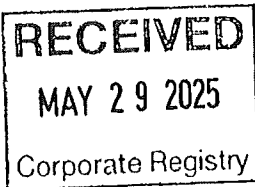


EDMONTON FOLK MUSIC FESTIVAL SOCIETY
Consolidated Amended Registered BYLAWS
Up to and including April 27, 2025



10000007147973417

CERTIFICATE

TO: The Registrar of Corporations for the Province of Alberta

I Cameron McCormik, of the City of Edmonton, in the Province of Alberta, DO HEREBY CERTIFY THAT:

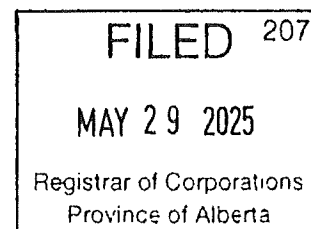
1. I am presently acting as President of The Edmonton Folk Music Festival Society (the "Society");
2. At a meeting of the Members of the Society held at the City of Edmonton, in the Province of Alberta on the 27th day of April, 2025, it was resolved as a Special Resolution of the Members of the Society attached as Schedule "A" that the By-Laws for the Society be amended as follows:

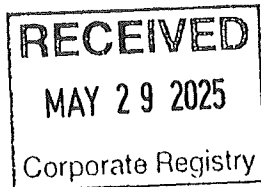
by repealing the existing Bylaws of the Society and substituting therefor with Bylaw of the Edmonton Folk Music Festival Society Consolidated Amended Bylaws Up to and Including April 27, 2025 attached as Schedule "B".

DATED this 28 day of May, 2025.



Cameron McCormik
President



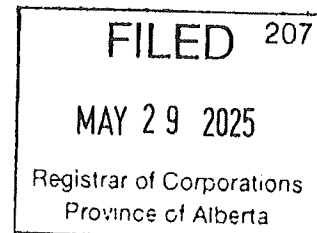


- - 3417

Schedule "A"
Special Resolution

Motion that the Edmonton Folk Music Festival Society repeal the current bylaws in their entirety and replace them with the new bylaws as presented to the membership at the 2025 Annual General Meeting

Carried



Schedule "B"

Bylaws

BYLAW

of

THE EDMONTON FOLK MUSIC FESTIVAL SOCIETY

CONSOLIDATED AMENDED BYLAWS UP TO AND INCLUDING APRIL 27, 2025

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INTRODUCTION

This Bylaw of the Edmonton Folk Music Festival Society (hereinafter referred to as the EFMFS) shall govern the affairs and activities of the EFMFS.

ARTICLE 1 INTERPRETATION

1.01 **Definitions:** In this Bylaw and all other Bylaws of the EFMFS, unless the context otherwise specifies or requires:

- (a) "Act" means the *Societies Act*, RSA 2000, c S-14 including its Regulations;
- (b) "Annual General Meeting" means the annual meeting of the Members as referenced in ARTICLE 6;
- (c) "Appeal Committee" has the meaning ascribed thereto in Section 5.04(b);
- (d) "Board", "Board members", "Board of Directors", and "the Directors" means the Directors of the EFMFS as appointed from time to time in accordance with ARTICLE 7 of this Bylaw;
- (e) "Bylaw" means this Bylaw and all other Bylaws of the EFMFS from time to time in force and effect;
- (f) "Expelled Member" has the meaning ascribed thereto in Section 5.03;
- (g) "Fiscal Year" means from February 1 to January 31;
- (h) "Good Standing" means a Member who has paid the required annual membership fee and has not lost volunteer status due to a breach of the Volunteer Code of Ethics;
- (i) "Member" means an individual that has met the requirements of membership in accordance with ARTICLE 4 of this Bylaw;
- (j) "Objects" means the objects of the EFMFS as set forth in the Societies Act Application of the EFMFS dated June 18, 1990;
- (k) "Officer" or "Officers" means any one or more persons who have been elected as Officers of the EFMFS in accordance with ARTICLE 10 of this Bylaw;
- (l) "Service Provider" means any individual or entity contracted to provide services to the EFMFS, including but not limited to, the Producer, any employee, staff, contractors, sub-contractors or other roles of a similar nature;
- (m) "Simple Majority" means more than fifty percent (50%) of the votes cast by those entitled to vote; and
- (n) "Voting Member" means any Regular Members or Special Life Members in Good Standing as defined in Section 3.01.

- 1.02 Conflicts: This Bylaw is subordinate to the Act and shall not be interpreted as permitting any action that is prohibited by the Act. Where this Bylaw is more restrictive than the Act, this Bylaw shall bind the EFMFS. Any provision not included in this Bylaw shall be regulated by the provisions in the Act.

ARTICLE 2 OPERATIONS

- 2.01 Seal: The Board shall adopt a seal which shall be the common seal of the EFMFS and may from time to time, by resolution, provide for its custody and use.
- 2.02 Audits and Accounts: The Board shall see that all necessary books and records of the EFMFS required by this Bylaw or by any applicable statute are regularly and properly kept.
- (a) Signing authority for the EFMFS shall require the signatures of any two (2) of the Chair, Vice-Chair, Secretary, Treasurer, Producer and Administrator. The Producer or Administrator may act as a second signatory but cannot act together at any one time as the two signatories.
 - (b) The accounts of the EFMFS shall be audited at the end of each Fiscal Year and the Members shall appoint an auditor or auditors to hold office annually in accordance with Section 6.01(a)(iv).
 - (c) The auditors of the EFMFS shall have the right of access at all reasonable times to all records, documents, books, accounts and files of the EFMFS and shall be entitled to require from the directors such information and explanation as may be necessary for the purpose of the duties of the auditors.
 - (d) The books and records of the EFMFS may be inspected by any member of the EFMFS at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.
 - (e) The Objects of the EFMFS shall be carried out without pecuniary gain to its members and no dividends shall be declared or paid. Any profits or accretion to the EFMFS shall be used in promoting its Objects. This provision is unalterable.
 - (f) In the event of dissolution or winding up of the EFMFS, all assets remaining after the payment of any just debts and obligations will be given to a society with similar Objects, provided it is a recognized Canadian charitable organization, or distributed to one or more recognized charitable organizations in Canada.
- 2.03 Borrowing: For the purpose of carrying out the Objects of the EFMFS, the Directors may borrow or raise or secure the payment of money in such manner as they see fit.
- 2.04 Appointment of Service Providers: The Board shall have power to contract one or more Service Providers as they deem necessary to carry out the Objects of the EFMFS. Service Providers shall perform such duties as may be prescribed by the Board. If, at any meeting of five (5) or more Directors, it is determined by Simple Majority vote that a Service

Provider is not performing their prescribed duties, the Board may terminate the contract of such Service Provider.

ARTICLE 3 MEMBERSHIP

3.01 Composition: The Membership of the EFMFS shall be composed of the following types of Members:

- (a) Regular Members: persons sixteen (16) years of age and older, who have applied for Membership in accordance with ARTICLE 4 and have been approved by the Board, and have paid the annual membership fee as determined by the membership. Each Regular Member shall be entitled to one (1) vote if their membership is in Good Standing.
- (b) Special Life Members: persons who have been designated by the Board as Special Life Members shall, in addition to other rights of membership, be entitled to two full weekend guest privileges at the annual Festival and two free admissions to any EFMFS function as long as they remain in Good Standing pursuant to this Bylaw. Each Special Life Member shall be entitled to one (1) vote if their membership is in Good Standing.
- (c) Honorary Members: persons who have been designated by the Board as Honorary Members shall be entitled to attend Meetings. Honorary Members shall not be entitled to vote.

All memberships are non-transferable and terminate upon the death of the Member, voluntary resignation of the Member, expulsion of the Member or failure by the Member to pay the annual membership fee.

3.02 Annual Membership Fee: The membership Year coincides with the Fiscal Year and the annual membership fee shall be determined by the Members. Membership fees are payable prior to the Annual General Meeting in order to maintain membership in Good Standing.

3.03 Volunteer Status: Loss of volunteer status due to a breach of the Volunteer Code of Ethics will mean automatic cancellation of membership.

3.04 General Waiver: Any Member who withdraws or is expelled from the EFMFS shall forthwith forfeit all right, claim and interest arising from or associated with membership in the EFMFS. Any Member may withdraw by giving written notice to the Secretary.

ARTICLE 4 QUALIFICATION FOR MEMBERSHIP

4.01 Applications: Application for membership shall be open to all persons who:

- (a) Are sixteen (16) years of age or older;
- (b) Have completed two (2) years of service as a volunteer for the EFMFS, and

- (c) Have remained an active or inactive volunteer in Good Standing with the EFMFS.
- 4.02 Approval: All applications for membership shall be submitted to the Board and upon approval the applicant shall become a Member.
- 4.03 Refusal: An applicant who has been refused membership by the Board may at a general meeting resubmit the application to the general membership who may, with a two-thirds (2/3) majority vote of those present, accept the application.
- 4.04 Member Conduct: All Members will subscribe to the Objects and this Bylaw and will conduct themselves in a way which represents the best interests of the festival.

ARTICLE 5 CONDITIONS OF EXPULSION

- 5.01 Disciplinary Policy: The Board shall maintain a policy under which Members may submit complaints and which includes a process for investigation, and disciplinary action.
- 5.02 Expulsion of Member: The Directors shall have the power, by a two-thirds (2/3) majority, to expel any Member whose conduct shall have been determined to be improper, unbecoming or likely to endanger the interest or reputation of the EFMFS or who commits a breach of the Volunteer Code of Ethics or this Bylaw.
- 5.03 Notice of Expulsion: The expelled Member (the "**Expelled Member**") shall receive notice of their expulsion (the "**Initial Decision**") and shall be entitled to appeal the Initial Decision in accordance with the Appeal Process outlined in Section 5.04.
- 5.04 Appeal Process:
 - (a) The Expelled Member may appeal the Initial Decision by submitting written notice to the Board of their intention to appeal within fourteen (14) days of receiving the Initial Decision.
 - (b) The Board shall strike a committee consisting of one current Director and two former Directors who are also Members (the "**Appeal Committee**"). The former Directors will sign and be bound by confidentiality agreements prior to sitting on the Appeal Committee.
 - (c) The Appeal Committee will schedule a hearing within thirty (30) days and provide the Expelled Member with written notice. The written notice shall include the date, time and venue of the hearing and shall be provided to the Expelled Member no less than fourteen (14) days prior to the hearing. Unless expressly allowed by the Board, attendance at such hearing shall not be by electronic means.
 - (d) The Expelled Member may, at their sole cost and expense, retain their own representation by an advocate who may be a legal professional. The advocate may provide written and oral submissions on behalf of the Expelled Member but shall not be entitled to question any witnesses or call on such witnesses to give oral or written evidence. Any appeals brought before the Appeal Committee shall be limited to a single sitting of no more than four (4) hours total.

- (e) The Appeal Committee may affirm, vary, or overturn the decision of the Board. The decision of the Appeal Committee shall be final and binding.
 - (f) In the event the Expelled Member fails to submit written notice of their intention to appeal, then the decision of the Board shall be final and the Expelled Member shall not be entitled to a review or appeal of the decision.
- 5.05 Notice: Notice required to be delivered under this ARTICLE 5 shall be effected:
- (a) On a Member if delivered personally with a written acknowledgement of receipt, sent by prepaid mail or by electronic mail to such Member at their latest contact information as recorded in the membership books of the EFMFS.
 - (b) On the Board or Appeal Committee if delivered personally with a written acknowledgement of receipt, sent by prepaid mail or by electronic mail to the address as set out in the Initial Decision.
- 5.06 Member Reinstatement: Any member expelled under this ARTICLE 5 may apply for reinstatement of their membership after completing two (2) additional years of volunteering with the EFMFS.

ARTICLE 6 MEETING OF MEMBERS

- 6.01 Annual General Meeting: The Annual General Meeting shall be held by April 30 in each year at a place and time determined by the Board of Directors.
- (a) As far as is practicable, every Annual General Meeting shall have the following items on its agenda:
 - (i) Previous AGM minutes;
 - (ii) Reports on Operations and Policies of the EFMFS;
 - (iii) Presentation of the auditors' report for the past Fiscal Year;
 - (iv) Selection of Auditor for next Fiscal Year;
 - (v) Election of Directors;
 - (vi) Open Forum with full speaking privileges for Members and other persons invited by the Board to speak to the Members; and
 - (vii) Such other business as may arise from time to time.
- 6.02 Other General Meetings: The Directors may convene a general meeting of the Members at any time and place in accordance with the notice provision in Section 6.07.
- 6.03 Special Meetings: A Special Meeting shall be called within thirty (30) days upon receipt of a written request to the Board signed by not less than twenty-five (25) Members. The rules for Special Meetings shall be the same as for any other Meeting of the EFMFS

Members. The only items on the Agenda for a Special Meeting shall be those items specifically set out in the Members' request for a Special Meeting.

