

# Society Bylaw Change - Proof of Filing

## Alberta Amendment Date: 2023/05/16

The Bylaws are filed as of 2023/05/16

**Service Request Number:** 40307939  
**Corporate Access Number:** 5011082046  
**Business Number:** 858144744  
**Legal Entity Name:** EDMONTON SCANDINAVIAN CENTRE ASSOCIATION  
**Legal Entity Status:** Active  
**Fiscal Year End:** 12/31

### Annual Return

File Year	Date Filed
2023	2023/06/02
2022	2022/06/24
2021	2021/06/10

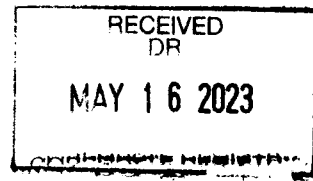
### Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Bylaws	10000103000662907	2004/05/05
Nuans	10000903000662908	2004/05/05
Supporting Documentation	10000703000662909	2004/05/05
Application	10000303000662906	2004/05/05
Bylaws & Special Resolution	10000904100401735	2005/01/17
Audited Financial Statement	10000205100835468	2005/07/29
Annual Return Form	10000805100835465	2005/07/29
Annual Return Form	10000506101887874	2006/06/19
Audited Financial Statement	10000206101887875	2006/06/19
Bylaws & Special Resolution	10000506101823288	2006/09/28
Notice of Address	10000106102092012	2006/09/28
Annual Return Form	10000507102984519	2007/06/08
Notice of Address	10000707102984518	2007/06/08
Audited Financial Statement	10000307102984520	2007/06/08
Annual Return Form	10000107103961062	2008/06/13
Audited Financial Statement	10000907103961063	2008/06/13

Audited Financial Statement	10000907105442183	2009/06/11
Annual Return Form	10000507105442203	2009/06/11
List of Director/Officer	10000007106415885	2009/08/11
Annual Return Form	10000407108535879	2010/06/08
Audited Financial Statement	10000607108535878	2010/06/08
List of Director/Officer	10000407109330711	2010/11/18
Audited Financial Statement	10000407110674321	2011/07/04
Annual Return Form	10000807110674324	2011/07/04
Annual Return Form	10000207112971711	2012/06/01
Audited Financial Statement	10000007112971707	2012/06/01
Audited Financial Statement	10000907116102361	2013/07/03
Annual Return Form	10000107116102360	2013/07/03
Audited Financial Statement	10000807119194037	2014/06/12
Annual Return Form	10000407119194044	2014/06/12
Audited Financial Statement	10000307113251461	2015/06/29
Annual Return Form	10000707113251464	2015/06/29
Annual Return Form	10000407123630480	2016/07/12
Audited Financial Statement	10000207123630481	2016/07/12
Annual Return Form	10000207114947413	2017/06/05
Audited Financial Statement	10000407114947412	2017/06/05
Annual Return Form	10000507130289525	2018/06/15
Audited Financial Statement	10000307130289526	2018/06/15
Annual Return Form	10000207130276020	2019/05/27
Audited Financial Statement	10000007130276021	2019/05/27
Annual Return Form	10000407134536023	2020/11/16
Audited Financial Statement	10000207134536024	2020/11/16
Annual Return/Financial Statement	10000307135560757	2021/06/10
Annual Return/Financial Statement	10000207135399780	2022/06/24
Notice of Directors	10000507135389119	2023/01/25
Notice of Address	10000607135470675	2023/04/19
Bylaws & Special Resolution	10000007135481573	2023/05/16
Annual Return/Financial Statement	10000407135475706	2023/06/02

**Registration Authorized By: BRENDA CARLSTAD**  
PRESIDENT

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.



**SPECIAL RESOLUTION**

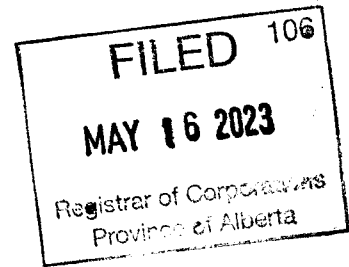
I hereby certify that the following special resolution was passed at a meeting of the members of the

**Edmonton Scandinavian Centre Association**

On April 30, 2023.

The bylaws were changed as follows:

The existing bylaws are repealed.  
They are replaced by the attached bylaws.



