

BY-LAWS OF THE BANFF COMMUNITY FOUNDATION INTERPRETATION

The headings used throughout these By-Laws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of these By-Laws nor to be deemed in any way to qualify, modify or explain the effect of any such provisions or terms.

NAME

1. This society shall be known as "The Banff Community Foundation".

PREAMBLE

2. The Banff Community Foundation will serve the communities within Banff National Park.

DEFINITIONS

3. Unless the context otherwise requires, in these by-laws,
 - A. "**Banff National Park**" shall mean the Town and the boundaries of Banff National Park, as defined in the National Parks Act, as may be changed, altered, revised or re-surveyed from time to time;
 - B. "**Board**" means the Board of Directors of the Foundation;
 - C. "**Bow Valley**" means the Towns of Banff and Canmore, the Village of Lake Louise, Hamlet of Harvie Heights and all other residential communities in Banff National Park;
 - D. "**By-Laws**" means these By-Laws of the Foundation and any amendments thereto adopted in accordance with Paragraph 60 and the *Societies Act*
 - E. "**Committee of Nominators**" shall mean and include a minimum of seven (7) of the following individuals:
 1. Mayor of Banff
 2. President of Rotary of Banff
 3. President of Banff Soroptimists
 4. Chief Operating Officer of the Banff Centre
 5. Banff RCMP Detachment
 6. Director of Whyte Museum
 7. Banff National Park Superintendent

8. President of Friends of Banff
9. President of Medical Staff, Banff Mineral Springs Hospital
10. Principal of Banff Elementary School
11. Principal of Banff Community High School
12. Chairperson of the Small Business Association of Banff
13. Board President Banff YWCA
14. President Hospital Auxiliary of Banff Mineral Springs Hospital
15. President Banff Seniors Society
16. One member of the Ministerial Association of Banff
17. President of the Banff Seniors Society
18. Member of Lake Louise Advisory Committee

- F. **"Conflict of Interest"** shall mean and include
- a. a situation where a member (including the spouse or a corporation of which the Member or his/her spouse is a shareholder, partner or owner) has a pecuniary interest in a matter before the Board and has failed to adequately disclose that interest, and;
 - b. a situation where a Member has a contract with the Foundation for the supply or sale of goods or services and has failed to adequately disclose that interest in a contract.
- G. **"Executive Director"** means the Executive Director appointed by the Board and employed by the Foundation
- H. **"Foundation"** means the Society formed under the name "The Banff Community Foundation" and includes any successor name adopted by the Members in accordance with the *Societies Act*
- I. **"Members"** means Members of the Foundation entitled to vote at the meetings of the Members
- J. **"Qualified Donee"** means qualified donee as defined in the *Income Tax Act (Canada)* as amended from time to time hereafter;
- K. **"Societies Act"** means the *Societies Act (Alberta)*, as such may be amended from time to time and includes any successor legislation thereto;
- L. **"Town"** means the Town of Banff;

MEMBERS

4. The membership of the Foundation shall consist of a minimum of seven (7) voting members and a maximum of nine (9) Members, with each Member appointed by the Committee of Nominators as herein provided.
5. The Mayor of the Town shall fix a date once a year for a meeting of the Committee of Nominators. Any additional meeting of the Committee of Nominators can take place at the request of the Board of Directors.
 - (a) Seven (7) individuals of the Committee of Nominators present at a meeting shall constitute a quorum for the Committee of Nominators and any meeting of the Committee of Nominators shall only deal with the question of the nomination and appointment of Members of the Foundation which question shall be decided by a majority of votes
 - (b) Each individual comprising the Committee of Nominators shall have only one (1) vote on the nomination and appointment of a person to fill a vacancy in the membership of the Foundation
 - (c) The Committee shall nominate and appoint Members of the Foundation for a term of three (3) years
 - (d) A person cannot be a Member of the Foundation for more than two (2) consecutive terms. A person can be re-appointed a Member after serving for two (2) consecutive terms but only after taking at least a one (1) year absence from membership in the Foundation
 - (e) The Committee of Nominators shall nominate and appoint such Members as are required to fill any vacancies in the membership of the Foundation including those created by a Member ceasing to be a Member prior to the expiration of that Member's term and those created when a Member's terms are expiring
 - (f) The persons appointed to membership in the Foundation shall be selected from the individuals who, in the opinion of the Committee of Nominators:
 1. have evidenced an interest in the welfare and well-being of the residents, and their unique culture, of the Town, Bow Valley and Banff National Park
 2. if having served two (2) consecutive terms as a Member of the Foundation, have taken at least a one (1) year absence from being a Member of the Foundation
 - (g) No Member may transfer membership to another person