- 6.04 Quorum: A quorum for the transaction of business at any meeting of Members shall consist of not less than twenty-five Members.
- 6.05 Attendance: Except in accordance with this provision, Members shall not be entitled to attend meetings of Members by electronic means. The Board may allow attendance at meetings of Members by electronic means by providing notice in writing to all Members that electronic participation is permitted.
- 6.06 Voting: Each Member in attendance shall have one (1) vote if their membership is in Good Standing. Proxy voting shall not be permitted. No Service Provider can exercise their voting privileges or propose a motion at any meeting of Members .
- 6.07 Notice: Notice of the time and place of each meeting of the Members shall be given to the membership not less than fourteen (14) days before such meeting is to be held. Such notice shall be delivered personally, sent by prepaid mail or by electronic mail to each Member at their latest contact information as recorded in the membership books of the EFMFS.
- 6.08 Rules of Order: The procedure at any meeting may be in accord with Robert's Rules of Order.

ARTICLE 7 BOARD OF DIRECTORS

- 7.01 Powers: The affairs and administration of the EFMFS shall be managed by the Board of Directors.
- 7.02 Composition: The Board shall consist of a maximum of nine (9) Directors with their terms of office governed in this Bylaw.
- 7.03 Election: Election to the Board of Directors shall only be open to Voting Members of the EFMFS and each election held shall be by way of secret ballot.
- 7.04 Term: Each Director elected hereunder shall hold their office for a period of three (3) consecutive years, subject to the following:
 - (a) A minimum of three (3) Directors shall be elected every year for a period of three (3) years.
 - (b) Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the remaining Directors from among the Voting Members of the EFMFS. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancies until the next Annual General Meeting.

- (c) Directors who have been appointed or elected under Section 7.04(b) shall hold office only until the next Annual General Meeting, at which time elections shall be held to fill any such vacant directorship for the balance of the vacated term of office.
- (d) A Director whose term has expired is eligible for re-election.
- (e) A Director shall cease to be a Director at the time they cease to be a Member.

7.05 Qualification:

- (a) A Director must be a Member in Good Standing and eighteen (18) years of age or older.
- (b) A Director must not be a Service Provider in an executive management or equivalent position during their term while serving as a Director.
- (c) Members who are or have been hired as Service Providers of the EFMFS in an executive management position or any equivalent position, upon leaving such position are not eligible to stand for election to the Board of Directors for the period of two (2) years following the date upon which they ceased to hold such position.

7.06 Removal by Directors: If, at any meeting of five (5) or more Board members, it is determined by Simple Majority vote that one of the Directors is not performing their duties in accordance with this Bylaw, that Director shall be removed from the Board of Directors forthwith. Such removed Director is eligible to stand for re-election at the next Annual General Meeting.

7.07 Removal by Membership: The membership shall have the power, by a two-thirds (2/3) majority of those present at any duly-called meeting, to remove any elected Board member.

ARTICLE 8 MEETING OF DIRECTORS

8.01 Meetings: The Board of Directors shall meet at least six (6) times a year at a time and place as determined by the Board. Additionally, the Chair, Vice-Chair or Secretary shall call a Meeting of the Board on direction of two (2) Directors.

8.02 Notice: Notice of the meeting of Directors shall be given no less than forty-eight (48) hours in advance of such meeting. Directors may waive Notice of a meeting either by attendance or by delivering written notice of such waiver to the Chair, Vice-Chair or Secretary.

8.03 Quorum: Quorum at a meeting of Directors shall consist of no fewer than five (5) Directors present in person or electronically.

8.04 Voting: Questions arising at a meeting of Directors shall be decided by a Simple Majority vote of the Directors in attendance. The Chair shall only vote in the case of a tie.

8.05 Attendance:

- (a) The Directors may, at their discretion, invite professionals, consultants or advisors, including but not limited to legal counsel, accountants, or industry experts (the "Invitee"), to attend a meeting of Directors for the purpose of providing advice, information or expertise on matters under consideration. The Directors may require that such Invitee maintain confidentiality regarding any discussions or materials reviewed during such meeting. The Directors may also invite the Producer to attend such meetings to provide operational reports and such other information as requested by the Directors.
 - (b) All meetings of Directors shall be open to attendance by the Members, the public, and any Invitee. Provided however, the Directors may, at their discretion, designate any portion of such meeting to be an in-camera session. Attendance during in-camera sessions shall be restricted to Directors and such Invitees as the Directors may determine.
- 8.06 Remuneration/Expenses: Except for benefits as set out in the Board Policy conferred upon a Director as a result of being a Member and Volunteer, no Director shall receive any remuneration from the EFMFS for services rendered. A Director may be reimbursed for legitimate expenses incurred in the course of carrying out their duties upon provision of receipts for said expenses and subject to approval by the Board.
- 8.07 Limitation of Liability: Each and every Director shall be deemed to have assumed office on the express condition that every such Director including their respective heirs, executors, administrators, and estate shall at all times be indemnified and saved harmless out of the funds of the EFMFS against all costs (including legal costs on a solicitor and their own client basis), charges and expenses, including any amount paid to settle an action or satisfy a judgment which such Director sustains or incurs in any civil, criminal or administrative action or proceeding which is brought or prosecuted against them in respect of any act or matter done or permitted by them to be done in the execution of the duties of their office and also all costs, charges and expenses which they may sustain or incur in relation to the affairs of the EFMFS, provided they acted honestly and in good faith with a view to the best interests of the EFMFS and they had reasonable grounds for believing that their conduct was lawful.

