

SPECIAL RESOLUTION OF ALL THE MEMBERS OF THE
ALANO CLUB (EDMONTON 1969) (the "CLUB")
made and passed pursuant to Section 15
of the Alberta *Societies Act* (the "Act")
as of the 18th day of May, 2022.

WHEREAS the Club was incorporated under the *Societies Act, RSA 2000, c S-14* ("Act"), by a Certificate of Incorporation dated January 30, 1970;

AND WHEREAS it is considered in to be in the best interest of the Club to amends its Bylaws.

NOW THEREFORE BE IT RESOLVED as a Special Resolution of the Members of the Club that:

1. Section 2.08 is hereby added to the Bylaws, and shall read:

2.08 Notwithstanding the membership requirements contained herein, the Club premises shall be available for rent by other organizations offering 12 step fellowship meetings, recovery meetings, and similar meetings.

2. Section 3.02 of the Bylaws is hereby removed and replaced with the following:

3.02 The meetings of the Members of the Society shall be held in November of each year, in any one or more of three formats:

- (a) In-person at the club premises in the City of Edmonton in the Province of Alberta;
- (b) By electronic means, as defined in the *Societies Act, RSA 2000, c S-14*, or any successor legislation; or,
- (c) By a combination of in-person and electronic means, whereby Members will have a choice of either attending the club premises, or joining the meeting by electronic means.

3. Section 3.09 of the Bylaws is hereby removed and replaced with the following:

3.09 A notice of meeting of the Members shall be sent by electronic means in accordance with section 25.2 of the *Societies Act, RSA 2000, c S-14*, or by ordinary mail, postage prepaid, to the address of the Member shown on his application for membership. It is the duty of the Member to keep the Club Manager informed of any change of address (either postal or e-mail). In the event of a postal strike or disruption of mail services, the Board may notify the Members of the proposed meeting by telephone or electronic means, and if satisfied that at least seventy-five percent (75%) of the Members have been notified, and providing that a quorum is present at the start of the meeting, the Chair may declare that the meeting is properly convened. Failure of any Member to receive notice of the meeting shall not invalidate the proceedings taken at that meeting.

4. Section 4.03 of the Bylaws is hereby amended by deleting the last sentence. The new section shall read:

4.03 At the first Annual Meeting of the Society following the adoption of these bylaws, one-half (1/2) of the Directors shall be elected for a two (2) year term and one-half for a one (1) year term. Thereafter, the term of a Director shall be for two (2) years and one-half (1/2) of the Directors shall retire or stand for re-election at each Annual Meeting.

5. Section 5.04 of the Bylaws is hereby amended by providing the Board of Directors with discretion as to whether or not to form a committee of Trustees. The new Section shall read:

5.04 The Board of Directors may choose to establish a Committee of Trustees. If a Committee of Trustees is formed, then it shall consist of not less than three (3) persons and not more than five (5) persons. The first Committee of Trustees shall be nominated by the Board of Directors and approved by a majority of the membership present at a Special Meeting. Subsequently Trustees shall be nominated by the Board of Directors and approved by a majority of the membership present at an Annual Meeting. Trustees shall be past full-time Members of the Board who have at least five (5) years of continuous sobriety.

6. Section 10.03 of the Bylaws is hereby amended by permitting the books and records of the Club to be open for inspection during posted office hours. The new Section shall read:

10.03 The books and records of the Society shall be open for inspection by the Members during posted office hours.

7. The Directors of the Club are hereby authorized to file this Special Resolution and the updated Bylaws, attached hereto and marked Exhibit "B," with Alberta Corporate Registry.

THE FORGOING SPECIAL RESOLUTION was passed by the vote of not less than 75% of those members who attended the Special Meeting of the Club Members held on the 18th day of May, 2022, of which not less than 21 days' notice specifying the intention to propose the resolution had been duly given.

Dated this 18th day of May, 2022.

Chair

Secretary

Name:

Name: