

AMALGAMATION AGREEMENT made as of the _____ day of _____, 2018. (the "Agreement")

BETWEEN:

ACF – ALBERTA CURLING FEDERATION
(hereinafter called "ACF")

- and -

THE SOUTHERN ALBERTA CURLING ASSOCIATION
(hereinafter called "SACA")

- and -

THE NORTHERN ALBERTA CURLING ASSOCIATION
(hereinafter called "NACA")

- and -

PEACE CURLING ASSOCIATION
(hereinafter called "PCA")

WHEREAS:

- A. ACF, SACA, NACA and PCA acting under the authority contained in the *Societies Act S-14 RSA 2000* (hereinafter called the "Act"), pursuant to the special resolutions of their respective members, have agreed to amalgamate upon the terms and conditions set out in this Agreement;
- B. ACF, SACA, NACA and PCA have each made full disclosure to each other of their respective assets and liabilities; and
- C. It is desirable that the amalgamation between ACF, SACA, NACA and PCA should be effected.

NOW THEREFORE THIS AGREEMENT WITNESSES:

1. In this Agreement, unless the context otherwise requires:
 - (a) "Amalgamating Societies" means, collectively, ACF, SACA, NACA and PCA; and
 - (b) "Amalgamated Society" means the society continuing from the amalgamation of the Amalgamating Societies, the name of which shall be ACF – ALBERTA CURLING FEDERATION.
2. The Amalgamating Societies agree to amalgamate and continue as one society in accordance with the provisions of Section 32 of the Act, subject to the terms and conditions set out in this Agreement.
3. The name of the Society created by the amalgamation of ACF, SACA, NACA and PCA shall be ACF - ALBERTA CURLING FEDERATION (the "Federation").
4. The Objects of the Federation are:

- To promote and encourage the growth of curling within the boundaries of the Federation
 - To administer and enforce Curling Canada rules and regulations of curling within the boundaries of the Federation
 - To represent the interests of Federation members to Curling Canada
 - To administer Federation competitions for the purposes of determining Provincial Champions
5. The Registered Office of the Federation shall be located at 11759 Groat Rd, Edmonton AB T5M 3K6.
6. The names and addresses of the Directors appointed in accordance with the provisions of the Bylaws are:
- Zone 1
Jody Meli
607 - 7 Avenue South Lethbridge, AB. T1J 1J3
- Zone 2
Steve Young
130 Glacier Drive, Banff, AB, T1L 1A7
- Zone 3
Josephine MacGillivray
40 - 23 Glamis Dr. SW, Calgary AB T3E 6S3
- Zone 3
Curtis Fairhurst
48 Woodview Court SW, Calgary Ab, T2W 4X4
- Zone 4
Steve Gerlitz
6808 Meadowview Drive, Stettler ab ToC-2L1
- Zone 5
Marvin Trimble
84 Ridgemount Crescent, Sherwood Park Ab, T8A 5N4
- Zone 6
Jenilee Streach
13738 37 st NW, Edm Ab, T5Y 3G5
- Zone 6
David Heavenor
1334 Secord Landing NW, Edm Ab, T5T 4W7
- Zone 7
Vern Hafso
Box 748, Viking Alberta ToB 4No

Zone 8
Brenda Asmussen
PO Box 158, Manning, AB, ToH 2Mo

Zone 8
Jeff Ginter
RR2, C22, S22 Stn LCD, 169 Moore Sub., Dawson Creek, BC V1G 4E8

- 7. Officers will be appointed by the Directors at the first Board Meeting of the Directors.
- 8. The By-laws of the Federation shall be those By-Laws as approved by ACF, SACA, NACA and PCA which are attached as Schedule "A" to this Agreement.
- 9. Upon the adoption of this Agreement by the Amalgamating Societies, the form of Application for Society Amalgamation of the Amalgamated Society attached as Schedule "B" to this Agreement will be submitted to the Registrar of Societies together with all other documents and funds required by the Registrar in order to register the amalgamation.
- 10. The amalgamation shall be effective as of the month, day and year the Certificate of Amalgamation is issued by Alberta Registries.
- 11. Upon completion of the amalgamation and the issuance by the Registrar of a Certificate of Amalgamation, ACF, SACA, NACA and PCA will no longer exist and the members of each of ACF, SACA, NACA and PCA shall surrender their memberships.
- 12. The Federation shall possess all the property rights, privileges, franchises, and other assets and shall be legally bound and subject to all the liabilities, contracts, and debts of ACF, SACA, NACA and PCA.
- 13. The Amalgamating Societies agree to enter into any further documents, assurances or conveyances as may be necessary or required to carry out the intent and purposes of this Agreement.