ARTICLE 9 COMMITTEES OF THE BOARD

- 9.01 Standing Committees: The Directors shall establish the following standing committees to carry out specific functions and responsibilities essential to carry out the Objects of the EFMFS:
- (a) Finance Committee: The Finance Committee is responsible for the financial oversight of the EFMFS including the endowment fund. The Treasurer's report to the membership at the Annual General Meeting shall include the activities and findings of the Finance Committee including the audit and endowment fund.
 - (b) Member Services Committee: The Member Services Committee is responsible for communicating with the membership, organizing Member events and promoting membership. The committee Chair may submit a report to the membership at the Annual General Meeting.

- (c) Don Snider "Go Wildly Forward" Scholarship Committee: The Don Snider "Go Wildly Forward" Scholarship Committee is responsible for making recommendations to the Board regarding scholarship recipients and upholding the Snider family's intent of the legacy in Don Snider's name. The committee Chair may submit a report to the membership at the Annual General Meeting.
 - (d) Policy Review Committee: The Policy Review Committee is responsible for conducting policy reviews and bringing forward recommendations to the Board for consideration. The committee Chair may submit a report on behalf of the Board to the membership at the Annual General Meeting.
- 9.02 Ad Hoc Committees: The Directors shall have the authority to establish other committees to undertake specific actions or projects that fall outside of the scope of the existing committees herein this Bylaw. Any roles, responsibilities, guidelines and functions of any such other committee shall be determined by the Board.

ARTICLE 10 OFFICERS

- 10.01 Election: From their number the Directors shall elect, within two (2) weeks of the Annual General Meeting a Chair, Vice-Chair, Secretary, and Treasurer.
- 10.02 Chair: The Chair shall preside at all meetings of Directors and at all general meetings of the EFMFS. They shall see that all resolutions and orders of the Directors are carried into effect. The Chair shall be an ex-officio member of all committees but shall not be entitled to vote on such committees. They will prepare and submit to the EFMFS at the annual meeting a statement and report of the preceding year.
- 10.03 Vice-Chair: The Vice-Chair shall in the absence or disability of the Chair perform the duties and exercise the powers of the Chair and shall perform other duties as from time to time be imposed by the Board. Should the Chair and Vice-Chair both be absent or disabled, the performance of their powers and duties shall be delegated to an acting Chair appointed by the Directors.
- 10.04 Secretary: The Secretary shall attend all meetings of the EFMFS and of the Board and shall keep or cause to be kept accurate minutes of the same. The Secretary shall also keep or cause to be kept a record of all the Members of the EFMFS and their addresses and shall give or cause to be given all notices of various meetings as required. In case of the absence of the Secretary, their duties shall be discharged by such officer as may be appointed by the Directors.
- 10.05 Treasurer: The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a financial statement as hereinafter set forth of the financial position of the EFMFS and submit a copy of same to the Secretary for the records of the EFMFS.
- 10.06 Remuneration/Expenses: Except for benefits as set out in the current Board Policy guidelines conferred upon an Officer as a result of them being a Member and Volunteer, no Officer shall receive any remuneration from the EFMFS for services rendered. An

Officer may be reimbursed for legitimate expenses incurred in the course of carrying out their duties upon provision of receipts for said expenses and subject to approval by the Directors.

ARTICLE 11 AMENDMENTS

- 11.01 Amendments: This Bylaw may only be repealed or amended by a special resolution passed by a three-fourths (3/4) majority vote of the Members present at a special meeting or a general meeting. Notice of not less than twenty-one (21) days must be given for such meeting, specifying the intention to propose the special resolution and containing the actual text of the proposed Bylaw change or a clear indication that this Bylaw is subject to repeal.
- 11.02 Effective Date: An amended Bylaw shall take effect on the date a special resolution is passed in accordance with Section 11.01. The Secretary shall register such repealed or amended Bylaw with Alberta Corporate Registry within a reasonable time period thereafter.

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