



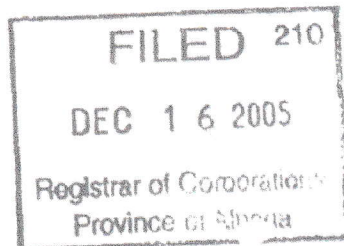
SOCIETIES ACT

**CERTIFICATE  
OF  
INCORPORATION**

**FOOTHILLS ART CLUB  
WAS INCORPORATED IN ALBERTA ON 2005/12/16.**



FOOTHILLS ART CLUB



SOCIETY BY-LAWS

RECEIVED  
DR  
DEC 16 2005  
Corporate Registry

MEMBERSHIP

1. Membership fee, if any, shall be determined, from time to time, by the members at a general meeting. Any person residing in Alberta, and being of the full age of 18 years, may become a member by a favourable vote passed by a majority of the members at a regular meeting of the society, and upon payment of the fee; or upon acceptance by the society of the fee paid to the society treasurer. For practical purposes, the Society may place a limit on the number of memberships available.

2. Any member may withdraw from membership upon notice in writing to the Board through its Secretary, but there shall be no refund of fees paid. Membership is restricted to fully paid members of the society, and if any member is in arrears for fees and assessments, such member shall have 10 days from receipt of notice by the society to pay the subject fees, or shall be subject to suspension by the executive of the society. Any member who is suspended shall be entitled to no membership privileges or powers in the society until reinstated, and if suspended for more than 30 days, shall cease to be a member of the society. Any member may, upon a majority vote of all members of the society in good standing, be expelled from membership for any cause which the society may deem reasonable.

PRESIDENT:

3. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board. In his/her 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.

BOARD OF DIRECTORS:

4. Board of Directors, Executive Committee or Board shall mean the Board of Directors of the society.

5. The Board shall, subject to the by-laws 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, and meetings of the Board shall be held as often as may be required, but at least once every 3 months, and shall be called by the President. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each member or by three days notice by Fax or telephone. Any four members 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 deemed null and void.

6. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may 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 10 days after, or if they acted as a director pursuant to the appointment or election.

7. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

SECRETARY:

8. It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to



keep accurate minutes of the same. He/she shall have charge of the Seal of the society, which whenever used shall be authenticated by the signature of the President and the Secretary, or, in the case of the death or inability of either to act, by the Vice-President. In the case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board or the President. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.

9. The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

#### TREASURER:

10. The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank or other financial institution that the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/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 a statement duly audited of the financial position of the society and submit a copy to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one member if any annual meeting for the election of officers shall so decide.

#### AUDITING:

11. The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting, or appointed by the Board for the initial period before the first annual meeting after registration as a society. A proper and complete statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each year shall be the calendar year ending March 31<sup>st</sup>.

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

#### MEETINGS:

13. The society shall hold an annual meeting on or before the first Wednesday in the month of May of each year, of which notice in writing to the last known address of each member shall be delivered in the mail 10 days prior to the date of the meeting. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary Treasurer), and three directors, except that the society for the purpose of continuity within the Board, may decide by majority vote to establish two year positions for each of or some of the Board members, and may have some of such positions come up for re-election on alternate years, in which case the vote shall be for the necessary positions in any given year. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any open office in the society.

14. General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board, by notice in writing to the last known address of each member, mailed at least eight 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 letter to the last known address of each member, mailed at least eight days prior to the meeting.

15. Ten (10) members in good standing shall constitute a quorum at any meeting other than a Board meeting.

#### VOTING:

16. Any paid-up 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.

#### REMUNERATION:

17. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the association shall receive any remuneration for his/her services.

#### BORROWING POWERS:

18. 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 debentures be issued without the sanction of a special resolution of the society.

#### BYLAWS:

19. The By-Laws may be rescinded, altered or added to by a "Special Resolution".

Dated November 7, 2005

Signature: [Signature]  
ANNE BERCHA

Address: Box 25 Cochrane T4C1A4

Signature: [Signature]  
JONI GOTTA

Address: Box 1132 Cochrane AB T4C1A2

Signature: [Signature]  
KAREN ORSER

Address: Box 60, Site 5, RR#1 COCHRANE AB T4C1A1

Signature: [Signature]  
MARIE-CLAIRE MILES

Address: 30 Blenheim Dr. Cochrane AB T4C1B3

[Signature]  
JEFF MACKENZIE

Box 1258 Cochrane, AB T4C1B3

#### WITNESS:

[Signature]  
KW ADAMS

#### ADDRESS:

3 GREENHILL CR.  
COCHRANE AB  
T4C1G7

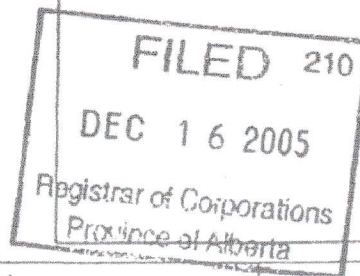


PO Box 1007  
Stn Main  
Edmonton Alberta  
T5J 4W6



FOR CASH REGISTER USE ONLY

COPY



Date of Request  
December 9, 2005

RECEIVED  
DR  
DEC 16 2005  
Corporate Registry

Your File Number	Name of Company - Existing or Proposed (for which services are required)	Amount	Corporate Access Number (if known)
	FOOTHILLS ART CLUB	\$50.00	