- (h) A Member may resign from membership in the Foundation upon giving written notice to the Foundation of his or her intention to do so, and such resignation shall take effect immediately upon receipt of such notice by the Foundation
- (i) Subject to Paragraph 6(j) of these By-laws, the term of membership of any Member in the Foundation and the entitlement to hold a position as an officer or Director shall immediately terminate:
 - 1. upon death, resignation or on the date on which s/he is convicted of an offence under the Criminal Code of Canada R.S. 1985 cc C-46
 - 2. upon having served two (2) consecutive terms as a Member of the Foundation, each term comprising three (3) years;
 - 3. upon being absent from three (3) consecutive meetings of the Board without reasons satisfactory to the Board;
 - 4. By resolution of the Board when, in the sole opinion of the Board, a Member has been guilty of conduct detrimental to the interests and Objectives of the Foundation
 - 5. By resolution of the Board, when in the sole opinion of the Board, a Member is subject to any incapacity which may prevent such Member from discharging the required duties for six (6) months or more;
- (j) The termination of membership of a Member pursuant to sub-paragraph 6 (i) of these by-laws, does not take effect until the Secretary of the Foundation causes to be served on the Member a notice in writing:
 - i. stating that the Board, by resolution, has terminated the membership; and
 - ii. specifying the grounds for the termination.

HONOURARY MEMBERS

- 6. The Board may appoint one or more Honourary Member of the Foundation on such terms, and conditions as the Board, in its sole discretion, may determine, provided always Honourary Members shall not be a voting member of the Board and shall not have the legal authority to act as agent, on behalf of the Foundation.
- 7. No remuneration shall be paid to the Honourary Members of the Foundation, except for reasonable expenses incurred on behalf of the Foundation as determined by the Board.

BOARD OF DIRECTORS

- 8. At the Annual General Meeting of the Members in each year, the Directors of the

Foundation shall be nominated and appointed by a majority vote of the Members present at the meeting .

9. No person shall be elected or appointed to the Board of Directors unless he/she has been appointed to membership in the Foundation as outlined in Paragraph 5 of these By-laws.
10. A Member appointed to the Board of Directors shall hold office for a term of three (3) years. A Director may be re-elected at the expiry of his/her term but no Director may hold office for more than two (2) consecutive terms.
11. A Member may be re-elected to the Board after serving for two (2) consecutive terms but only after taking at least a one (1) year absence from the Board. Such person must be re-appointed a Member of the Foundation by the Committee of Nominators.
12. The term of a Director shall terminate immediately upon his/her term of membership being terminated.
13. Notwithstanding any provision to the contrary in these By-laws, the Board of Directors may, between Annual General Meetings, appoint one or more additional Directors to serve for a term not to exceed three (3) years provided:
 - (a) the term of any such appointed Director expires on the date of an Annual General Meeting of the Members;
 - (b) after giving effect to the appointment, the total number of Directors on the Board does not exceed nine (9);
 - (c) such appointed Director does not have to be a Member of the Foundation until reappointed at the Annual General Meeting;
14. The powers of the Foundation are vested in and shall be exercised by the Board, and without restricting the generality of the foregoing, the Board may by resolution:
 - (a) establish such committees of the Board as it deems proper to establish and include in the membership of such committees, persons who are not Members of the Foundation;
 - (b) establish, the terms of reference of all committees;
 - (c) establish policies, resolutions, rules and regulations not inconsistent with any of the provisions of these by-laws, touching or respecting any or all of the aforesaid powers of the Foundation or of the Board, and also in respect of all matters pertaining to the business, meetings and proceedings of the Foundation and the Board;
 - (d) at each Annual General Meeting appoint an auditor of the Foundation;
 - (e) approve the audited financial statements, the annual budget, and the

annual report of the Foundation; and

(f) operate one or more accounts with any bank or trust company and deposit in such accounts such funds as may be required from time to time to pay the costs of administering the affairs of the Foundation and to pay the costs from the account.

15. No remuneration shall be paid to Directors of the Foundation, except for reasonable expenses incurred on behalf of the Foundation.

