

PARKINSON ASSOCIATION OF ALBERTA

BYLAWS

Table of Contents

1 - INTERPRETATION OF BYLAWS	3
1.1 <i>Definitions</i>	<i>3</i>
1.2 <i>Interpretation</i>	<i>4</i>
2 - REGISTERED OFFICE.....	5
2.1 <i>Registered Office</i>	<i>5</i>
3 MEMBERSHIP	5
3.1 <i>Qualification for Membership</i>	<i>5</i>
3.2 <i>Classes of Membership.....</i>	<i>5</i>
3.3 <i>Duties and Rights of Membership</i>	<i>5</i>
3.4 <i>Cancellation or Expulsion of Membership</i>	<i>6</i>
3.5 <i>Membership of Employees</i>	<i>6</i>
3.6 <i>Transfer of Membership</i>	<i>6</i>
3.7 <i>Membership Record</i>	<i>6</i>
4 MEETINGS	6
4.1 <i>Holding of Meetings.....</i>	<i>6</i>
4.2 <i>Notice of General Meeting and Special Meetings.....</i>	<i>7</i>
4.3 <i>Quorum</i>	<i>7</i>
4.4 <i>Virtual Meetings.....</i>	<i>7</i>
5 – VOTING	8
6 - BOARD OF DIRECTORS.....	8
6.1 <i>Qualifications for Directors</i>	<i>8</i>
6.2 <i>Composition of the Board.....</i>	<i>9</i>
6.3 <i>Election of Directors</i>	<i>9</i>
6.4 <i>Vacancies.....</i>	<i>9</i>
6.5 <i>Proceedings of the Board</i>	<i>10</i>
6.6 <i>Disqualification and Resignation of Directors of the Board</i>	<i>10</i>
6.7 <i>Removal of Board Members.....</i>	<i>11</i>
6.8 <i>Remuneration of Directors</i>	<i>11</i>
6.9 <i>Employees Exempt</i>	<i>11</i>
7 - RESPONSIBILITIES OF THE BOARD.....	11
7.1 <i>Management of Affairs</i>	<i>11</i>
7.2 <i>Administration.....</i>	<i>11</i>
7.3 <i>Ratification</i>	<i>12</i>
7.4 <i>Conflict of Interest.....</i>	<i>12</i>
8 - OFFICERS OF THE BOARD.....	12
8.1 <i>Appointment of Officers.....</i>	<i>12</i>
8.2 <i>Duties of the Chair.....</i>	<i>13</i>
8.3 <i>Duties of the Vice-Chair.....</i>	<i>13</i>
8.4 <i>Duties of the Treasurer.....</i>	<i>13</i>
8.5 <i>Other Offices</i>	<i>13</i>
8.6 <i>Removal of Office</i>	<i>13</i>
9 – COMMITTEES	13
9.1 <i>Other Committees</i>	<i>13</i>
10 – MINUTES, BOOKS AND RECORDS.....	14
10.1 <i>Fiscal Year</i>	<i>14</i>
10.2 <i>Audit.....</i>	<i>14</i>
10.3 <i>Banking Arrangement</i>	<i>14</i>

10.4	<i>Preparing and Maintaining Minutes</i>	14
10.5	<i>Maintaining Books and Records</i>	15
10.6	<i>Location of Books and Records</i>	15
11	– INSPECTION OF BOOKS AND RECORDS	15
11.1	<i>Inspection by Members</i>	15
11.2	<i>Inspection by Directors</i>	15
12	- BORROWING	16
12.1	<i>Borrowing Powers</i>	16
12.2	<i>Sanction to Issue Debentures</i>	16
12.3	<i>Fundraising</i>	16
12.4	<i>Agents</i>	16
13	– BYLAWS	16
13.1	<i>Amendment to Bylaws</i>	16
14	– BRANCHES OF PAA	16
14.1	<i>Branch Associations</i>	16
14.2	<i>Responsibilities of Branches</i>	17
14.3	<i>Powers of Branches</i>	17
15	– CUSTODY AND USE OF SEAL	17
15.1	<i>Use of Seal</i>	17
16	– INDEMNITY	17
16.1	<i>Personal Indemnity</i>	17
17	- REPEAL AND ENACTMENT	18
17.1	<i>Effective Bylaws</i>	18
18	- PARLIAMENTARY AUTHORITY	18
18.1	<i>Rules</i>	18
19	- WINDING UP CLAUSE	18
19.1	<i>Distribution of Assets</i>	18

**Parkinson Association of Alberta
Bylaws**

1 - INTERPRETATION OF BYLAWS

These Bylaws are the operating rules of the Parkinson Association of Alberta and are based on the Societies Act (defined below). To the extent of any discrepancy between the terms set out in these Bylaws and the Societies Act, now or in the future, the Societies Act shall prevail to the extent of such discrepancy, as it is the law of the Province of Alberta.