IN WITNESS WHEREOF this Agreement has been signed by the authorized representatives of the Amalgamating Societies to be considered effective as of the ____ day of _____, 2018.

ACF – ALBERTA CURLING FEDERATION

THE NORTHERN ALBERTA CURLING ASSOCIATION

Per: _____

Per: _____

Print Name:

Print Name:

Title:

Title:

PEACE CURLING ASSOCIATION

THE SOUTHERN ALBERTA CURLING ASSOCIATION

Per: _____

Per: _____

Print Name:

Print Name:

Title:

Title:

SCHEDULE "A"

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ACF - ALBERTA CURLING FEDERATION BYLAWS

1. Preamble

These Bylaws are to regulate the policies and business of the ACF - ALBERTA CURLING FEDERATION.

The ACF - ALBERTA CURLING FEDERATION is registered under the Societies Act of Alberta.

2. Defining and Interpreting the Bylaws

In these Bylaws:

- a) "Act" means the Societies Act R.S.A 2000, Chapter S-14 as amended, or any statute substituted for it.
- b) "Annual General Meeting" or "AGM" means the meeting of the Membership convened in accordance with Clause 4.
- c) "Board" or "Board Members" means the Board of Directors of the ACF - ALBERTA CURLING FEDERATION as described in Clause 6.
- d) "ACF" and/or "Federation" means the ACF - ALBERTA CURLING FEDERATION.
- e) "Boundary of the Federation" means the outer boundary of the map in Appendix A.
- f) "Bylaws" means the Bylaws of the ACF - ALBERTA CURLING FEDERATION.
- g) "Director" means any person elected or appointed to the Board. This includes the President and Past President.
- h) "Good Standing" means a Member or Officer or Director that has fulfilled all obligations to the ACF - ALBERTA CURLING FEDERATION in accordance with clause 3.5.2.
- i) "Member" means any Member of the ACF - ALBERTA CURLING FEDERATION as defined in Clause 3.
- j) "Membership" means all ACF - ALBERTA CURLING FEDERATION Members as defined in Clause 3.
- k) "Member Representative" and/or "Representative" means an individual selected by a Member to attend and represent them at meetings of Members, in accordance with Clause 3.4.
- l) "Office" means the business office of the ACF - ALBERTA CURLING FEDERATION.

- m) "Present" at a meeting means physically present or attending by conference call or other approved means.
- n) "Register of Members" means the register maintained by the Board of Directors containing the names of Members of the Society.
- o) "Special General Meeting" means a meeting of the membership convened in accordance with clause 4.4.
- p) "Special Resolution" means a resolution approved by the Members at a Special General Meeting.
- q) "Voting Member" means a Member entitled to vote at a meeting of the Federation.

3. Membership

3.1 The Members of the ACF - ALBERTA CURLING FEDERATION

AFFILIATED MEMBER: Any curling club, curling center or equivalent which provides on ice curling activities, located within the boundaries of the ACF - Alberta Curling Federation, that has:

- Applied for membership
- Paid the prescribed annual membership fee as defined in clause 3.2.
- Agreed to abide by the ACF's bylaws, policies, procedures and rules

Affiliated membership shall be limited to a maximum of one affiliation per facility.

DIRECTOR: Any Director of the ACF - Alberta Curling Federation.

The Board shall annually review and approve annual fees or assessments to be levied by the ACF on Affiliated Members for the upcoming fiscal year and shall establish terms of payment thereof.

3.2 Payment Date for Fees

The annual membership fees must be paid on or before January 31st of every year.

3.3 Rights and Privileges of Members

Any Member in Good Standing is entitled to:

- Receive notices of meetings of the ACF
- Participate and vote in any meeting of the Membership
- Affiliated members have preferred access to programs and resources offered by the ACF
- Affiliated Members have the opportunity to host provincial playdown and other ACF sanctioned events

3.4 Member Representatives

A Member Representative will be:

- a person of any gender being of the legal adult age
- selected through a formal process approved by the Affiliated Member

3.5 Voting Members

3.5.1 Each Member shall have one vote at any meeting of the Membership. Votes will be allowed by proxy, as defined in Clause 5.

3.5.2 Member in Good Standing

A Member is in Good Standing when:

- the Member has paid affiliation fees or other required fees to the ACF; and
- the Member is not suspended.

3.6 Suspension of Membership

3.6.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for not more than 2 years for one or more of the following reasons:

- If the Member has failed to abide by the Bylaws;
- If the Member has done anything that, in the opinion of the Board, negatively affects the ACF or the sport of curling.

3.6.2 Notice to the Member

The affected Member will receive written notice of the Board's intention to deal with whether the Member should be suspended or not. The Member will receive at least twenty-one (21) days of notice before the Special Meeting.

The notice will be sent by single registered mail to the last known address of the Member shown in the records of the ACF. The notice may also be delivered by an Officer of the Board.

The notice will state the reasons why suspension is being considered.

3.6.3 Decision of the Board

The Member will have an opportunity to appear before the Board to address the suspension.

The Board will determine how the suspension will be dealt with and may limit the time for the Member to address the Board.

The Board may exclude the Member from its discussion of the suspension, including the deciding vote.

The decision of the Board is final.

3.7 Termination of Membership

3.7.1 Withdrawal

Any Member may withdraw from the ACF by sending or delivering a written notice to the office of the ACF.

Once the notice is received, the Member's name will be removed from the Register of Members. The Member is considered to have ceased being a Member on the date its name is removed from the Register of Members.

3.7.2 Deemed Withdrawal

If an Affiliated Member has not paid the annual affiliation fees within sixty (60) days following the date fees are due, the Member shall be deemed to have terminated its membership.

In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased

being a Member on the date its name is removed from the Register of Members.

3.7.3 Termination by the Board

The Board, at a Special Meeting called for that purpose, may terminate a Member's membership for one or more of the following reasons:

- If the Member has failed to abide by the Bylaws;
- If the Member has done anything that, in the opinion of the Board, negatively affects the ACF or the sport of curling.

3.7.4 Decision of the Board

The Member will have an opportunity to appear before the Board to address the termination.

The Board will determine how the termination will be dealt with and may limit the time for the Member to address the Board.

The Board may exclude the Member from its discussion of the termination, including the deciding vote.

The decision of the Board is final.

3.7.5 Reinstatement of Membership

A Member whose membership was suspended will be reinstated as a Member at the end of the suspension period, upon payment of any required affiliation fees.

A Member whose membership was terminated may apply to the Board to be reinstated as a Member.

3.8 Transmission of Membership

No right or privilege of any Member is transferable. All rights and privileges cease when the Member withdraws, is terminated, or is suspended from the ACF.

3.9 Continued Liability for Debts Due

Although a Member ceases to be a Member by withdrawal or termination, the Member is liable for any debts owing by the Member to the ACF at the date of ceasing to be a Member.

3.10 Limitation on the Liability of Members.

No Member is liable for any debt or liability of the ACF.

4. Meetings

4.1 Annual General Meeting (AGM)

One Annual General Meeting of the Members shall be called by the President and held on a date no later than one hundred twenty (120) days following each fiscal year-end of the ACF.

4.2 Purpose of Annual General Meeting

The AGM shall be called for the transaction of business to be brought before the Members including, but not limited to a review of financial statements by the ACF's accountant of record for the current year; the election of Directors; appointment of auditor for the next fiscal year, review of the ACF's operations and the Board's activities for the previous year.