OFFICERS

16. The Directors shall appoint, from time to time an executive committee from among its number which shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer and other Officers as the Board may determine.

17. The Chair shall have the powers and duties as may be determined by the Board including duties assigned by the By-laws being:

- (a) preparing the agenda for, calling and presiding at all meetings of the Members and the Board,
- (b) taking an interest in the affairs of the Foundation,
- (c) being an ex-officio member of all committees appointed by the Board,
- (d) acting as the official spokesman of the Foundation and,
- (e) having signing authority for the Foundation

18. The Vice-Chair shall act as the Chair in the absence of the Chair and when so acting will have all the power and authority of the Chair. Nothing, contained in these By-Laws shall prevent any other Officer from presiding at meetings of the Board, in the absence of the Chair and Vice-Chair.

19. The Treasurer shall have powers and duties as may be determined by the Board including duties assigned by the By-laws being:

- (a) responsible for all financial affairs of the Foundation;
- (b) ensuring that proper financial records are maintained, following accepted accounting procedures;
- (c) making regular financial reports to the Board;
- (d) monitoring the spending of the Foundation to ensure that the budget is not overspent;
- (e) drafting in consultation with the Executive Director and Chair, an annual budget for presentation to the Board and
- (f) having signing authority for the Foundation

20. The Secretary shall have powers and duties determined by the Board including duties

assigned by the By-laws being:

- (a) attending at and being responsible for: the recording of any minutes of any meetings of the Board and of the Members;
- (b) ensuring that all official correspondence pertaining to the Board and the Foundation affairs are maintained and filed properly
- (c) sending out all notices of meetings of the Foundation and the Board.

21. No remuneration shall be paid to the Officers of the Foundation, except for reasonable expenses incurred on behalf of the Foundation as authorized by the Board.

EXECUTIVE DIRECTOR

22. The Directors may hire an Executive Director of the Foundation at such remuneration and terms of employment and to perform such powers and duties as the Board may determine including duties assigned by the by-laws being::

- (a) the general supervision and management of the Foundation
- (b) the hiring of all other employees of the Foundation
- (c) the termination of all other employees and agents of the Foundation not elected or appointed directly by the Directors
- (d) sending out all notices of meetings of the Members and the Board
- (e) having signing authority for the Foundation

23. The Executive Director shall be entitled to attend all Directors' meetings (excepting when Directors go *in camera* and specifically exclude the Executive Director) and is entitled to speak at all such meetings, but shall not have the right to vote. The Executive Director reports to the Directors.

MEETINGS

Member Meetings

24. (a) The notice period for any Annual General Meeting or other meeting of the Members of the Foundation shall not be less than twenty-one (21) days notice unless another notice period is specifically set out in these by-laws. Notices must specify the day, hour and place of the meeting.

- (b) The Annual General Meeting of the Members shall be held at least once in every calendar year and, whenever practical, during the month of June
- (c) Any other meeting of the Members of the Foundation may be called at any time by the Chair, or in the absence thereof by any other Officer at the request of any three (3) members of the Board, upon not less than twenty-one (21) days notice to the Members.

Director Meetings

- 25. (a) The Directors shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings
 - (b) Meetings of the Board shall be summoned at the request of the Chair, or in the Chair's absence, by the Vice-Chair, or by three (3) Directors. Regular meetings of the Board may be held at any time, and may be summoned on seven (7) days notice. Nevertheless, an emergency meeting of the Board may be held on forty-eight (48) hours notice.
 - (c) Notwithstanding anything to the contrary herein contained, for the first meeting of the Board held immediately after the election of the Directors at an Annual General Meeting, no formal notice of such meeting of the Board shall be necessary provided that a quorum of Directors be present.
 - (d) The Board of Directors may delegate any of its powers to committees consisting of such one or more person or persons as the Board thinks fit, and may from time to time, revoke such delegation. Any committee so formed shall, in the exercise of the powers so delegated, conform to its terms of reference as established by the Board. The Chair of each committee shall be responsible to the Board of Directors.
26. Members and Directors may participate in their respective meetings by means of telephone or other electronic means that permit all persons participating in the meeting to hear each other. The majority of Members and Directors entitled to vote at a meeting must consent to the electronic meeting and a person participating in such meeting by those means is deemed to be present at the meeting.