Name  
JEFF MACKENZIE

Address (Street)  
Box 1258 T4C 1B3

(City, Province)  
COCHRANE, AB

Postal Code  
T4C 1B3

Telephone (Res.) (Bus.)  
Number(s): 403 932 3787 264 5558

Fax No.  
264 5560

3. Service will be:

☒ Mailed Out

☐ Picked Up - Call Box No.                      (if applicable)

☐ Edmonton

☐ Calgary

4. Type of Payment:

☐ Cash

☒ Cheque No. 052 Account No. Royal Bank 319 003 101 481 0

☐ Visa

☐ Mastercard

Authorization Number      Expiry Date      Signature of Cardholder

Type of Service: (check ☒ one only)

<input type="checkbox"/> Partnership	<input type="checkbox"/> Annual Return	<input checked="" type="checkbox"/> Incorporation	<input type="checkbox"/> Discharge Receiver
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution/Liquidation	<input type="checkbox"/> Name Change	<input type="checkbox"/> Appointment of Receiver
<input type="checkbox"/> Trade Name	<input type="checkbox"/> Discontinuance	<input type="checkbox"/> English/French Equivalent	<input type="checkbox"/> Registration
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Revival/Restoration	<input type="checkbox"/> Articles of Amendment	<input type="checkbox"/> Fax
<input type="checkbox"/> Diazo Copies	<input type="checkbox"/> Amalgamation	<input type="checkbox"/> Restated Articles	<input type="checkbox"/> Tax (G.S.T.)
<input type="checkbox"/> Certified Copies	<input type="checkbox"/> Continuation	<input type="checkbox"/> Object or Bylaws Amendments	<input type="checkbox"/> Other (explain below)

Special Instructions for any of the above services:

[Signature]  
Signature

JEFF MACKENZIE  
Print Name

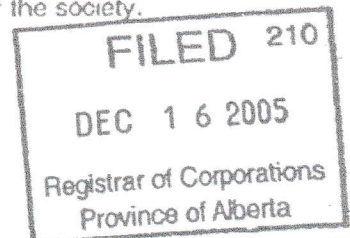
This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act, Societies Act and the Partnership Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3rd Floor Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4. (403) 422-2362. (NOTE: As of January 25, 1999 the area code for this Edmonton number will be 780).

# Application To Form A Society

We, the undersigned, declare that we desire to form a society under the Societies Act, and that:

1. The name of the society is: FOOTHILLS ART CLUB
2. The objects of the society are: (check (✓) all that apply and add any additional objects in the space provided)
  - ☒ To provide for the recreation of the members and to promote and afford opportunity for friendly and social activities.
  - ☐ To acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for social and community purposes.
  - ☐ To encourage and promote amateur games and exercises.
  - ☐ To provide a meeting place for the consideration and discussion of questions affecting the interests of the community.
  - ☐ To carry on a literary and debating club for the discussion of topics of general interest, and to encourage the practice of public speaking among its members.
  - ☒ To procure the delivery of lectures on social, education, political, economic and other subjects, and to give and arrange musical and dramatic entertainments.
  - ☐ To establish and maintain a library and reading room.
  - ☒ To provide all necessary equipment and furniture for carrying on its various objects.
  - ☐ To provide a centre and suitable meeting place for the various activities of the community.
  - ☐ Generally to encourage and foster and develop among its members a recognition of the importance of agriculture in the national life.
  - ☒ To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the society.

Additional Objects:



Dated December 9, 2005

Signature: <u>M. Anne Bercha</u>	Address: (including postal code) <u>P.O. Box 25- STN. MAIN</u> <u>Cochrane AB T4C 1A4</u>
Print Name: <u>M. ANNE BERCHA</u>	
Signature: <u>Marie Claire Miles</u>	Address: (including postal code) <u>30 GLENHILL CR</u> <u>COCHRANE AB T4C 1G3</u>
Print Name: <u>MARIE-CLAIRE MILES</u>	
Signature: <u>Joni Gotta</u>	Address: (including postal code) <u>BOX 1132, COCHRANE AB</u> <u>T4C 1B2</u>
Print Name: <u>JONI GOTTA</u>	
Signature: <u>Karen Orser</u>	Address: (including postal code) <u>BOX 60, SITE 5, RR#1</u> <u>COCHRANE AB T4C 1A1</u>
Print Name: <u>KAREN ORSER</u>	
Signature: <u>Jeff MacKenzie</u>	Address: (including postal code) <u>P.O. BOX 1258</u> <u>COCHRANE AB T4C 1B3</u>
Print Name: <u>JEFF MACKENZIE</u>	
WITNESS Signature: <u>W. Adams</u>	Address: (including postal code) <u>3 GLENHILL CR</u> <u>COCHRANE AB T4C 1G7</u>