4.3 Notice of Annual General Meeting

Membership will be notified of the date and time of the Annual General Meeting by notice to the Member, by notice on the ACF website, by newsletter and/or by email.

The accidental omission to give any notice to any Member, or any person or entity, or the non-receipt of any notice by any such Member, or any person or entity, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice.

Notice of the Annual General Meeting shall be posted at least sixty (60) days prior to the holding of the AGM.

4.4 Special General Meeting of the ACF

A Special General Meeting of the Members shall be called:

- By the President as required.

- By the President upon written instruction of Members representing at least twenty percent (20%) of the Membership provided they request the President in writing to call such meeting and state the business to be brought before the meeting.
- By resolution of the Board.

Only such business as is called for in the notices shall be transacted at a Special General Meeting. Any resolution must be passed by seventy-five percent (75%) of the votes cast.

Notice of the meeting shall be posted at least twenty-one (21) days prior to the date fixed for a Special General Meeting. Membership will be notified of the date and time of the Special General Meeting by notice to the Member, by notice on the ACF website, by newsletter and/or by email. In the event of a Special General Meeting Members shall be advised the purpose thereof.

The accidental omission to give any notice to any Member, or any person or entity, or the non-receipt of any notice by any such Member, or any person or entity, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice.

4.5 Quorum

Quorum at any Annual General Meeting or Special General Meeting of the Members shall be: A minimum of twenty-five (25) Member Representatives entitled to vote, including a minimum of five (5) Board Members.

Member Representatives may participate in meetings by being physically present or, at the discretion of the Board, by conference call or other approved means.

In the case of the AGM or any Special General Meeting, if within sixty (60) minutes of the appointed time a quorum is not present, then the meeting shall be adjourned.

The meeting will be rescheduled to a time and place as determined by the President providing such time shall allow for a minimum seven (7) days notice.

4.6 Voting

Unless otherwise stipulated, any motions or questions arising at any meeting of Members shall be decided by simple majority of the votes cast at the meeting.

Such votes may be made:

- in person by show of hands
- by proxy, as defined in Article 5, or
- verbally, if in attendance by conference call

On any question proposed for consideration at a meeting of Members the chairperson may require a ballot. Alternatively, any person who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in whatever manner the chairperson directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

Each Board Member, with the exception of the President and Past President, shall be entitled to one vote at the Annual General Meeting or any Special General Meeting of the Membership. The President shall be entitled a vote in the event of a tie.

5. Proxy Voting

Each Member Representative entitled to vote at a meeting of Members may appoint a proxy holder to attend and act as the Member's Representative at the meeting in the manner and to the extent authorized by the proxy.

An instrument appointing a proxy shall be in writing executed by the member and shall conform to the requirements of the Act. Such instrument must be submitted to the office of the Federation and confirmed by the Secretary twenty-four (24) hours prior to the start of the meeting.

6. Governance of the ACF

6.1 First Directors

The applicants for incorporation shall be the first Directors of the Corporation. The term of office for such first Directors shall be until the first meeting of Members.

6.2 Board of Directors

6.2.1 Nomination of Directors

Nominations for vacant Director positions shall be submitted in writing to the Chair of the committee responsible for nominations at

least sixty (60) days in advance of the meeting at which the vote is to be held. It shall contain the signature of representatives of two Members in Good Standing from the geographical zone for which the nomination is being made and a signed acceptance of the nomination by the nominee.

Nominations from the floor will be accepted when no candidates have been presented to the membership for a vacant Director position, in accordance with the paragraph above.

- a) Nominees from the floor must be present and accept the nomination in order to stand for election to the Board of Directors.
- b) Nominations from the floor must be moved, seconded and properly approved by the Members present.

6.2.2 Election of Directors

Directors shall be elected by vote at the Annual General Meeting. The candidate or candidates with the largest number of votes cast shall fill Director vacancies where vacancies need to be filled. Failure of a candidate to provide a signed acceptance pursuant to clause 6.2.1, shall not, in itself, nullify the election of that person if that person subsequently takes up the office of Director by attending meetings of the Board or otherwise assuming the responsibilities of a Director.

Directors are elected for a term of 3 years. The terms shall be staggered such that no more than 4 positions are scheduled each year for election, subject to the requirements of clause 6.2.3.

Elected Directors must reside in the geographical zone for which they are elected.

6.2.3 Appointment of Directors

If there is a vacancy on the Board, the remaining Directors may appoint a Director to fill that vacancy until the next meeting at which Directors are to be elected, at which time the position will be available for election. A Director then elected into that position may remain for the remainder of the original term.

Appointed Directors must reside in the geographical zone for which the vacancy exists.

6.2.4 Geographical Representation

The Board of Directors shall include Directors from each of 8 geographical zones. There will be no more than 2 Directors from any zone.

6.2.4.1 There shall be a minimum of 8 and a maximum of 12 Directors

6.2.4.2 Geographical zones are:

- Zone 1 - Sunny South
- Zone 2 - Big Country
- Zone 3 - Calgary
- Zone 4 - Parkland
- Zone 5 - Black Gold/Yellowhead
- Zone 6 - Edmonton
- Zone 7 - North Eastern Alberta
- Zone 8 - Peace Country

The communities included in each zone are listed in Appendix A.

6.2.5 Limit on Consecutive Terms

A Director may not hold position for more than 2 consecutive terms. A minimum of 1 year must pass before a Director who has had 2 consecutive terms may apply to rejoin the Board.

6.2.6 Governance and Management of the ACF

The Board shall manage the business and affairs of the ACF, take such actions as deemed appropriate to affect the purposes of these Bylaws, exercise all of the powers of the ACF, and may adopt such policies, rules and procedures, recommendations and actions as deemed advisable and which are consistent with all applicable laws and these Bylaws.

The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.2.7 Directors' Accountability

Every Director of the Federation shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interests of the Federation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably

prudent person would exercise in similar circumstances, including reliance in good faith on:

- a) financial statements of the Federation represented to the Director by an officer of the Federation or in a written report of a public accountant or auditor of the Federation fairly to reflect the financial condition of the Federation; or
- b) a report of a person whose profession lends credibility to a statement made by that person.

6.2.8 Composition of the Board

The Board consists of:

- President
- Vice-President
- Secretary
- Treasurer
- Eight (8) Directors, and
- Past President

Any candidate to be considered as an Officer shall have prior Board experience within the ACF. The Board may waive such requirement upon receipt of evidence of other applicable experience.

No employee of the ACF may hold a Director position or have voting privileges at Board Meetings.

6.2.9 Notice

At least one hundred twenty (120) days prior to the AGM the Board shall provide notice to all Members the Directors' positions and terms open for election.

6.2.10 Officers

Officers of the ACF shall be: the President, Vice-President, Treasurer and Secretary.

Officers are elected by the Board at the first meeting of the Board following the AGM.

The Officer holds office until re-elected or until a successor is elected.

All officer positions are for one (1) year.

A Director may not hold the office of President for more than 3 consecutive years.

6.2.11 Duties of the Officers of the ACF

President

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Society, the Board;
- Is an ex officio member of all Committees;
- Acts as spokesperson for the ACF;
- Carries out other duties assigned by resolution of the Board.

Vice-President

- Presides at meetings in the President's absence.
- Presides at various functions when asked to do so by the President or Board;
- Carries out other duties assigned by resolution of the Board.

Secretary

- Keeps accurate minutes of Board meetings and the AGM;
- Has charge of the Board's correspondence;
- Ensures that a record of names and addresses of all Members of the ACF is kept;
- Keeps the Seal of the ACF;
- Ensures compliance with all legal documentation requirements, such as filing the annual return, changes in the Directors of the organization, amendments to the bylaws, and other required documentation; and
- Carries out other duties assigned by resolution of the Board.

Treasurer

- Ensures all monies paid to the ACF are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Ensures that a detailed account of revenues and expenditures is presented to the Board as requested;
- Ensures a reviewed statement of the financial position of the ACF is prepared and presented to the Annual General Meeting;
- Carries out other duties assigned by resolution of the Board.

6.3 Past President

- The Past President is a non-voting Director.
- The term of Past President is one (1) year.
- Acts as an advisor the President

6.4 Meetings of the Board

Scheduled meetings of the Board shall be held as often as may be required, but at least four (4) times per year with one (1) meeting to be held immediately following the AGM.

All Board Members shall be notified at least fourteen (14) days prior to the holding of any Board meeting.

The President may call a special meeting of the Board for consideration of special matters and shall be called in like manner on the instruction of any three (3) Board Members provided they request in writing to call such meeting and state the business to be brought before the meeting.

A simple majority of the incumbent Officers and Directors is a quorum.

Each Board member with the exception of the President and Past President shall be entitled to one (1) vote at any meeting of the Board. The President shall be entitled to a vote in the event of a tie.

6.5 Board Votes

Resolutions of the Board shall be adopted by consensus, defined as general acceptance by the Directors present and eligible to vote. Where, in the judgment of the Chair, a consensus cannot be achieved, or if requested by any Director present at the meeting, the Chair shall call a vote and the resolution shall be adopted if a majority of the Directors present vote in favour of the resolution, provided that a quorum remains present.

Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

Meetings of the Board are open to Member Representatives of the ACF but only Directors may vote. Member Representatives are only allowed to participate in a discussion when invited to do so by the Board. Officers and Directors present may ask any other Member Representatives, or other persons present, to leave.

6.6 Powers and Duties of the Board

The Board has the powers of the ACF, except as stated in the Societies Act.

The powers and duties of the Board include:

- Promoting the objectives of the ACF.
- Promoting membership in the ACF.
- Maintaining and protecting the assets and property of the ACF.
- Approving an annual budget for the ACF.
- Paying all expenses for operating and managing the ACF.
- Paying persons for services and protecting persons from debts of the ACF.
- Investing any extra monies.
- Financing the operations of the ACF and borrowing or raising monies.
- Making policies for managing and operating the ACF.
- Approving all contracts for the ACF.
- Maintaining all accounts and financial records of the ACF.
- Appointing legal counsel as necessary.
- Making policies, rules and regulations for operating the ACF and using its facilities and assets.
- Selling, disposing of, or mortgaging any or all of the property of the ACF; and
- Without limiting the general responsibility of the Board, delegating its powers and duties.

6.7 Resignation, Death or Removal of a Director

A Director including the President and Past President, may resign from office by giving notice in writing. The resignation takes effect upon receipt, by an Officer, of the written notice.

Members may remove any Director, including the President, before the end of his/her term. Removal will be decided by a vote at a Special Meeting called for this purpose.

The Board may remove a Director or Officer by affirmative vote of not less than seventy-five (75%) percent of the Board Members when, in the opinion of the Board:

- It is in the best interest of the ACF or the Director or Officer.
- The Director or Officer has failed to abide by the Bylaws.
- The Director or Officer has failed to act in accordance with rules governing conduct.
- Such Director or Officer has not fulfilled their obligations to the Board of the ACF.
- Where a Director or Officer is to be removed there must be notice provided to all the Board Members, of the intent to remove, including the Director being considered for removal.
- Any Director or Officer missing three consecutive Board meetings without valid reason may be removed without the need to provide notice of intent.

6.8 Board Committees

The Board may establish standing committees and/or ad hoc committees as required.

Committees may appoint members who are not Directors.

A Board Member chairs each committee created by the Board.

The Chair calls committee meetings.

Each committee:

- Records minutes of its meetings
- Distributes those minutes to the committee members
- Provides reports to each Board meeting at the Board's request

Committee members must be notified fourteen (14) days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

7. Finance and Other Management Matters

7.1 Finance and Auditing

The fiscal year end of the ACF will be determined at the first meeting of the Board.

There must be an audit of the books, accounts and records of the ACF at least once each year. A qualified accountant, appointed at each Annual General Meeting, must do this audit. At each Annual General Meeting of the ACF, the auditor submits a complete statement of the books for the previous year.

7.2 Seal of the ACF

The Board may adopt a seal as the Seal of the ACF.

The Secretary has control and custody of the seal, unless the Board decides otherwise.