VOTING RIGHTS

- 27. Five (5) voting Members shall constitute a quorum of any meeting of the Members of the of the Foundation and five (5) Directors shall constitute a quorum of any meeting of the Board of Directors. If a quorum is present at the opening of any meeting, the Members or Directors present at the respective meeting may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.
- 28. Every Director or Member who is present at a Board meeting or meeting of Members respectively and entitled to a vote shall have one (1) vote.

29. Questions arising at any meeting of Directors or meeting of Members shall be decided by a majority of votes. In the case of an equality of votes, no Director or Member shall have a second or casting vote.
30. Unless otherwise specified, all Members or Directors present at a meeting vote in person by a show of hands. Exceptions to this clause may be made if a Director or Member is unable to attend a meeting, or series of meetings. In such instances, a Director or Member may cast a vote by means of telephone or other electronic means subject to the provisions of Paragraph 27. Whenever a vote by show of hands shall have been taken upon a question, a declaration by the Chair of the meeting that the vote upon the question has been carried, or carried by a particular majority, or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number of votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members or the Directors upon the said question.
31. All Members or Directors present at their respective meeting shall vote on any matter before the Members or the Board, unless a Conflict of Interest is declared, in which event the Director or Member having a Conflict of Interest shall leave the meeting and shall not participate in the debate of such matter or the voting thereon.
32. Votes by proxy will not be accepted at any meeting of the Members of the Foundation or the Board.
33. Notwithstanding any of the foregoing provisions of these By-laws a resolution in writing signed by all of the Members or Directors entitled to vote on that resolution at a respective meeting of Members or Directors shall be as valid and effectual from the date of such resolution as if it had been passed at a meeting of the Members or Board duly constituted. Such resolution may be in two or more counterparts, any of which may be delivered by facsimile transmission or by electronic mail which shall be deemed to constitute one resolution in writing.

ROBERTS RULES OF ORDER

34. Unless otherwise provided in these By-laws, Roberts Rules of Order, latest edition, shall govern the conduct of the meetings of the Foundation and its Board insofar as such Rules do not conflict with these By-Laws or with the *Societies Act*.

ADMINISTRATION OF TRUST FUNDS

35. Funds available to the Foundation shall be used to promote the Objectives of the Foundation.

36. Reasonable administration and operational expenses as established in the annual administration and operating budget and incurred by the Board, may be charged against all funds on a pro-rata, or such basis as the Board considers equitable.
37. When a donation of a property of any kind has been made to the Foundation by a trust to take effect at a future date, the Board is empowered to accept and exercise any powers of appointment, settlement, or distribution with respect to the income in whole or in part derivable from such property in the interim, and also the power to nominate executors and trustees in the manner provided in the instrument creating the trust.

SOLICITATION AND ACQUISITION OF FUNDS

38. The Board shall have the power to:
 - (a) encourage the contributions of funds from any person, corporation, municipality or government agency which the board in its discretion deems advisable;
 - (b) accept gifts, grants, legacies, devises or bequests of real or personal property of every nature and kind whatever and wherever situate;
 - (c) use and distribute such portions of the funds available to the Foundation as the Board deems proper, to advance the Objectives of the Foundation;
 - (d) pledge, mortgage or otherwise encumber any of the property of the Foundation, or any interest therein;
 - (e) borrow, raise or secure the payment of money for any of the Objectives of the Foundation by any means, whether or not charged upon the property of the Foundation, and to redeem or pay off any such obligation and;
 - (f) to invest any money of or in the possession of the Foundation as follows:
 1. In any property in which a trustee may invest trust money, pursuant to the laws of the Province of Alberta, or in which a life insurance company may invest funds under the *Insurance Companies Act*, Statutes of Canada, 1991;
 2. In donor directed investments; or
 3. Pursuant to any order of a Justice of the Court of Queen's Bench of Alberta;
 - (g) to have the custody and management of all or any of the property of the Foundation carried out by one or more trust companies, banks, investment counsellors or other financial institutions or agents in such manner as the Board may deem proper;
 - (h) to lease any real property held by the Foundation;
 - (i) to have all the powers, privileges and immunities vested in these By-laws;
 - and
 - (j) to receive from, to hold in trust and invest, any money from any registered Canadian charity or organization, for and on behalf of such organization. (such

funds to be referred to as managed funds which will be charged an administrative fee to be determined by the Board of Directors).

