers of such person or persons to any other person or persons.

6.22 The Board may from time to time appoint a Manager or a Board of Managers or both a Manager and a Board of Managers some of whom may, but need not be, members of the Board, and may delegate to him or them full authority to manage and direct the business and affairs of the Association (except such matters and duties as by law must be transacted or performed by the Board or by the members in a General Meeting) and to employ and discharge agents and employees of the Association, or may delegate him or them any less power. Such Manager, Board of Managers or Manager and Board of Managers, shall conform to all lawful orders given to him or them by the Board of the Association and shall at all reasonable times give to the members of the Board or any of them all information they may require regarding the affairs of the Association.

6.23 The Board may from time to time appoint one or more Associate Directors and may delegate to him or them full authority to manage and direct the business and affairs of the Association (except such matters and duties as by law must be transacted or performed by the Board or by the members in a General Meeting) and to employ and discharge agents and employees of the Association, or may delegate him or them any less power. Such Associate Director(s) shall conform to all lawful orders given to him or them by the Board and shall at all reasonable times give to the members of the Board or any of them all information they may require regarding the affairs of the Association. Such Associate Director shall be entitled to attend meetings of the Board but shall not be entitled to vote on questions arising at such meetings nor shall he or she be included in the quorum at any such meetings.

6.24 All Associate Directors, Managers, members of a Board of Managers, Agents and employees shall be subject to removal from office of employment by the Board at any time with or without cause and with or without notice to the person so removed.

6.25 Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President and by the Secretary.

Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, Treasurer or by any person authorized by the Board.

The President, Vice-President, the members of the Board, Secretary or Treasurer, or anyone of them, or any person or persons from time to time designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, and may affix the common seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the common seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfer of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provision to the contrary contained in the by-laws of the Association, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, and particular instrument, contract, or obligation of the Association may or shall be executed.

7. BORROWING POWERS

7.1 The Board may borrow, or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit, and, in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the present and future property both real and personal of the Association; provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a simple majority of members of the Association present and entitled to vote at an Annual General Meeting or General Meeting, and provided each member of the Association shall be given ten (10) days' notice of the meeting and of the proposed scheme to raise monies to be voted on at the meeting.

8. AUDITORS

8.1 The first auditor of the Association shall be appointed by the Board not less than one month before the date of the first Annual General Meeting, and any auditor so appointed shall hold office until the first Annual General Meeting unless previously removed by resolution, in which case the members shall at the time when the resolution is passed appoint another Auditor.

The members shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting.

If an appointment of Auditors is not made at an Annual General Meeting, or the Annual General Meeting is not held, the Board may appoint an Auditor of the Association for the current fiscal year, and fix the remuneration to be paid to him or her by the Association for his or her services.

The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors (if any) may act.

The remuneration of the Auditors of the Association shall be fixed by resolution of the members, or if the members so resolve, by the Board, except that the remuneration of any Auditors appointed before the first Annual General Meeting, or to fill any casual vacancy, may be fixed by the Board.

8.2 A member of the Board, Manager, Officer, or any employee of the Association, and any person who is a partner of or in the employment of any of the aforesaid, shall not be capable of being appointed Auditor of the Association; provided that the Association may by unanimous vote of all the members entitled to vote for the election of members of the Board appoint as Auditor a member of the Board, a Manager, an Officer, or an employee of the Association or any such person as aforesaid.

8.3 The Auditors shall make a report to the members and Board on the account examined by them and on every balance sheet and statement of income and expenditures laid before the Association at any Annual Meeting during their tenure of office, and the report shall state:

a) whether or not they have obtained all the information and explanations they have required, and

b) whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Association's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Association.

Every Auditor of the Association shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Association, and is entitled to require from the Board and Officers of the Association such information and explanations as may be necessary for the performance of the duties of Auditor.

The Auditors of the Association are entitled to attend any meeting of members of the Association at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

The rights and duties of an Auditor of the Association shall extend back to the date up to which the last audit of the Association's books, accounts, and vouchers was made, or, where no audit has been made, to the date on which the Association was incorporated.

9. AMENDING BY-LAWS

9.1 The By-laws of the Association shall not be altered or added to except by a special resolution of the Association.

For all purposes of the Association, "special resolution" shall mean a resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person or by proxy (where proxies are allowed) at a General Meeting or Annual General Meeting of which at least 21 days notice specifying the intention to revise the Bylaws as a special resolution has been duly given in accordance with the law of the Province of Alberta.

10. BOOKS AND RECORDS

10.1 The Secretary or some other officer specially charged by the Board with that duty shall maintain and have charge of the minutes of the Association and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and members of the Board.

10.2 The records of account shall be kept at such place in Alberta as the Board thinks fit, and shall at all times be open to inspection by the members of the Board.

10.3 Unless otherwise ordered by the Board, the fiscal year of the Association shall terminate on the 31st day of December in each year.

10.4 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and records of the Association or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or record or document of the Association except as conferred by law or authorized by the Board or by resolution of the members, whether previous notice thereof has been given or not.

11. INTERNAL RULES

11.1 The Board may from time to time adopt internal rules that do not conflict with and that are not inconsistent with these by-laws.

12. INTERPRETATION

12.1 In all by-laws of the Association the singular shall include the plural and the plural the singular; the word "person" shall include corporations and societies and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof such reference shall be deemed to extend and apply to any amendment to said statute or section, as the case may be.