

INCORPORATE SOCIETY - Registration Statement

Alberta Registration Date: 2008/03/17

Corporate Access Number: 5013735617

Service Request Number: 11424500
Society Name Type: Named Society Name
Society Name: CALGARY CLAY ARTS ASSOCIATION

REGISTERED ADDRESS

Street: 331 OAKRIDGE PLACE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2V 3N3

RECORDS ADDRESS

Street: 331 OAKRIDGE PLACE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2V 3N3

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Fiscal Year End: 12/31
CAN of Entity Providing Undertaking:
Undertaking Date:

Future Dating Required:
Registration Date: 2008/03/17

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
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Notice of Address	10000907103412112	2008/03/17
Nuans	10000507103412114	2008/03/17
Application	10000107103412111	2008/03/17
Bylaws	10000707103412113	2008/03/17

**Registration Authorized By: MYRNA CAMPBELL
PRESIDENT**

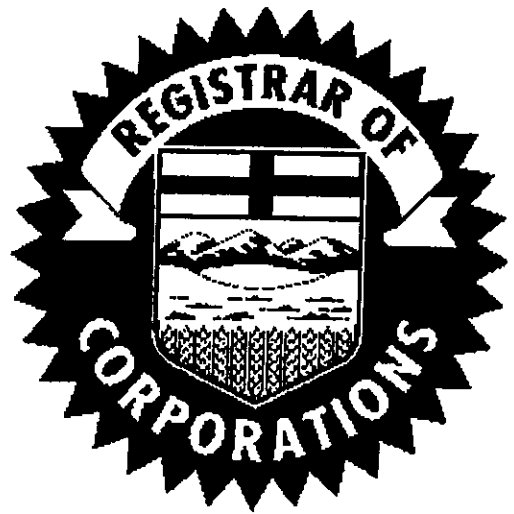
CORPORATE ACCESS NUMBER: 5013735617

Alberta

SOCIETIES ACT

**CERTIFICATE
OF
INCORPORATION**

**CALGARY CLAY ARTS ASSOCIATION
WAS INCORPORATED IN ALBERTA ON 2008/03/17.**



RECEIVED
DR
FEB - 4 2008
Corporate Registry

**Notice of Address or Notice of
Change of Address**

Business Corporations Act
Section 20

1. Name of Corporation Calgary Clay Arts Association	2. Corporate Access Number
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3. **Address of Registered Office (P.O. Box number can only be used by a Society)**

Street	City / Town	Province	Postal Code
331 Oakridge Place SW	Calgary	Alberta	T2V 3N3

OR

Legal Land Description	Section	Township	Range	Meridian

4. **Records Address (P.O. Box number cannot be used)**

Street	City / Town	Province	Postal Code
331 Oakridge Place SW	Calgary	Alberta	T2V 3N3

OR

Legal Land Description	Section	Township	Range	Meridian

5. **Address for Service by Mail (if different from Item 3)**
NOTE: If this is a change, please read instructions carefully.

Post Office Box Only	City / Town	Province	Postal Code

FILED 201
MAR 17 2008
 Registrar of Corporations
 Province of Alberta

 <small>Authorized Signature (for societies and non-profit companies only)</small>	MYRNA CAMPBELL <small>Name of Person Authorizing (please print)</small>	Jan 20 / 08 <small>Date</small>
403-938-1928 <small>Telephone Number (daytime)</small>	<small>Identification (not applicable for societies and non-profit companies)</small>	PRESIDENT <small>Title (please print)</small>

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.

RECEIVED
DR
MAR 17 2008
Corporate Registry

FILED 201
MAR 17 2008
Registrar of Corporations
Province of Alberta







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

1. The name of the society is: Calgary Clay Arts Association
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:

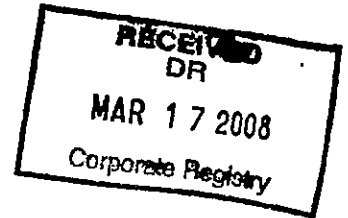
To seek, develop and maintain partnerships with external entities to help develop and promote awareness of clay arts. To encourage and support the exchange of ideas and technical information. To promote and support a broad-based membership. To educate by informing, encouraging and inspiring the membership and the public about clay arts. To foster opportunities for clay arts through good governance and fiscal responsibility.