Date: April 30, 2023

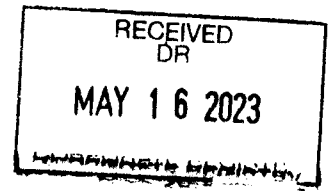
Signature: Brenda Carlstad

Printed Name: Brenda Carlstad

Title: President



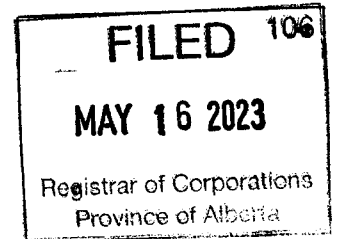
# Edmonton Scandinavian Centre Association Bylaws



## PREAMBLE

1. Edmonton Scandinavian Centre Association (ESCA) is a non-profit organization comprised of five (5) Nordic/Scandinavian societies (the "Five Societies"):

1. Sons of Norway Solglyt Lodge 4-143,
2. The Finnish Society of Edmonton,
3. Icelandic Canadian Club of Edmonton, Nordurljos,
4. The Danish Canadian Society (Dania), and
5. VASA Order of America Skandia Lodge No. 549.



ESCA was formed by the Five Societies for the purpose of purchasing and holding 30% equity in land and premises, known as the Dutch Canadian Centre, on behalf of the Five Societies.

2. If any of the Five Societies is wound up, disbanded, withdraws from ESCA, or otherwise ceases to exist (the "Old Society") and:
- a. is replaced by a successor society with substantially the same members as the Old Society, the successor society shall assume the rights and privileges of the Old Society within ESCA, or
  - b. is not replaced by a successor society with substantially the same members as the Old Society, ESCA shall be comprised of the remaining societies in the Five Societies.

## MEMBERSHIP

3. There are two classes of membership in ESCA:
- a. The following are non-voting members of ESCA (the "Members"):
    - i. Each person in good standing in any of the Five Societies.
    - ii. Any member of ESCA in good standing on April 30, 2023, who is not a member of any of the Five Societies ("Grandfathered Members").
  - b. The following are the voting members of ESCA (the "Representatives"):
    - i. The Representatives can vote at the annual general meeting ("AGM") and any general or special meetings of ESCA.
    - ii. Each of the Five Societies shall appoint up to three representatives (the "Representatives").

- iii. Each of the Five Societies can change its Representatives by providing notice by email sent to the Secretary of ESCA (the "Secretary").
4. Any Member wishing to withdraw from membership in ESCA may do so by notifying the Board by email sent to the Secretary. Any Member, upon a majority vote of Representatives present at a meeting called by the President, may be expelled from membership. No right or privilege of any Member is transferable to another person.

## **PRESIDENT**

5. The President shall be ex-officio a member of all Committees. The President shall, when present, preside at all meetings of ESCA and of the Board of Directors. In the absence of the President, the Vice President shall preside at any such meetings. In the absence of both, the Representatives present may select a chairperson to preside at any such meetings.

## **BOARD OF DIRECTORS**

6. The Board of Directors or Board shall mean the Board of Directors of ESCA.
7. The Board shall, subject to the bylaws or directions given it by majority vote of Representatives at any meeting properly called and constituted, have full control and management of the affairs of ESCA, and meetings of the Board shall be held as often as deemed to be required and shall be called by the President.
8. Meetings of the Board ("Board Meetings") shall be called by three (3) days' notice by either email or by telephone. Any four Board members shall constitute a quorum. Board Meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at any such Board Meeting shall be ratified at the next regularly called Board Meeting; otherwise, the transactions shall be null and void.
9. A Member may be appointed or elected an Officer or Director, by the Representatives, if the Member were present at the meeting when being appointed or elected and did not refuse the appointment. The Member may also become an Officer or Director if the Member was not present at the meeting but consented in writing to act as an Officer or Director before the appointment or election, or within ten (10) days after the appointment or election, or if the Member acted as an Officer or Director pursuant to the appointment or election, or within a time deemed reasonable by the President or Board.
10. Any Officer or Director, upon a majority vote of Representatives, may be removed from office for any cause which the Representatives may deem reasonable.

## **SECRETARY**

11. It shall be the duty of the Secretary to attend all meetings of ESCA and of the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, the Secretary's duties shall be discharged by such Officer or Director as may be appointed by the Board. The Secretary shall have charge of all the correspondence of ESCA and be under the direction of the President and the Board. The Secretary or President shall have charge of the seal of ESCA, and it shall be authenticated by the signatures of the Secretary and President, whenever used, or, in the case of the inability of either to act, by the Vice-President.
12. The Secretary shall keep a record of:
  - a. the Representatives, the Societies that appointed them as Representatives, and their email addresses,
  - b. the Grandfathered Members and their email addresses, and
  - c. the president and secretary of each of the Five Societies and their email addresses.

