

BYLAWS of Recycling Council of Alberta

ARTICLE 1: NAME AND DEFINITIONS

- 1.1 **Name:** The name of the society is the **Recycling Council of Alberta** (the "Society").
- 1.2 **Definitions:**
- "Act" refers to the **Societies Act (Alberta)**.
 - "AGM" refers to the Annual Meeting of the Members.
 - "Board" refers to the Board of Directors of the Society.
 - "Director" means a member of the Board of Directors.
 - "Member" means a member of the Society as defined in these bylaws.

ARTICLE 2: MEMBERSHIP

- 2.1 **Eligibility:** Membership in the Society is open to individuals and organizations who support the mission and objectives of the Society.
- 2.2 **Application:** Members will be accepted upon application and payment made of the applicable membership fee in accordance with the membership policy. The term of membership shall be twelve (12) months from date of joining.
- 2.3 **Rights and Responsibilities:** Members may attend meetings, vote, and participate in committees per the committee policy. They must adhere to the bylaws and policies of the Society as they may be amended from time to time.
- 2.4 **Expulsion and Resignation:** Membership may be expelled (terminate) by voluntary resignation in writing or by resolution of the Board. The death, bankruptcy, or incapacity of a member terminates membership.

ARTICLE 3: MEETINGS OF MEMBERS

- 3.1 **Annual Meeting (AGM):**
- 3.1.1. The Society shall hold an AGM once per calendar year, within 15 months of the last AGM.
- 3.1.2. The purpose of the AGM is to receive reports, approve financial statements, elect directors, and conduct other necessary business.

3.2 General or Special Meetings:

3.2.1. General Meetings of the Members may be called at any time by the Board.

3.2.2. Special Meetings may be called by the Board or by written request of at least 10% of the Members.

3.3 Notice: At least 21 days notice shall be given to all Members of any General or Special Meeting.

3.4 Quorum: A quorum for General or Special Meetings shall be 10% of Members or 20 Members, whichever is greater.

3.5 Voting: Each Member shall have one vote at any General or Special Meeting. Proxy voting is permitted only if authorized by the Board.

3.6 Voting method: Members will vote by show of hands, secret ballot, electronically, or in a manner approved by the Board and communicated to Members.

ARTICLE 4: BOARD OF DIRECTORS

4.1 Composition:

- The Board shall consist of a maximum of **nine (9) Directors**, and a minimum of **seven (7) Directors** of which:
 - **Up to five (5)** shall be presented by a nominating committee and elected by Members at the AGM.
 - **Up to four (4)** shall be **elected** by the Members at the AGM.
- A **majority** must reside in Alberta.

4.2 Eligibility: Only Members are eligible to be a Director. For clarity, a Director can be an individual member, or a current employee of a Member. All Directors must be individuals over 18 years of age.

4.3 Terms:

4.3.1. Directors shall serve staggered terms of **3 years** to ensure continuity.

4.3.2. No Director may serve more than **6 consecutive years** without a 1-year break.

4.3.3. Directors may be removed as Directors and as Officers by majority vote of the Board.

4.4 Vacancies:

4.4.1. In the event of a Director position vacancy, the Board may appoint a replacement to serve until the next AGM.

4.5 Powers and Duties:

4.5.1. The Board governs the affairs of the Society and exercises all powers not required by the Act or these bylaws to be exercised by the Members.