Dated March 9, 2008

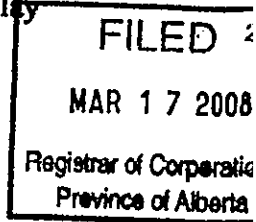
Signature:  Print Name: <u>LYRINA CAMPBELL</u>	Address: (including postal code) <u>10 ELMA ST, OKTOBS AB</u> <u>T1S 1J7</u>
Signature:  Print Name: <u>Krista Goufard</u>	Address: (including postal code) <u>427 129 Ave SE</u> <u>CALGARY, AB T2J 5H5</u>
Signature:  Print Name: <u>CONNIE COOPER</u>	Address: (including postal code) <u>1112 - 9 ST. SE</u> <u>CALGARY, AB - T2H 3B4</u>
Signature:  Print Name: <u>JOHN H. ROBERTSON</u>	Address: (including postal code) <u>331 - oakridge PL SW</u> <u>Calgary, AB T2V 3U3</u>
Signature:  Print Name: <u>GREG McPITCHIE</u>	Address: (including postal code) <u>1416 BIR SPRINGS WAY</u> <u>AIRDRIE AB T4A 1N3</u>
WITNESS Signature:  Print Name: <u>Ashley Morrow</u>	Address: (including postal code) <u>#101-126, 24th Ave SW Calgary AB T2S 0J9</u>

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**Bylaws of Calgary Clay Arts Association
(Incorporated under the Societies Act of Alberta)**



In these bylaws unless the context otherwise requires, "Society" refers to Calgary Clay Arts Association



1. OBJECTIVES

The Objectives of the Society are:

To seek, develop and maintain partnerships with external entities to help develop and promote awareness of clay arts.

To encourage and support the exchange of ideas and technical information.

To promote and support a broad-based membership.

To educate by informing, encouraging and inspiring the membership and the public about clay arts.

To foster opportunities for clay arts through good governance and fiscal responsibility.

2. GENERAL MEMBERSHIP

- 2.1 All members must be 18 years of age or older, a resident of Alberta and show an interest in promoting clay arts within the Calgary area. General members will receive notice of events. The interest of a member in the Society is not transferable.
- 2.2 General members are welcome to attend Board Meetings and participate in committees of the Society. General members are entitled to vote at the Annual General Meeting and any general meetings of the Society. They may not vote at Board Meetings.
- 2.3 Members of the Board of Directors are elected by and from the general membership.
- 2.4 No member of the Society is, in his or her individual capacity, liable for a debt or liability of the Society.
- 2.5 A person shall cease to be a member if they cease to be a resident of Alberta, or if they give written notice of their withdrawal from the society, or if they fail to pay in a timely manner any membership fees that the Society may from time to time levy. A member may be expelled from the Society upon a two-thirds vote of the Board of Directors for any cause which the Society may deem reasonable.

- 2.6 The members may set an annual fee, if any, for membership in the Society at the Annual General Meeting of each year.

3. DIRECTORS & OFFICERS

- 3.1 The affairs of the Society shall be managed by a Board of Directors (know as the Executive) each of whom at the time of his or her election and throughout his or her term of office shall be a member of the Society. The Board of Directors shall consist of at least four (4) members as follows; a President, a Vice-President, a Secretary and a Treasurer, and may include up to ten (10) Directors, but shall have not less than five (5) members.
- 3.2 Each Director or Officer shall be elected to hold office until the first Annual General Meeting after they shall have been elected or until his or her successor shall have been duly elected and qualified. The whole Board of Directors and all Officers shall be retired at each Annual General Meeting but shall be eligible for re-election if otherwise qualified.
- 3.3 The Directors and Officers of the Society shall administer the affairs of the Society in its name, any kind of contract which the Society may lawfully enter into and, save a hereafter provided, generally, may exercise all such other powers and all such other acts and things as the Society is by its bylaws or otherwise authorized to exercise and to do.
- 3.4 Failure to attend two consecutive Board Meetings by a Director or Officer may cause a review of participation on the Board and may result in expulsion from the Board. The Director or Officer may be expelled by a two-thirds vote of the Board.
- 3.5 Conduct by a Director or an Officer that in the view of the members or the Board adversely affects the Society, may cause a review of participation on the Board and membership in the Society and may result in expulsion from the Board and or the Society. Such Director or Officer may be removed from the Board and or the Society by a two-thirds vote of the members in attendance at a meeting convened for such purpose in accordance with Article 15.2.

4. REMUNERATION

- 4.1 Unless authorized at any meeting and after notice has been given, no member, Director or Officer of the Society shall receive any remuneration for services performed or offices held.

5. DUTIES OF PRESIDENT AND VICE-PRESIDENT

- 5.1 The President shall, when present, preside at all meetings of the members of the Society and the Board of Directors. The President shall also be charged with the

general management and supervision of the affairs and operations of the Society. The President with the Secretary or other Officer appointed by the Board for the purpose shall sign all resolutions.

- 5.2 During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President, and if the Vice-President should also be absent or unable to act, any other such Director as the Board may from time to time appoint for the purpose of exercising any such duty or power.
- 5.3 At the end of their term of office, the President may remain as a member of the Board of Directors in the capacity of Past President to provide continuity and advice to the Board of Directors.

