

Grey

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2016/04/12

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The Bylaws are filed as of 2016/04/12

Service Request Number: 25178846
 Corporate Access Number: 503744906
 Legal Entity Name: ALBERTA BODY BUILDING ASSOCIATION (ABBA)
 Legal Entity Status: Active
 Fiscal Year End: 12/31

Annual returns are outstanding for the 2015 file year(s).

Annual Return

File Year	Date Filed
2014	2014/11/06
2013	2013/12/17
2012	2013/12/17

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000099000308873	1999/11/02
Annual Return Form	10000600000376556	2000/10/23
Audited Financial Statement	10000400000376557	2000/10/23
Annual Return Form	10000701000411832	2001/10/31
Audited Financial Statement	10000501000411833	2001/10/31
Annual Return Form	10000202000415709	2002/10/30
Audited Financial Statement	10000002000415710	2002/10/30
Audited Financial Statement	10000803000351247	2003/10/28
Annual Return Form	10000003000351246	2003/10/28
Audited Financial Statement	10000604100054261	2004/10/27
Annual Return Form	10000804100054260	2004/10/27
Annual Return Form	10000905101181440	2005/11/09

Audited Financial Statement	10000705101181441	2005/11/09
Audited Financial Statement	10000206102197179	2006/11/10
Annual Return Form	10000806102197176	2006/11/10
Audited Financial Statement	10000707103673172	2008/02/11
Annual Return Form	10000907103673171	2008/02/11
Notice of Address	10000007103661059	2008/03/28
Audited Financial Statement	10000307104927293	2009/01/09
Annual Return Form	10000507104927292	2009/01/09
Annual Return Form	10000607117284658	2013/12/17
Audited Financial Statement	10000707117284667	2013/12/17
Annual Return Form	10000807117284676	2013/12/17
Audited Financial Statement	10000007117284661	2013/12/17
Articles of Revival	10000007117284675	2013/12/17
Audited Financial Statement	10000207117284679	2013/12/17
Annual Return Form	10000407117284664	2013/12/17
Annual Return Form	10000107117284670	2013/12/17
Notice of Address	10000407117284678	2013/12/17
Audited Financial Statement	10000207117284655	2013/12/17
Annual Return Form	10000907117284652	2013/12/17
Audited Financial Statement	10000507117284673	2013/12/17
Bylaws & Special Resolution	10000007120075438	2014/08/20
List of Director/Officer	10000607120075435	2014/08/20
List of Director/Officer	10000407114308060	2014/09/22
Audited Financial Statement	10000607118798379	2014/11/06
Annual Return Form	10000007118798382	2014/11/06
Supporting Documentation	10000207121841843	2015/10/01
Special Resolution	10000307123625511	2016/04/12
Bylaws	10000107123625512	2016/04/12

Registration Authorized By: KATHY HARRICKS
SECRETARY

Society Bylaw Change - Registration Statement

Alberta Amendment Date: 2016/04/12

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French Equivalent Name:
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Annual Return Form	10000007118798382	2014/11/06
Supporting Documentation	10000207121841843	2015/10/01
Special Resolution	10000307123625511	2016/04/12
Bylaws	10000107123625512	2016/04/12

Registration Authorized By: KATHY HARRICKS
SECRETARY

SPECIAL RESOLUTION OF THE
ALBERTA BODY BUILDING ASSOCIATION ("ABBA")

I hereby certify that the following Special Resolution at a meeting of the members of Alberta Body Building Association ("ABBA") on June 28, 2015.

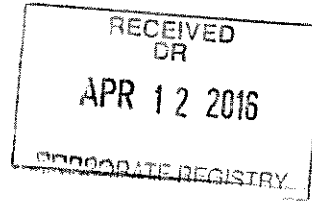
1. The bylaws of Alberta Body Building Association ("ABBA") have been amended and are in accordance with Section 9(4) of the *Societies Act*.