The Seal of the ACF can only be used by the Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.3 Signing Authority

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Federation will be executed by at least two (2) individuals designated by resolution of the Board.

7.4 Keeping and Inspection of the Books and Records of the ACF

The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

The Secretary keeps the original Minute Books at the Registered Office of the ACF. This record contains minutes from all meetings of the ACF Board.

The Board keeps and files all necessary books and records of the ACF as required by the Bylaws, the *Societies Act*, or any other statute or laws.

A Member Representative wishing to inspect the books or records of the ACF must give reasonable notice to the President or Secretary of the ACF of his/her intentions to do so.

All financial records of the ACF are open for such inspection by the Members, during normal business hours and with reasonable notice.

7.5 Borrowing Powers

The ACF may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

The Board may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the ACF.

7.6 Remuneration of Directors

The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his position. Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

7.7 Protection and Indemnity of Directors and Officers

Each Director or Officer holds office with protection from the ACF. The ACF indemnifies each Director or Officer against all costs or charges that result from any act done in his/her role for the ACF. The ACF does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the ACF. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the ACF, unless the act is fraud, dishonesty or bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by the ACF auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

8. Amending the Bylaws

- 8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any General or Special Meeting of the ACF.
- 8.2 The one hundred twenty (120) days notice of the Annual General Meeting or twenty-one (21) days notice Special Meeting of the ACF must include details of the proposed resolution to change the Bylaws.
- 8.3 The amended bylaws take effect after the approval of the Special Resolution at the Annual General Meeting or Special Meeting and after being accepted by the Corporate Registry of Alberta.

9. Distributing the Assets and Dissolving the Federation

- 9.1 The ACF does not pay any dividends or distribute its property among its Members.
- 9.2 If the ACF is dissolved:
 - any remaining gaming proceeds are to be donated to an eligible charitable or religious group or purpose or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose.
 - any other funds or assets remaining after paying all debts are to be distributed equally to all Affiliated Members in Good Standing in the year of dissolution

10. APPROVAL

These Bylaws were accepted and approved at Meetings of Members of ACF, SACA, NACA, and PCA prior to amalgamation and will be enacted

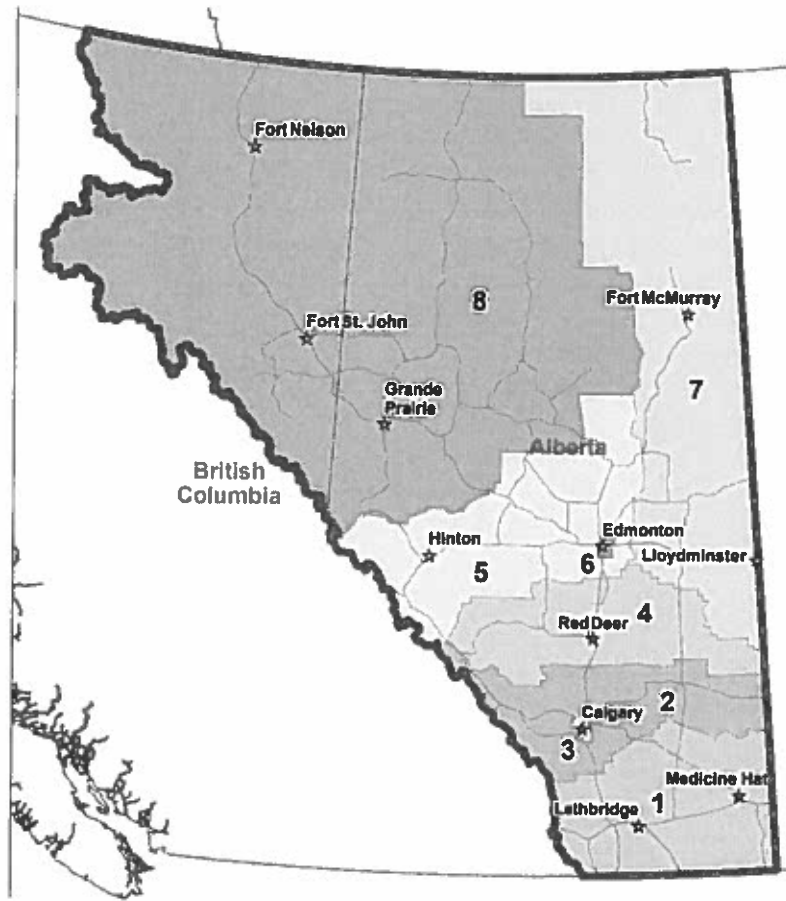
by the Directors upon completion of amalgamation of ACF, SACA, NACA and PCA to form ACF – ALBERTA CURLING FEDERATION.