39. The Board may reject gifts, grants legacies, devises or bequests of every nature or kind when such gifts, grants, legacies, devises or bequests, or the terms under which they are proposed to be given to the Foundation are not consistent with the Objectives and purposes of the Foundation.
40. If no direction for the use of a gift is given by the donor, the Board may, in its absolute discretion, use and apply the gift for such purposes as it may deem proper and consistent with the Objectives of the Foundation.

DONATIONS

41. Subject to paragraphs 39 through 41, in deciding the manner in which funds shall be used or applied in respect of the Foundation's Objectives, the Board shall use its best efforts to respect and follow any direction of the donor respecting the use of the gift by the Foundation including the following:
 - (a) If at any time after receipt of a gift, conditions arise whereby in the opinion of the Board, a departure from the express wishes of the donor would further the true intent and purpose of the donor, the Board may in its absolute discretion make such a departure to the extent necessary to further the true intent and purpose of the donor within the Objectives of the Foundation.
 - (b) If at any time after receipt of a gift, conditions change making it no longer possible, wise or practical, in the opinion of the Board, to meet the expressed wish of the donor, the Board may in its absolute discretion use and apply the funds for such Objectives of the Foundation as are in its opinion closest to the original intent and purpose of the donor.
 - (c) No donor shall be entitled to the return of all or any portion of a gift in the event that the expressed wishes of the donor are unable to be met by the Foundation.
42. Where the donor desires that a donation to the Foundation shall be used in accordance with the Objectives of the Foundation but in whole or in part for the benefit of a donee not situate or resident in the Town, Bow Valley or Banff National Park, the Board may accept and use the gift as fully and effectually as if the donee was situated or resided in the Town, Bow Valley or Banff National Park.

CUSTODIAN

43. (a) The Foundation, as soon as practical after a donation has been received, shall by resolution of the Board appoint, one or more trust companies, banks or other financial institutions authorized to carry on business in the Province of Alberta to assume the custody of the property comprising such donation or such portion or portions of it as may be allotted by the Board to such trust company, bank or other financial institution, to act as custodian for the Foundation and, if desired, as investment manager of it.
- (b) The Foundation may at any time by resolution of the Board revoke the appointment of any trust company bank or other financial institution as a Custodian and may appoint any other trust company, bank or other financial institution as a Custodian in its place
44. All transfers, assignments or conveyances of property by the Foundation shall be executed by and on behalf of the Foundation in such manner as the Foundation may from time to time prescribe by resolution and shall further be executed by the Custodian for the time being of the property to be so transferred, assigned or conveyed.
45. The Foundation shall authorize and require the Custodian during its continuance in office to:
- (a) have the custody of all property entrusted to it by the Foundation or by any donor on behalf of the Foundation;
 - (b) give effect to and observe all directions with regard to any property entrusted to it by the Foundation which may at any time or from time to time be given in writing by the Board;
 - (c) distribute from the monies in its possession such sums and in such manner as the Board shall at any time or from time to time be given in writing by the Board;
 - (d) give such books and records of the Foundation to the Auditor of the Foundation and permit such Auditor to make such inspections as are necessary to carry out the audit of the Foundation.

INVESTMENT MANAGER

46. (a) So soon as practical after a donation has been received, the Foundation shall, by resolution of the Board appoint, one or more trust companies, banks, investments counsellors or other fiscal agents authorized to carry on business in the Province of Alberta to assume the management of the property comprising any donation or such portions of it as may be allotted by the Board to the trust company, bank or investment counsellor or other fiscal agent.

(b) The Foundation may at any time by resolution of the Board revoke the appointment of any trust company, bank investment counsellor or other financial agent as such Investment Manager and may appoint any other trust company, bank Investment Manager in its place.

(c) The Foundation shall require the Investment Manager during its continuance in office as Investment Manager for the Foundation to make all investments, reinvestments, conversions, sales or dispositions of the property which it is managing and which it may, at any time and from time to time, consider necessary or desirable and which the Foundation is empowered to make.

COMMON FUND

47. (a) Notwithstanding anything in these By-laws to the contrary, the Foundation may establish a common fund in which property received by the Foundation is combined for the purpose of facilitating the investment and administration of such property.

(b) The Board may make regulations from time to time concerning

1. the property that may be included in the common fund;
2. the investment, operation and management of the common fund;
3. the distribution of income of the common fund; and
4. the method of evaluation of the property in the common fund and of any property being transferred into the common fund.