4.6 Quorum: A quorum for Board meetings is a majority of Directors present. **A majority is defined as 50% + 1.**

4.7 Meetings:

4.7.1. The Board will meet at least four times per fiscal year.

4.7.2. Meetings may be held in person or electronically at the discretion of the Board.

4.7.3. Extra Board meetings may be called by the Chair or upon the request of at least four (4) Directors.

4.7.4. At least 7 days notice must be given, unless all Directors waive notice.

4.8 Decision-Making:

4.8.1. Decisions are made by a majority vote.

4.8.2. The chair of the meeting only votes in case of a tie.

ARTICLE 5: OFFICERS

5.1 Officers: The Board shall elect the following Officers from among the Directors:

- Chair / President
- Vice-Chair / Vice-President
- Secretary
- Treasurer

5.2 Terms and Duties and Powers:

5.2.1. Officers serve 1-year renewable terms.

5.2.2. The Chair / President shall chair the meetings.

5.2.3. The Vice-Chair shall act on behalf of the Chair in their absence.

5.2.4. The Secretary will prepare and keep the minutes of society meetings.

5.2.5. The Treasurer will keep the financial books and other records of the society.

5.2.6. Other duties and powers of Officers and Directors are as assigned in the Society's governance policies or as directed by a majority of the Board.

5.2.7. An Officer may not hold more than one office at a time.

ARTICLE 6: COMMITTEES

6.1 **Standing Committees:** The Society shall have the following standing committees:

- Executive Committee
- Finance and Audit Committee
- Governance Committee

6.2 **Appointment and Authority:**

6.2.1. Standing Committee members are Directors, and are appointed by the Board.

6.2.2. Standing Committees report to the Board and have authority as delegated by the Board.

6.3 **Ad Hoc Committees:**

6.3.1. The Board may establish ad hoc committees as needed. Ad Hoc committee members may be Members, Directors, or others as appointed by the Board.

ARTICLE 7: FINANCIAL MATTERS

7.1 **Fiscal Year:** The fiscal year of the Society ends on March 31.

7.2 **Auditor/Financial Review:**

7.2.1. A qualified person or firm, appointed by the Board, shall conduct an annual financial review or audit, as determined by the Board or required by law.

7.2.2. The Board may at any time require that the books and records of the Society be audited.

7.3 **Signing Authority:**

7.3.1. Signing officers for banking and contracts shall be designated by Board resolution.

7.4 **Remuneration:**

7.4.1. Directors, Officers, and Members shall not receive remuneration for their roles but may be reimbursed for reasonable expenses per the Society's governance policies.

7.5 **Borrowing Powers:**

7.5.1. For the purpose of pursuing its objectives, the Society may borrow or raise or secure the payment of money in such manner as it sees fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society. In no case shall debentures be

issued without the sanction of a special resolution of the Society and its membership.

7.6 Inspection of Books and Records by Members:

7.6.1. The books and records of the Society may be inspected by any Member upon given reasonable notice to the Officers and arranging a time satisfactory to the Secretary and/or Treasurer. Each Member, Director and Officer shall at all times have access to such books and records.

7.6.2. The Board may at any time require that the books and records of the Society be audited.

ARTICLE 8: AMENDMENTS TO BYLAWS

8.1 These bylaws may be rescinded, altered, or amended by special resolution of the Society.

8.1.1. A special resolution means:

- (i) a resolution passed
 - (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.

ARTICLE 9: DISSOLUTION

9.1 In the event of dissolution or windup of its affairs, the Board shall ensure that the following procedures are carried out:

9.1.1. All liabilities are paid.

9.1.2. Any gaming proceeds remaining shall be distributed to eligible charitable organizations approved by the Board as per Alberta Gaming, Liquor & Cannabis regulations.

9.1.3. Any property remaining shall be paid or transferred to a qualified donee in Canada within the meaning of subsection 248(1) of the Income Tax Act

(Canada), R.S.C. 1985, c.1 (5th Supp.), as amended from time to time, as determined by the Members.

ARTICLE 10: GENERAL PROVISIONS

10.1 The Society shall comply with all applicable legislation including the **Alberta Societies Act**.

10.2 The Board may adopt policies and procedures consistent with these bylaws to govern the Society.

CERTIFICATION

We certify that these bylaws were approved by special resolution of the Members of the Society on the 22 day of October , 2025 .

Signed: Chair + Officer



Shawn Samborsky, Officer



Andre Joseph, Officer