1.1 Definitions

In these Bylaws, including this clause, unless the context or subject matter requires a different meaning:

Act or the Societies Act	means the Societies Act R.S.A. 2000, together with all regulations applicable thereto, as the same may be amended, supplemented, replaced or updated from time to time
Annual General Meeting (AGM)	means the “general meeting” required by the Societies Act to be held annually by PAA
Board	means the Board of Directors of PAA
Branches	means branches of PAA, established by the Board, at any time and from time to time, if desired to provide services to three (3) or more Members of PAA in the same geographical area of Alberta
Bylaws	means these Bylaws and any amendments or restatements thereto
Chair	means the Chair of the Board
Director	means any person occupying the position of director (by whatever name called) on the Board
General Meeting	means a meeting of the Members (which may include, as applicable, an “Annual General Meeting (AGM)”)
Head Office	means the head office of PAA as designated by PAA from time to time;
Registered Office	means the Registered Office of PAA as prescribed by, and fixed in accordance with the requirements of, the Societies Act
Member	means a member of PAA
PAA	means Parkinson Association of Alberta
Register	means the register of PAA’s members to be kept by PAA as required by the Societies Act
Rules or Regulations	means any Rules or Regulations adopted from time to

	time concerning the management and operations of PAA
Seal	means the corporate seal of PAA
Special Meeting	means a meeting of the Members called to enact Special Business
Special Resolution	<p>means:</p> <ul style="list-style-type: none"> (i) a resolution passed <ul style="list-style-type: none"> (A) at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy, (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

1.2 Interpretation

The headings used throughout these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any Bylaws. In these Bylaws, unless the context otherwise requires, the following interpretations shall apply:

- a) Unless otherwise defined in these Bylaws, terms which are defined in the Act and used in these Bylaws shall have the meanings given to such terms in the Act;
- b) Words importing the singular number only shall include the plural and vice versa;
- c) Words importing the masculine gender include the feminine and neutral genders and vice versa; and
- d) The word "person" shall include individuals, bodies corporate, associations, societies, companies, partnerships, syndicates, trusts and any number or aggregate of persons.

2 - REGISTERED OFFICE

2.1 Registered Office

Subject to the requirements of the Societies Act, the Registered Office of PAA shall be in the Province of Alberta and at such place therein as the Directors may at any time and from time to time determine.

3 MEMBERSHIP

3.1 Qualification for Membership

- a) Membership in PAA shall be open to any individual eighteen (18) years of age or over, or any organization, which supports the purposes of PAA, and who pays such membership fees, at such times and in such amounts as may be determined by the Board at any time and from time to time;
- b) Membership in PAA may require the submission of an application for approval, in such form and as otherwise may be required at any time and from time to time by the Board; and
- c) If a Member, is a person other than an individual, such Member shall appoint an individual as its representative, by giving written notice of the same to the Head Office or Registered Office, with full power and authority to do all things on behalf of such Member, as a Member of PAA. PAA shall be entitled to rely, without out further act, upon the acts and things done by such representative. Each such Member shall be entitled, at any time and from time to time, to change or replace its representative by giving written notice to the Head Office or Registered Office.

3.2 Classes of Membership

Membership in PAA shall consist of two (2) classes:

- a) Annual or General Members – who are Members satisfying the requirements set out in these Bylaws and who pay fees to PAA, as and when determined by the Board from time to time; or
- b) Honorary Life Members – who are life-time Members that PAA wishes to honour and who are not required to pay fees to PAA.

3.3 Roles and Rights of Membership

Members in PAA shall:

- a) use reasonable efforts to support, further and/or encourage the Objects of PAA;

- b) respect and use reasonable efforts to support, further and/or encourage compliance with, the Rules of PAA;
- c) have the right to receive notice of, attend, speak, and participate at all meetings of Members;
- d) have the right to a single vote at all meetings of Members; and
- e) have the right to receive PAA publications which are made available for distribution to Members, as determined by PAA.