The Secretary shall provide ten (10) days' notice by email, to each person in 12(a), 12(b), and 12(c), of all general meetings, special meetings, and AGMs of ESCA. The Representatives will be responsible for providing notice of all such meetings to members of the Five Societies. No meeting shall be invalidated if any Representatives, Members, or Grandfathered Members fail to receive adequate notice due to a lack of timely notice or notification being sent to an incorrect email address.

13. The Secretary shall keep a record of the email address and telephone number of each Board member and provide each Board member three (3) days' notice by email or telephone of all Board Meetings and ten (10) days' notice of general and special meetings, and AGMs of ESCA.

## **TREASURER**

14. The Treasurer shall receive all monies paid to ESCA and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union, or Treasury Branch as the Board may order. The Treasurer will properly account for the funds of ESCA and keep such books and records as may be directed. The Treasurer shall present a full, detailed account of receipts and disbursements to the Board whenever requested and shall prepare the financial statements of ESCA for the previous year for submission to the AGM and submit a copy of same to the Secretary for the records of ESCA. The Offices of the Secretary and Treasurer may be filled by one person, if it is so decided at any AGM for the election of Officers and Directors.

## **AUDITING**

15. The books and records of the Secretary and Treasurer and the financial statements of ESCA shall be audited at least once each year by a duly qualified accountant or by two members of ESCA elected for that purpose (the "Auditors") at a meeting of ESCA. The financial statements of ESCA, for the previous year, shall be submitted by the Auditors at the AGM of ESCA. The fiscal year-end of ESCA shall be December 31.
16. The books and records of ESCA may be inspected by any Member at the AGM. The Representatives and Board members will have the right to inspect the books and records of ESCA at any time upon giving reasonable notice and arranging a time and location satisfactory to the Officer or Officers having charge of same.

## **MEETINGS**

17. All meetings, including the AGM, Board meetings, and any general or special meetings, may be held in-person, virtually, or by any other method or combination of methods approved by the Board.
18. AGMs shall be held on or before April 30th in each year. If it is determined by the Board that the AGM cannot reasonably be held by April 30th, then the AGM shall be held on a date, as determined by the Board, that is on or before December 31st of that year.
19. A President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and three Directors shall be elected at the AGM. Any person shall be eligible to hold any office in ESCA. The Officers and Directors so elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next general meeting, provided it is so stated in the notice calling such meeting.
20. General and special meetings of ESCA may be called at any time by the Secretary, upon the instructions of the President or Board. The Secretary will notify Members of the Board and Representatives by email ten (10) days prior to the date of any such meeting.
21. A special meeting may be called on the instructions of any three (3) Representatives, provided they make a request by email, to the President, to call such meeting and state any business to be brought before the meeting (the "Meeting Request"). Only the business stated in the Meeting Request shall be the subject of a resolution at a special meeting. Any resolutions that pertain to business not stated in the Meeting Request shall be null and void.
22. At least fifty percent (50%) of all Representatives shall constitute a quorum at an AGM and any general or special meeting, except as noted in Section 27.



## VOTING

23. Each of the Representatives will have the right to vote at any AGM and any general or special meetings of ESCA. Such votes may be made in-person, virtually, or by any other method or combination of methods approved by the Board.

## REMUNERATION

24. Unless authorized at any meeting, for which ten (10) days' notice for same shall have been given by email to the Representatives, no Director, Officer, or Member of ESCA shall receive any remuneration for services provided to ESCA.

## BORROWING POWERS

25. For the purpose of carrying out its objects, ESCA may borrow or raise or secure the payment or money in such manner as it deems fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of ESCA, and in no case shall debentures be issued without a special resolution passed at an AGM or a general or special meeting.

## BYLAWS

26. The Bylaws may be rescinded, altered, or added to by a special resolution passed at an AGM or a general or special meeting.

## DISSOLUTION

27. The Representatives may pass a special resolution to pay all liabilities, distribute any remaining assets in equal shares to the individual societies that comprise the Five Societies and are in existence immediately prior to ESCA's dissolution, and dissolve ESCA ("Resolution to Dissolve"). The Five Societies will be provided a minimum of 30 days' notice prior to a Resolution to Dissolve being voted upon. A quorum of 75% of all Representatives is required for a meeting, at which a Resolution to Dissolve is being voted upon, to proceed. The Resolution to Dissolve must be passed by at least 75% of all Representatives present or it is defeated.

Dated this 30<sup>th</sup> day of April 2023

President Brenda Carlstad  
Brenda Carlstad

Treasurer Jim Colleton  
Jim Colleton

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