6. DUTIES OF THE VICE-PRESIDENT

- 6.1 The Vice-President shall assume the duties of the President in the absence or inability of the latter.

7. DUTIES OF THE TREASURER

- 7.1 The Treasurer shall keep full and accurate accounts of all disbursements of the Society in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors.
- 7.2 The Treasurer shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings required, an account of all transactions as Treasurer, and of the financial position of the Society.
- 7.3 The Treasurer will ensure that two of three signatures endorse each cheque or financial commitment and that no two persons residing in the same household shall together have the authority to endorse cheques or other financial instruments.
- 7.4 All expenditures must be approved at a Board Meeting prior to committing to the expenditures; the Treasurer only has purchasing power when the Board of Directors authorizes the expenditures.
- 7.5 The Treasurer shall make all books and records available to be inspected by any member of the Society providing that reasonable notice has been given and that a time satisfactory to the Treasurer has been arranged.
- 7.6 The Treasurer will present an audited financial statement indicating the year's debits and credits at each Annual General Meeting. The Treasurer will keep an

account of any financial commitments made in one fiscal year to be honoured in the following year, and will be indicated on the year-end financial statements.

- 7.7 He or she shall also perform such other duties as may from time to time be determined by the Board of Directors.

8. DUTIES OF THE SECRETARY

- 8.1 The Secretary shall be clerk of the Board of Directors and Society. He or she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose.
- 8.2 He or she shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Society.
- 8.3 The Secretary shall keep or cause to be kept a book or books wherein shall be kept properly recorded:
- a) a copy of the objectives of the Society and any special resolutions altering or adding to the same, and a copy of the Bylaws of the Society and any resolutions altering or adding thereto;
 - b) copies or originals of all documents, registers and resolutions as required by law.
- 8.4 He or she shall perform such other duties as may from time to time be determined by the Board of Directors.

9. QUALIFICATIONS OF DIRECTORS

- 9.1 The qualifications for a Director shall be coincident with the qualifications for membership in the Society.
- 9.2 A Director shall cease to be a Director at the time they cease to be a member of the Society.

10. VACANCIES – BOARD OF DIRECTORS

- 10.1 Vacancies on the Board of Directors, however caused, shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing year are elected, but if there is not another quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

11. LIABILITY OF DIRECTORS

- 11.1 Every Director of the Society shall be deemed to have assumed office on the understanding and agreement and condition that every Director of the Society and his heirs, executors, and administrators and estates and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter of thing whatsoever made, done or permitted by him or her or any other Director or Directors in or about the execution of the duties of his or her or their office, and also from and against all other costs, charges and expenses which incur in or about, or in relation to the Director's affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

12. COMMITTEES

- 12.1 The Board of Directors shall create committees as required. Members of the Board shall chair all Committees. The Chair of all committees will be a Director of the Society. Board members may be Chair of more than one committee.
- 12.2 The President will be an ex officio member on all committees.
- 12.3 General membership may volunteer to sit on any committee.
- 12.4 Standing committees may include but not be restriction to: membership, volunteer coordination, community outreach, fund-raising, education, workshops, events, marketing, web development, newsletter.

13. OFFICERS AND EMPLOYEES

- 13.1 The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objectives of the Society and such other officers, agents and employees shall have authority and shall perform such duties as may from time to time be prescribed by the Board.

14. ANNUAL GENERAL MEETING

- 14.1 The Annual General Meeting of the Society shall be held within sixty (60) days of December 31 at a place within the region of Calgary to be determined by the members.
- 14.2 At least seven (7) days notice in writing or by telephone of such meeting shall be given to each member.
- 14.3 The Board of Directors will be elected at this meeting.

15. GENERAL MEETINGS

- 15.1 The Society shall have general meetings, the time and place to be determined by the Calgary Clay Arts Association. Other meetings of the members, whether general or special, may be convened by order of the Directors at such time and at such place as the Directors may decide.
- 15.2 Members will be notified of all general or special meetings either by telephone or in writing to their last know address or to their last known email address, with at least seven (7) days notice of any such meetings.

16. BOARD MEETING

- 16.1 Board meetings are to be held as often as needed, but at least once every three (3) months.
- 16.2 Meetings may be called at any time upon the instructions of the President with at least three (3) days notice given to the Directors.

17. ERROR OR OMISSION IN NOTICE

- 17.1 No error or omission in giving notice of any general meeting, special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings undertaken thereat and any members may at any time waive notice of any such meeting except in the case of passing a special resolution and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 17.2 For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be his last address recorded on the books of the Society.