3.4 Cancellation or Expulsion of Membership

- a) Any Member may at any time withdraw from membership in PAA by written notice to the Head Office or Registered Office;
- b) Any Member, other than an Honorary Life Member, shall cease to be a Member upon failure to pay the membership fees to PAA when the same falls due; and
- c) The Board may, at any time, expel the membership of any Member by a resolution of the Board at a meeting called for that purpose, if the vote is seventy-five percent (75%) in favour of such Member being expelled and, such Member, shall be expelled as a Member effective as of the time of such resolution. The Member affected shall be notified in writing of the pending action at least 10 days prior to such Board meeting and shall be given the opportunity of making representation before the Board at such meeting prior to the Board presenting a resolution to expel such Member.

3.5 Membership of Employees

A paid employee of PAA may hold a membership in PAA but shall not be entitled to vote at any General Meeting or Special Meeting of the Members while in the employ of PAA.

3.6 Transfer of Membership

Membership in PAA is non-transferable.

3.7 Membership Record

A record of Members of PAA shall be kept by the Head Office or Registered Office, as required by the Societies Act.

4 MEETINGS

4.1 Holding of Meetings

- a) PAA shall hold an Annual General Meeting (AGM) on or before the 30th day of June each year, except that the Board, subject to any requirements under the Societies Act or applicable law, may, acting reasonably and in good faith, extend such date as a result of

circumstances (including wars, pandemics, etc.) which make it impractical or difficult, as determined by the Board, to hold such Annual General Meeting (AGM) on or before the 30th day of June each year; and

- b) Special Meetings of PAA shall be called by the Chair upon the instruction of the Board for the transaction of any business, the general nature of which is specified in the notice calling the meeting (“**Special Business**”). Members representing not less than 30% of the total membership, at such time, may requisition the Chair to call a Special Meeting, such requisition to be given to the Head Office or Registered Office and which shall set out the nature of the Special Business to be transacted at such Special Meeting. Upon receipt of such requisition, the Chair shall call a Special Meeting within 30 days.

4.2 Notice of General Meeting and Special Meetings

- a) Notice of General Meeting shall be given in writing, which shall include electronic transmissions in writing, to the last known address (or in the case of electronic transmission, the email address or such other electronic address) of each Member in good standing, posted (or in the case of electronic transmissions, sent) at least twenty-one (21) days prior to the date of the meeting;
- b) Notice of Special Meetings shall be given in writing, which shall include electronic transmissions in writing, to the last known address (or in the case of electronic transmission, the email address or such other electronic address) of each Member in good standing, posted (or in the case of electronic transmissions, sent) at least twenty-one (21) days prior to the date of the meeting; and
- c) The accidental omission to post or send a notice or give notice to any Member, or the non-receipt by any Member of such notice, shall not invalidate the proceedings at any General Meeting or Special Meeting.

4.3 Quorum

- a) Twenty-five (25) persons personally present or by proxy, being Members entitled to vote thereat, shall be a quorum for a General Meeting or Special Meeting. No business shall be transacted at a General Meeting or Special Meeting unless the requisite quorum shall be present at the commencement of the business at such meeting; or
- b) If the required quorum is not present at the commencement of the business of a General Meeting or Special Meeting, the Chair shall declare the meeting an improper one and adjourn it for a period of at least thirty (30) days, sending notices to the Members of the adjourned date and place. The Members present at this second / adjourned meeting shall constitute a quorum for such General Meeting or Special Meeting.

4.4 Virtual Meetings

Subject to the Societies Act and applicable law, the Board may determine that any General Meeting or Special Meeting be held, in whole or in part, by electronic means, telephone or other

communication facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting. In the event such a meeting is to be held, the Board shall, subject to the Societies Act and applicable law and these Bylaws, establish the procedures for the conduct thereof including, without limitation, the procedures for voting by telephonic, electronic or other communication facility. Member who participate in a General Meeting or Special Meeting by electronic means, telephone or other communication facility shall be deemed to be personally present for the purpose of determining quorum under Section 4.3.