Date: April 9, 2016

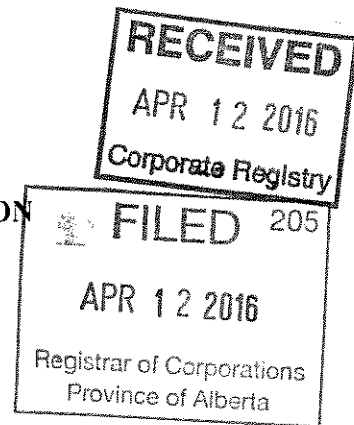
Signature: K. Horricks

Printed Name: Kathy Horricks

Title: Secretary



**BY-LAWS OF THE
ALBERTA BODY BUILDING ASSOCIATION
("ABBA" or the "Society")**



1. DEFINITIONS:

1. "Act" is the *Societies Act*, RSA 2000, c S-14.
2. "Appointment" or "Appointed" shall refer to a person who is appointed by the board of directors to fill a position on the board of directors.
3. "Bylaw" shall mean any Bylaw of the ABBA as amended from time to time by the Executive and filed with the Alberta Corporate Registry.
4. "Effective Date" shall mean the date that these Bylaws are filed with the Alberta Corporate Registry.
5. "Elected" defined as a person elected by the membership to fill a position on the board of directors.
6. "Executive" shall mean the board of directors or minimum number of directors and/or officers appointed including but not limited to President, Secretary, Treasurer, Vice President and such offices as may be appointed from time to time.
7. "Member" shall mean a Member who has obtained a membership and is in good standing with the ABBA, namely a Member who is in conformity with, and not in breach of the Bylaws, policies, rules and regulations and having membership dues paid in full for the respective calendar year.
8. "Judge" shall mean those who have taken the required seminar and tested under an ABBA head judge's scrutiny, scoring a minimum of 80% on the final test judging exam, and have remained active with the ABBA.
9. "Automatic Membership" shall mean that the person will be a Member for which no dues are required to be paid.
10. "Honorary Member" are those deemed so at the discretion of the Executive, who have been a faithful volunteer and/or Executive for many years or who has performed a great deed and/or service for the Society. This can include a non-member who has provided an invaluable service to the Society.
11. Unless defined herein, words and phrases in the Bylaws shall have the meaning as set forth in the Act. Words importing the singular shall include the plural, and the converse shall also apply. Words importing gender shall include the masculine, feminine and neutral. Words importing persons shall include individuals, partnerships, associations, bodies corporate, trustees, executors, administrators, associations and legal representatives.

12. "Correspondence" shall include mail, e-mails and/or any other electronic means of communication.
13. "E-mail" shall mean electronic communication by means of e-mail and publication on the World Wide Web including social media.

2. MEMBERSHIP:

1. Memberships are available to any individual over the age of eighteen (18) residing in the Province of Alberta, interested in furthering the objects of the ABBA and who agree that by becoming a Member that they are bound by the Bylaws, rules and regulations, and decisions of the Executive.
2. Those under the age of eighteen (18) who wish to become a Member must have the written consent of a legal guardian, in addition to satisfying the conditions of membership for adult Members.
3. Memberships to the ABBA shall be non-transferrable and non-refundable.
4. Memberships shall be calendar year and run from January 1 to December 31.
5. There shall be two types of paid Memberships:
 - a. Associate Membership at a reduced membership fee; and
 - b. Competitor Membership.
6. Membership fees shall be determined from time to time by the Members at an annual general meeting.
7. All Members shall have the right to:
 - a. attend annual general meetings and special meetings with the right to speak;
 - b. run for Executive positions during election time;
 - and
 - c. vote.
8. A Member must have a Competitor Membership in order to participate in and benefit from any activity sanctioned by the ABBA as long as they meet the qualifications to do so.
9. A special meeting may be called on the request of any two (2) Members provided they submit a written request to the President to call such a meeting, and state the business to be brought before the meeting.
10. Any ten (10) Members shall constitute a quorum at any meeting of Members.

11. A special meeting shall be called by ten (10) days notice in writing mailed and/or e-mail.
12. Any Member may resign from the Society by submitting a written letter of resignation to the Executive.
13. Any Member may have their membership expelled by majority vote of the Executive, in writing, for a duration of time at the discretion of the Executive, if in breach of any of the Bylaws, rules, regulations, or decisions of the Executive.
14. Individuals deemed to be an Honorary Member shall have an Automatic Membership.
15. ABBA Judges shall have an Automatic Membership.

3. BOARD OF DIRECTORS

1. The board of directors (the "Board") shall consist of officers of the ABBA. When a person is elected as an officer of the ABBA, that person becomes a member of the Board.
2. There shall be a minimum of two (2) directors at all times.
3. The Board shall, subject to the Bylaws or directions given to it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society with responsibilities as follows:
 - a. Establish policies, rules and regulations for the Society;
 - b. Direct the activities of the Society in a well-planned and practical manner for the benefit of the Members;
 - c. Form such committees, and delegate such authority as it deems necessary in order to carry out the objects of the Society;
 - d. Ensure the Bylaws, policies, rules and regulations of the Society are followed by all of its Members and, in the event that the Bylaws, policies, rules and/or regulations are breached, administer such disciplinary measures as are deemed necessary at the discretion of the Executive;
 - e. Operate the Society as a non-profit organization so that no part of its assets shall benefit any single individual;
 - f. Assure that the Society's expenditures are allocated for the purposes according to the Society's objective;
 - g. Establish, monitor and adjust sound fiscal management policies.
4. The Board shall be remunerated as determined by the Members and shall have any out

of pocket expenses reimbursed in accordance with policy as set out in writing. Directors will be paid on a monthly basis.