INTERPRETATION

48. Any donation which by its terms is given, conveyed, transferred, demised, bequeathed, devised or otherwise disposed of to any organization described as:

1. Banff Foundation,
2. Banff and Banff National Park Foundation:, or
3. by any form of words which shall be sufficient to indicate the intentions of the donor to contribute presently or prospectively to a fund or foundation of the general character incorporation by these by-laws, may be accepted by the foundation as fully and effectively as though "the Banff Community Foundation" was named in the terms of the donation.

REVENUE

49. There shall be no membership fees for membership in the Foundation.

50. The Board shall cause an audit to be made at least once in every fiscal year of its receipts and disbursements by an independent Auditor, and shall submit such audited financial

statement to the Annual General Meeting of the Foundation. The Board may cause a summary of the audited statement to be published in a newspaper published in the Town and provide a copy thereof to any person or government agency which the Board in its discretion deems advisable.

51. The fiscal year of the Foundation shall commence on April 1st in each year and end on March 31.
52. Each member of the Board shall be entitled to examine the books and records of the Foundation at any time. The books and records of the Foundation shall be kept in the central office of the Executive Director.

DOCUMENTS AND SEAL

53. The Board may from time to time authorize a form of seal to be used by the Foundation for the formal execution of such documents as the Foundation or Board may direct. The Secretary, the Executive Director or legal counsel of the Board may have custody of the seal and shall affix the seal to documents as directed by the Board.
54. All documents and all cheques and other financial documents executed on behalf of the Foundation shall be signed by any two of the Chair, Vice-Chair, Treasurer or Executive Director.

LIQUIDATION OR WINDING UP

55. In the event of the liquidation, dissolution or winding up of the Foundation, the property of the Foundation shall be distributed as follows:
 - (a) Where funds are held by the Foundation in trust for and on behalf of any organization shall be returned to such organization;
 - (b) Where funds are held by the Foundation for a qualified Donee or Foundation Objective specifically designated by the donor, such funds shall be distributed:
 - (i) for the Objectives and purposes stated in these By-laws; or
 - (ii) as otherwise directed by a Justice of the Court of Queen's Bench of Alberta

RECORDS AND REPORTING

56. In accordance with Federal and Provincial government requirements, the Foundation shall ensure that complete, accurate and coherent books and records are kept. Records shall:
 - (a) Verify all official receipts issued. Duplicates of receipts must be retained for a

minimum of two (2) years from the end of the calendar year in which the donation was made.

- (b) Identify income and expenditures of the transactions of the Foundation. Summaries of transactions must be held for a minimum of six (6) years from the end of the fiscal period to which they relate.
- (c) Establish that the Objectives and activities of the Foundation are charitable.

INDEMNITY TO DIRECTORS AND OTHERS

57. Every Director and Officer of the Foundation shall be deemed to have assumed office on the express understanding and agreement and condition that every Director and Officer and his/her heirs, executors and administrators and estate and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Foundation from and against all personal and legal liability arising out of any act or omission on the part such Director or Officer providing that said act or omission occurred within the course and scope of the Directors' or Officer's duties on behalf of the Foundation and further provided such act or omission was made honestly and with a view to the best interest of the Foundation and the Director or Officer had reasonable grounds for believing and did believe, that his or her conduct was lawful.

NOTICES

58. Any notice to be given under any provision of these By-laws shall be delivered personally or sent by prepaid mail or by facsimile or by electronic mail to the latest address or fax or e-mail address of the Member as shown in the records of the Foundation. A notice mailed shall be deemed to have been given (4) days after being deposited in a post office box and a notice sent by facsimile transmission or electronic mail shall be deemed to have been given when dispatched or delivered to the member's facsimile or electronic mail address on record.

AMENDMENTS

59. Any amendments to these by-laws must be done by Special Resolution, as that term is defined in the *Societies Act*

DATED at the Town of Banff, in the Province of Alberta, this ___ day of June _____.

On Behalf of: THE BANFF COMMUNITY FOUNDATION BOARD OF DIRECTORS

Name: Dave McKenna

Signature: _____

Official capacity: _____

Address: _____

Name: _____

Signature: _____

Official capacity: _____

Address: _____

Name: _____

Signature: _____

Official capacity: _____

Address: _____