5 – VOTING

- a) Any Member in good standing shall have the right to one (1) vote on each question put to the Members at any General Meeting or Special Meeting of PAA, provided such person has been a Member in good standing for at least one (1) month prior to the meeting and is not in the employ of PAA;
- b) Any Member in good standing who is not present but has delivered a written proxy to the Head Office or Registered Office which has not been revoked by such Member within 2 days prior to the date of such meeting, shall have one (1) vote only, to be cast by his or her appointed representative under such proxy, provided such person has been a Member in good standing for at least one (1) month prior to the meeting and is not in the employ of PAA. The representative under such proxy must also be a Member and the Member delivering the proxy must executed the same, in such form as the Board may approve from time to time;
- c) Every Member present and entitled to vote shall have one (1) vote only.
- d) At every General Meeting and Special Meeting, every question shall be decided by a show of hands, unless a secret ballot is required by the Chair of the Board or requested by not less than 20% of the Members present in person or by proxy at such meeting. If, at any meeting, a secret ballot is requested, it shall be taken in the manner as the Chair directs. A request for a secret ballot may be withdrawn at any time prior to its taking;
- e) Whenever a show of hands has been taken upon a question, a declaration by the Chair that the resolution has been carried or lost by a particular majority is determinative, and an entry to that effect in the minutes of PAA is conclusive evidence of the fact without proof of the proportion of votes recorded in favour of or against the motion, except in cases where a secret ballot was conducted; and
- f) If a question cannot be resolved by a show of hands, Roberts Rules of Order, Newly Revised, shall be the reference authority for procedure.

6 - BOARD OF DIRECTORS

6.1 Qualifications for Directors

- a) A Director shall, at the time of election, be a Member in good standing and continue to be a Member so long as a Director;
- b) A Director must agree to the Objects of PAA;
- c) A Director and any family member (including any spouse or common law partner) of that Director, which family member is living with and / or is legally required to be supported by

the Director, cannot be an employee, agent or consultant that is receiving remuneration either directly or indirectly from PAA;

- d) A Director must not be less than 18 years old;
- e) A Director must not be an undischarged bankrupt;
- f) A Director must not be of unsound mind as found by a court in Canada or elsewhere; and
- g) A Director must not be convicted of an indictable offence for which the Director has not been pardoned, unless the Board (excluding the Director in question) unanimously agrees otherwise in writing.

6.2 Composition of the Board

- a) The affairs of PAA shall be managed by a Board of not less than ten (10) or more than fifteen (15) Directors, each of whom, at the time of election and throughout the term of office, shall be Members;
- b) The term of office of Directors shall be such that half (1/2) of the Directors' terms shall terminate each year and their successors shall be elected for a two (2) year term;
- c) To ensure that PAA represents all Albertans with Parkinson's, at the Annual General Meeting (AGM) the membership shall be presented with a slate of Members who are willing to serve as Directors and in selecting the slate of candidates to nominate as Directors diversity of geographic location and skill set shall be considered;
- d) A majority of directors shall have direct experience with Parkinson's disease such as, for example (and without limitation), living with the disease, as a caregiver to a person with the disease, having a close friend or relative with the disease, providing medical or other services for persons with the disease, or conducting research on the disease;
- e) A majority of directors shall reside in the Province of Alberta;
- f) No member of the Board may serve more than two (2) consecutive two-year terms in the same office, unless a majority vote of the Board waive this requirement with respect to such member and only for so long as such requirement is waived;
- g) No member of the Board may serve more than four (4) consecutive two-year terms on the Board in any capacity unless a majority vote of the Board waive this requirement with respect to such member and only for so long as such requirement is waived;
- h) Members of the Board who have served four (4) two-year terms and wish to run for election again may do so after a two-year hiatus.

6.3 Election of Directors

The election of Directors shall take place at each Annual General Meeting (AGM).

6.4 Vacancies

As long as seven (7) Directors remain in office, vacancies on the Board may be filled by the existing Directors, from among Members who are qualified as set out under these Bylaws. Otherwise, such vacancy shall be filled through the nomination process leading to the election of Directors at the next Annual General Meeting (AGM). If there are less than seven (7) Directors, the remaining

Directors shall call a Special Meeting as soon as practicable to fill the vacancies such that there are at least (7) Directors on the Board.