5. 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 a member of the Executive.
6. Two (2) Board members shall constitute a quorum.
7. A person appointed or elected as an officer automatically becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
8. When any person is appointed to an executive position, an election will be held within 60 days of that appointment. If the required quorum is not obtained for the election to be held, the time to hold an election will be extended to a maximum of 120 days to achieve quorum. If after 120 days, a quorum is still not obtained, the appointment shall stand for the remainder of the term.
9. Any director or officer, upon a majority vote of Members in good standing, may be removed from office for any cause which the Society may deem reasonable.
10. No director or officer can coach or train competitors
11. Any member of the Board who is absent without excuse from three (3) consecutive regular Board meetings shall be deemed to have resigned from office, and the office shall be filled as provided elsewhere in these Bylaws.

4. OFFICERS:

1. There shall be a minimum of two (2) officers of the Society at all times and these must fill the office of President and Secretary/Treasurer. Any additional officer deemed necessary shall be elected by a majority vote at any meeting and can fill the role of President, Vice President, Secretary and Treasurer.
2. One person may fill more than one office if the Members shall so decide.
3. Officers must be an active, concurrent, member for one year and be in attendance at the AGM in order to be eligible to be elected as Treasurer or any other officer. To be eligible to be elected as Vice-President or Secretary, a person must have a minimum of two years as an active, concurrent, member and be in attendance at the AGM. To be eligible to be elected as President, a person must have a minimum of three years as an active, concurrent, member and be in attendance at the AGM.
4. The officers shall be elected for a three (3) year term and shall serve until their

Successors are elected, they resign or are removed. All officers shall take office at the close of the meeting wherein they were elected.

5. Upon retiring from office, all officers shall deliver to their successors all records and other property belonging to the Society within thirty (30) days of their retirement.
6. The President shall appoint a person to serve in any office that becomes vacant. The person appointed shall serve until the end of the unexpired term.
7. When a person is appointed to an Executive position, an election shall be held for that position within 60 days of the appointment. If a quorum is not obtained for the election then the time to hold an election shall be extended to 120 days to achieve quorum. If after 120 days no quorum is obtained for an election, the appointment shall stand for the remainder of the term.
8. PRESIDENT:
 - a. The President shall be ex-officio member of all Committees and shall, when present, preside at all meetings of the Society and the Board.
 - b. In the President's absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
 - c. The President shall have the responsibility of supervising and managing the overall affairs of the Society.
9. VICE PRESIDENT:
 - a. The Vice President shall assist the President and assume all duties of the President during the President's absence.
 - b. The Vice President shall arrange and plan programs and workshops for the Society, subject to the approval of the Executive and in accordance with the Societies objectives.
 - c. In the absence of the office of Vice President being held, the President shall assume the Vice President's responsibilities.
10. SECRETARY:
 - a. The Secretary shall maintain a record of the proceedings of each meeting of the Society.
 - b. The Secretary shall have charge of the Seal of the Society, if applicable, which whenever used shall be authenticated by the signature of the Secretary and the President, or in the case of the death or inability of either to act, by the Vice- President.

c. In the case of the absence of the Secretary, the duties of the Secretary shall be discharged by such officer or Member as may be appointed by the Board.

d. The Secretary shall keep a record of all Members of the Society with their addresses and/or email addresses, send all notices of the various meetings as required, and collect and receive the annual dues and/or assessments levied by the Society. Such monies shall be promptly turned over to a financial institution as required.

e. The Secretary shall record the minutes of the society meetings and directors meetings.

11. TREASURER:

a. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in a financial institution as the Board may order.

b. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed.

c. A full detailed account of receipts and disbursements shall be readily available to the Board whenever requested.

d. The Treasurer shall submit the reviewed financial statements to the Members present at the annual general meeting and shall describe the financial position of the Society and submit a copy to the Secretary for the records of the Society.

12. OTHER:

a. The Executive will determine any additional responsibilities to be held by each respective office on an as needed basis creating balance in workload between each office.

b. Any and all instruments, documents, contracts, deeds, cheques and the like shall be executed by Two (2) officers unless approved otherwise by way of Special Resolution.

c. PayPal refunds shall be authorized by the Treasurer.

d. Transfer of funds between various accounts solely in the name of the Society including but not limited to PayPal, financial institutions or any other e-commerce mechanism shall be authorized by the Treasurer.

e. Payments and/or money transfers via PayPal, financial institution or any other e-commerce mechanism to any outside source for the purchase of goods and/or services NOT in the name of the Society, excluding refunds, shall be authorized by the Treasurer with the express written consent of the President or by way of Special Resolution.

f. Each Officer shall maintain their own correspondence and records relative to their responsibilities.

g. Members of the executive cannot be a coach or trainer preparing competitors for a competition.