18. QUORUM

- 18.1 A quorum for the transaction of business at any general or special meeting shall consist of one more than 50% of the members, including two (2) Board members.
- 18.2 A quorum at a Board Meeting shall consist of one more than 50% of the total Board.

19. VOTING

- 19.1 Votes of members must be given personally. At any general meeting or special meeting of the Society any member represented in person shall have one (1) vote.
- 19.2 In the event of a tie the President or his/her designate shall have a deciding vote.

20. GOVERNANCE

- 20.1 All meetings shall be conducted in accordance with Roberts Rules of Order.

21. BUDGET

- 21.1 The Directors shall prepare a budget in writing to be approved by the Society members at a general meeting.
- 21.2 The Board of Directors may amend the budget as required throughout the year.

22. SEAL ADOPTED

- 22.1 The Board of Directors may adopt a seal, which shall be the common seal of the Society. The common seal of the Society shall be under the control of the Directors and the Directors shall determine the responsibility for the use from time to time.

23. AUDIT OF ACCOUNTS

- 23.1 The Society's accounts shall be audited on an annual basis, such audit to occur no more than two (2) months after the end of the Fiscal Year of the Society.

24. APPOINTMENT OF AUDITORS

- 24.1 The Board of Directors must appoint an auditor or auditors to hold office for such period as the Directors may determine. The auditor(s) may be either a professional accountant or any two (2) members of the Society, other than the Board of Directors, to be appointed at a General Meeting of the Society.

25. RIGHTS AND DUTIES OF AUDITORS

- 25.1 The auditors shall make a report to the members and Directors on the accounts examined by them and on every balance sheet and statement of revenue and expenditure laid before the Society at any Annual General Meeting during their tenure of office, and the report shall state:
- (a) whether or not they have obtained all the information and explanations they have required, and
 - (b) whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and explanations given to them, and as shown by the books of the Society.

- 25.2 Every auditor of the Society shall have a right of access at all times to all records, documents, books and accounts and vouchers of the Society, and is entitled to require from the Directors and Officers of the Society such information and explanation as may be necessary for the performance of the duties of auditor. The Auditors of the Society are entitled to attend any meeting of members of the Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.
- 25.3 The rights and entitles of an auditor of the Society shall extend back to the date up to which the last audit of the Society's books, accounts and vouchers was made, or where no audit has been made, to the date on which the Society was incorporated.

26. INSPECTION OF ACCOUNTS AND RECORDS

- 26.1 Members of the Society are entitled to inspect the accounts and records of the Society at any time by notifying the Secretary, Treasurer or other Board member that they wish to do so. The records may be provided to the members at any general meeting, Annual General Meeting or at any special meeting convened by the Board for such purpose.

27. BORROWING

- 27.1 The Directors may from time to time borrow money on the credit of the society; and charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other obligations or liability of the Society; provided that debentures shall not be issued without the sanction of any special resolution of the Society.
- 27.2 From time to time the Directors may authorize any Director, Officer or Employee of the Society or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Society as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

28. ALTERING BYLAWS

- 28.1 The Bylaws of the Society can only be changed by special resolution of the members with not less than 21 days notice to do so.

28.2 For all purposes of the Society, "special resolution" shall mean a resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which twenty-one (21) days notice specifying the intention to propose the resolution has been given.

29. FISCAL YEAR

29.1 The fiscal year of the Society shall terminate December 31st each year. The financial statements of the Society's affairs for presentation to the members at the Annual General Meeting shall be made up to that date.

30. DISTRIBUTING ASSETS AND DISSOLVING THE CALGARY CLAY ARTS ASSOCIATION

30.1 In the event of the dissolution of the Society, any funds or assets remaining after paying all debts are to be paid to a registered and incorporated organization to be selected by a Special Resolution of the members.

30.2 No member of the Society is entitled to receive any assets of the Society under such a resolution.

Dated this 9th day of March, 2008.

- | Name | Address | Phone No. |
|---------------|---------------------------------------|----------------|
| 1. [Redacted] | MYRNA CAMPBELL DELTA ST. OKOTOKS | 403-938-1928 |
| 2. [Redacted] | 427 129 Ave SE, Calgary | 403-271-0337 |
| 3. [Redacted] | 1112-9 ST-SE Calgary, AB. | (403) 265-5352 |
| 4. [Redacted] | 331-0akridge Pl. SW CALGARY, AB | (403) 251-2134 |
| 5. [Redacted] | 1416 B16 SPRINGS WAY AIRDRIVE T4A-1N1 | 948-4080 |

Witness to the above signatures

Name	Address	Phone No.
Ashley Morrow	#101-126, 24th Ave SW	(403) 826-7030
Signature [Redacted]	Calgary, AB. T2S0J9.	