6.5 Proceedings of the Board

- a) The Board may meet together or communicate, in whole or in part, through electronic means to conduct the business of PAA as it sees fit;
- b) A quorum of the Board shall be a majority of the Directors;
- c) Questions arising at any meeting shall be decided by a majority of votes. The Chair shall vote only to break a tie;
- d) A meeting of the Board at which a quorum is present shall be competent to all or any of the authorities, powers and discretions by or under these Bylaws, the Societies Act or applicable law vested in or exercisable by the Board;
- e) Directors meetings shall be called by the Chair or Vice-Chair on a regular basis or as otherwise needed on direction of the Chair or Vice-Chair. Notice of such meetings shall be delivered to each Director not less than one (1) week before the meeting is to take place, provided that any Director may in any manner whatsoever waive notice of a meeting of the Board, and attendance of a Director at a meeting of the Board is a waiver of notice of the meeting, except when the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not called in accordance with the terms of these Bylaws or the provisions of the Societies Act as applicable; and
- f) The Board shall hold a minimum of four (4) meetings each calendar year.

6.6 Disqualification and Resignation of Directors of the Board

A Director shall immediately cease to be a Director:

- a) If the Director cease to meet any of the qualifications set out in Section 6.1 or becomes ineligible from being a Director as a result of being engaged under a contract of service to PAA as prohibited in Section 6.9; and
- b) If by notice in writing to PAA at its Head Office or Registered Office or to the Chair, the Director resigns;
- c) If at least seventy-five percent (75%) of the Board determine the Director should be removed from the Board with or without cause, provided that such Director is first offered the opportunity to be heard by the Board; and
- d) If the Director is absent from more than 3 Board meetings during any calendar year and the Board (other than the Director in question) confirms the removal of such Director as a result thereof, on a majority basis, in writing.

6.7 Removal of Board Members

In the unlikely event that Members lose confidence in a Director, a petition of thirty percent (30%) of the membership is required to requisition a Special Meeting, at which seventy-five percent (75%) of eligible votes are required to remove a Director. Upon receipt of such requisition, the Chair shall call a Special Meeting within 30 days.

6.8 Remuneration of Directors

No Director shall receive any remuneration from PAA for services rendered as a Director. Directors may be reimbursed for reasonable expenses incurred in the performance of their Director duties, if and only to the extent the same are approved in advance in writing by the Board.

6.9 Employees Exempt

Notwithstanding anything to the contrary elsewhere in these Bylaws expressed or implied, no employee of PAA or person engaged under a contract of service to PAA shall be a Director of the Board.

7 - RESPONSIBILITIES OF THE BOARD

7.1 Management of Affairs

The Board shall manage the business and affairs of PAA and may exercise all such powers of PAA and do, on behalf of PAA, all such acts as may be done and exercised by PAA. This includes, but is not limited to, developing and reviewing the Strategic Plan of PAA, providing direction and leadership to PAA in pursuing its Objects, establishing Policy Statements and Rules and Regulations, working on a collaborative basis with other agencies and institutions for purposes of furthering the Objects of PAA, monitoring the use of funds and budget, monitoring goal achievement, and other such items.

7.2 Administration

The Board shall supervise the affairs and establish the Rules and Regulations (in addition to any Rules and Regulations established by PAA) and make or cause to be made for PAA, in its name, any kind of contract which PAA may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other acts and things as PAA is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing but subject to the requirements set out in these By-laws, the Societies Act and applicable law, the Board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, building and any other property,

movable or immovable, real or personal, or any right or interest therein owned by PAA for such consideration and upon such terms and conditions as it may deem advisable.

7.3 Ratification

All acts done by any meeting of the Board or by a committee of the Board, or by any persons acting as Directors, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been fully appointed and was qualified to be a Director.

7.4 Conflict of Interest

A Director who has, or might be reasonably perceived to have, a conflict of interest with respect to the affairs of PAA, has a duty to declare the interest to the Chair or Vice Chair of the Board upon nomination to the Board. If a Director, while serving on the Board realizes or becomes aware that a certain issue results, or has the potential to result, in a conflict of interest, he or she shall promptly disclose to the Chair or Vice Chair of the Board the nature and extent of such actual or potential conflict. In both cases, the disclosure shall be recorded in the minutes of the meeting, giving notice of the conflict and a general description of the nature and extent of the conflict. A Director with a conflict of interest shall abstain from voting on the particular matter giving rise to the conflict, but may participate in the discussion at the request of the Board or committee. The Chair of the Board shall provide and update to the Board at each meeting on all outstanding conflict of interests. To the extent a Director enters into an agreement, understanding or commitment with PAA in relation to the subject matter set out in this Section 7.4 and there is a conflict between the terms of such agreement, understanding or commitment and the terms set out in this Section 7.4, the Chair of the Board shall determine with terms prevail.