5. INDEMNITY

1. The Society shall indemnify a director or officer who acts or has acted as a director or officer of the ABBA after the Effective Date, or another individual who acts or acted at the Society's request as a director or an officer after the Effective Date or in a similar capacity of another entity after the Effective Date, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Society or other entity. The Society has no obligation to indemnify directors or officers who acted as directors or officers before the Effective Date and did not act as directors or officers after the Effective Date.
2. The Society may, if authorized by the Board, advance money to an individual referred to in subsection 1 of this provision for the costs, charges and expenses of a proceeding referred to in that subsection. The individual shall repay the money if the individual does not fulfill the conditions set out in subsections 3a. and 3b of this provision.
3. The Society shall not indemnify an individual unless the individual:
 - a. acted honestly and in good faith with a view to the best interests of the Society;and
 - b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.
4. Nothing in this Bylaw limits the right of any individual entitled to indemnity within this provision to claim indemnity apart from the provisions of this Bylaw.
5. The Society may purchase and maintain insurance for the benefit of an individual referred to in this provision against any liability incurred by that individual, (i) in the individual's capacity as a director or an officer of the Society, or (ii) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Society's request.

6. FINANCIAL STATEMENTS & RECORDS

1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a Member. A duly qualified accountant in preparation of the fiscal year's financial statements shall also review the books, accounts and records of the Secretary and Treasurer. A complete and proper statement of the standing of the books

for the previous fiscal year shall be submitted by the accountant at the annual general meeting of the Society.

2. The Fiscal Year end of the Society in each year shall be December 31.
3. The books and records of the Society may be inspected by any Member of the Society at the annual general meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer(s) having charge of same. Each Board member shall at all times have access to such books and records.

7. ANNUAL GENERAL MEETING

1. The Society shall hold an annual general meeting on or before December 31 in each year, of which notice in writing to the last known address and/or email address of each member shall be delivered not less than twenty-one (21) calendar days prior to the date of the meeting.
2. Elections for officers shall be held every three (3) years at the annual general meeting.
3. Nominations for officers in an election year should be received no later than thirty (30) days prior to the annual general meeting in which the election will be held.

8. VOTING

1. Questions arising at any meeting of the Board or Members will be decided by a majority of the votes by a show of hands cast on the question. A ballot may be demanded by a Member entitled to vote at the meeting of Members or a proxyholder. In case of an equality of votes at a Board meeting or a meeting of the Members, the chair of the meeting will not be entitled to a second or casting vote.
2. A director may participate in a meeting of the Board or committee of the Board by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of the Act and these Bylaws to be present at that meeting.
3. Any person entitled to attend a meeting of Members may participate in a meeting of Members by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

A Member so participating in a meeting is deemed for the purposes of the Act and these Bylaws to be present at that meeting.

4. Members not in attendance at a meeting of Members and who are entitled to vote at that meeting may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the Act and these Bylaws.

5. Any vote for a meeting of the Members or meeting of the Board (or any committee of the Board) may be held entirely by means of a telephonic, an electronic or other communication facility, if the Society makes available such a communication facility. Any person participating in a meeting of Members or directors participating in a meeting of the Board and entitled to vote at that meeting may vote, and that vote may be held by means of the telephonic, electronic or other communication facility that the Society has made available for that purpose.

9. BORROWING POWERS

1. 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 Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

10. SPORTSMANSHIP & CODE OF ETHICS

1. Sportsmanship can be looked at as a way one reacts to the sport. However, the expectation is that everyone involved, including but not limited to, Executive, coaches, competitors, volunteers, promoters, and spectators will behave with fairness and self control. Treat others fairly and maintain self control at all times. Show respect for everyone, including but not limited to, the Executive, coaches, competitors, volunteers, promoters, and spectators. Anyone displaying disrespectful behavior, expressing derogatory remarks, gestures and/or disrespectful comments and/or gestures directed at anyone involved during an ABBA sanctioned event may be subject to disciplinary measures. Events of this nature should be reported to the Executive in writing for handling at their discretion or pursuant to any policy, rules and/or regulations. If such an event involves an Executive member, it should be reported as above to any single Executive member appropriate.

11. DISCIPLINE

1. In the event that any member of the Society should fail to abide by the By-laws or Rules of the Society, or should engage in conduct determined by the Society to be prejudicial and/or contrary to the objects of the Society, such member may be subject to such disciplinary measures administered by the President of the Society.
2. Before imposing these disciplinary measures, the member shall be notified in writing of the allegation, its particulars and of the proposed discipline and be given two weeks from the notification date to respond in writing.
3. If no response is received in the requisite time period, or if the member does not contest the action, the disciplinary measures will take effect immediately

12. BYLAWS

1. The Bylaws may be rescinded, altered or added to by way of Special Resolution and will not take effect until registered at the Alberta Corporate Registry.