8 - OFFICERS OF THE BOARD

8.1 Appointment of Officers

- a) The offices of the Board shall be the Chair, the Vice-Chair, Treasurer, Corporate Secretary and other offices as may be chosen by the Board from among its members at the first Board meeting following the Annual General Meeting; and
- b) In the event of the withdrawal or disqualification of any of the offices of the Board, the remaining Directors of the Board shall have the authority to appoint a substitute from among the then existing Directors.

8.2 Duties of the Chair

The Chair shall preside at all business meetings of the Board and at the Annual General Meeting (AGM); shall appoint all chairpersons of committees; shall be an ex-officio member without vote of all committees; and shall perform all other duties usually pertaining to this office.

8.3 Duties of the Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the event that the Chair is unable to act, and such other duties as are delegated from time to time by the Chair or the Board.

8.4 Duties of the Treasurer

The Treasurer shall be responsible for all monies of PAA and all proper disbursements, and ensure an accurate accounting is kept of all receipts and disbursements. The Treasurer shall give a monthly financial report to the Board unless the Board directs otherwise, and shall present a financial review of the annual financial statements as delivered by a Chartered Professional Accountant, for the preceding fiscal year, at each Annual General Meeting (AGM).

8.5 Other Offices

The duties of all other offices of the Board shall be such as the terms of their engagement call for or the Board requires of them.

8.6 Removal of Office

- a) Any Director may at any time withdraw his or her office on the Board by written notice to the Chair to that effect, which shall be effective as of the date the Chair receives the same;
- b) A Director shall cease to be an officer at the time he or she ceased to be a Director; and
- c) Directors holding an office on the Board shall be subject to removal of such office by the Board at any time upon a majority vote of the Board.

9 – COMMITTEES

9.1 Other Committees

The Board may from time to time, by resolution, establish other standing and special committees for such purposes as it deems appropriate. The Board is empowered to, by resolution, dissolve any and all standing and special committees. Committees of the Board shall present reports in writing to the

Board and when appropriate, to the membership at the time and in the manner described for notification of the Annual General Meeting (AGM).

10 – MINUTES, BOOKS AND RECORDS

10.1 Fiscal Year

The fiscal year of PAA shall run from January 1 of a calendar year to December 31 of the same calendar year.

10.2 Audit

The books and accounts of PAA shall be audited each year by a duly qualified Chartered Professional Accountant as approved in the preceding Annual General Meeting (AGM). A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s), or the Treasurer of the Board as contemplated in Section 8.4, at each Annual General Meeting (AGM).

10.3 Banking Arrangement

PAA shall deal with whichever banks, trust companies or other organizations the Board may, by resolution, determine. The Board shall, by resolution, designate those officers and other persons authorized to transact the banking business, or any part thereof, of PAA with the banks, trust companies, or other organizations carrying on a banking business that the Board has designated as PAA bankers. Any two of those officers of PAA, Directors or other persons so designated shall have the authority set out in the resolution including, unless otherwise restricted, the power to:

- a) Manage and operate PAA accounts with the banks, trust companies and other organizations;
- b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange or orders for the payment of money of PAA;
- c) Issue receipts for and orders relating to any property of PAA;
- d) Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e) Authorize any officer of the banks, trust companies and other organizations to do any act or thing on behalf of PAA to facilitate its banking business.

10.4 Preparing and Maintaining Minutes

The “corporate secretary” designated by the Board, and failing such designation, the Chair, shall prepare and maintain or cause to be prepared and maintained minutes for all meetings of PAA and meetings of the Directors.

10.5 Maintaining Books and Records

The Directors shall make reasonable inquiries and use reasonable efforts to help ensure that all necessary accounts, books and records of PAA required by the Bylaws or by any applicable statute or law are kept.

The Chief Executive Officer (CEO), or some other officer designated by the Board with that duty, shall have sufficient knowledge of:

- a) The accounts, books and records of PAA;
- b) All sums of money received and expended by PAA and the matters in respect of which the receipt or expenditure takes place;
- c) The assets and liabilities of PAA; and
- d) All other transactions affecting the financial position of PAA.

The Chief Executive Officer (CEO) or some other officer designated by the Board with that duty shall keep or cause to be kept a book or books wherein shall be kept properly recorded:

- a) A copy of the Objects and Bylaws of PAA and any special resolution altering or adding to the same; and
- b) Copies or originals of all documents, minutes of meetings, registers and resolutions as required by law, including a register of members of PAA and a register of Directors and officers of PAA.

10.6 Location of Books and Records

The accounts, books and records of PAA shall be kept at the Head Office or Registered Office of PAA or at such place or places in Alberta as the Directors determine from time to time.

11 – INSPECTION OF BOOKS AND RECORDS

11.1 Inspection by Members

The Directors 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, books and records of PAA or any of them shall be open to the inspection of Members not being Directors, and no Member, not being a Director, shall have any right of inspecting any account, book, record or document of PAA except as conferred by applicable law or authorized by the Directors or by resolution of the Members at a Special Meeting, whether previous notice thereof has been given or not.

11.2 Inspection by Directors

Directors shall at all times have access to such accounts, books and records of PAA.

12 - BORROWING

12.1 Borrowing Powers

For the purpose of carrying out its Objects, PAA may borrow or raise or secure the payment of money in the manner it determines, and in particular by the issue of debentures.

12.2 Sanction to Issue Debentures

The power of PAA shall be exercised only under the authority of the Bylaws of PAA and in no case shall debentures be issued without the sanction of a Special Resolution.

12.3 Fundraising

The Board shall take such steps as they may deem requisite to enable PAA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects of PAA.

12.4 Agents

The Board may appoint such agents as it shall deem necessary from time to time and their duties as shall be prescribed by the Board at the time of such appointment. The remuneration of all agents, subject to the other provisions of this Bylaw, shall be determined by the Board by resolution.

13 – BYLAWS

13.1 Amendment to Bylaws

The Bylaws may be rescinded, altered or added to by a special resolution passed by a majority of not less than three-fourths (3/4) of such Members as are present in person or proxy and entitled to vote, at a Special Meeting of which one (1) month's notice specifying the intention to propose the resolution as a special resolution has been duly given.

14 – BRANCHES OF PAA

14.1 Branch Associations

The Directors of PAA may from time to time, by resolution, establish Branches. Three (3) or more Members in good standing, all residing in the same geographical area of Alberta, may comprise a Branch to better carry out the purposes of PAA.

14.2 Responsibilities of Branches

The Branches shall abide by the Rules or Regulations and Bylaws and the Board.

14.3 Powers of Branches

The Board shall prescribe the powers, authorities, rights and responsibilities of the Branches of PAA in accordance with Rule or Regulations and the Bylaws and the requirements of the Societies Act.

15 – CUSTODY AND USE OF SEAL

15.1 Use of Seal

The seal of PAA, whenever used, shall be authenticated by the signature of any two (2) officers of PAA. The seal shall be kept at the Registered Office.

16 – INDEMNITY

16.1 Personal Indemnity

Subject to the limitations contained in the Societies Act, every Director, every officer and every volunteer member of a committee who has undertaken or is about to undertake any liability on behalf of PAA and their heirs, executors, administrators and other legal personal representatives (collectively, the “**Indemnified Party**”) shall be indemnified and saved harmless by PAA from and against:

- a) Any liability and all costs, charges and expenses that such Indemnified Party sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for, or in respect of anything done or permitted by him or her in respect of the execution of duties of a Director, officer or otherwise on behalf of PAA and all other costs, charges and expenses that are sustained or incurred in respect thereof, except to the extent such liability, cost, charge or expense relates to the failure of the Indemnified Party to act honestly and in good faith with a view to the best interest of PAA; and
- b) PAA shall purchase and maintain a policy of Directors and Officers Liability Insurance or such other insurance, on such terms and the Board determines is reasonable and satisfactory, to attempt to satisfy the indemnifications as set out in Section 16.1(a).

17 - REPEAL AND ENACTMENT

17.1 Effective Bylaws

These Bylaws, having been approved by a special resolution of PAA, shall be effective upon the same having been registered under the Societies Act and thereupon all previous Bylaws shall be repealed.

18 - PARLIAMENTARY AUTHORITY

18.1 Rules

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern PAA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any Rules or Regulations that PAA may adopt.

19 - WINDING UP CLAUSE

19.1 Distribution of Assets

In the event of dissolution or winding up of the PAA, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized Parkinson disease charitable organizations in Canada, as selected by the Board.