DATED at the City of _____, in the Province of Alberta, this _____ day of _____, 2018 to become effective on the date of the Certificate of Amalgamation.

President

Vice-President

APPENDIX A – ZONES



The boundaries of the Federation are defined by this map.

Zone 1 – Sunny South

- | | | | |
|--------------|----------------|--------------|-----------------|
| Aetna | Carmangay | Duchess | Hill Springs |
| Arrowwood | Carway | Dunmore | Iron Springs |
| Barnwell | Champion | Enchant | Irvine |
| Barons | Chin | Ensign | Jenner |
| Bassano | Claresholm | Etzikom | Johnson's |
| Beaver Mines | Cluny | Foremost | Addition |
| Beazer | Coaldale | Fort MacLeod | Kimball |
| Blindloss | Coalhurst | Gem | Kirkcaldy |
| Bow Island | Coutts | Glenwood | Leavitt |
| Brant | Cowley | Granum | Lethbridge |
| Brooks | Crowsnest Pass | Grassy Lake | Lomond |
| Burdett | Del Bonita | Hays | Lowland Heights |
| Cardston | Diamond City | Hilda | Lundbreck |

Magrath
Manyberries
Medicine Hat
Milk River
Milo
Moon River
Moon River
Estates
Mountain View
Nanton
New Dayton
Nobleford
Orion
Orton
Parkland

Patricia
Picture Butte
Pincher Creek
Pincher Station
Purple Springs
Queenstown
Rainier
Ralston
Raymond
Redcliff
Rolling Hills
Rosemary
Scandia
Schuler

Seven Persons
Shaughnessy
Shouldice
Skiff
Spring Coulee
Stand Off
Stavely
Stirling
Suffield
Taber
Tilley
Travers
Turin
Vauxhall

Veinerville
Vulcan
Walsh
Wardlow
Warner
Waterton Park
Welling
Welling Station
Woodhouse
Woolford
Wrentham

Zone 2 - Big Country

Acadia Valley	Compeer	Irricana	Richdale
Acme	Conrich	Janet	Rockyford
Airdrie	Craigmyle	Kathryn	Rosebud
Aldersyde	Cremona	Kananaskis	Rowley
Balzac	Crossfield	Keoma	Rumsey
Banff	Dalemead	Lac des	Sedalia
Bearspaw	Dalroy	Lake Louise	Seebe
Beiseker	Delacour	Langdon	Shepard
Benchlands	Delia	Linden	Sibbald
Black Diamond	De Winton	Longview	Springbank
Blackie	Didsbury	Lyalta	Standard
Bottrel	Dorothy	Madden	Strathmore
Bragg Creek	Drumheller	Michichi	Sundre
Canmore	Eagle Hill	Millarville	Sunnynook
Carbon	Empress	Morrin	Swalwell
Carseland	Exshaw	Mossleigh	Three Hills
Carstairs	Ghost Lake	Munson	Torrington
Cayley	Gleichen	Namaka	Trochu
Cereal	Hanna	New Brigden	Turner Valley
Cessford	Harvie Heights	Okotoks	Westward Ho
Chancellor	Heritage Pointe	Olds	Wimborne
Cheadle	Herronton	Oyen	Waiparous
Chestermere	High River	Priddis	Water Valley
Chinook	Hussar	Priddis Greens	Youngstown
Cochrane	Iddesleigh	Redwood	
Cochrane Lake	Indus	Meadows	

ZONE 3 Calgary

ZONE 4 Parkland

Alder Flats	Coronation	Hobbema	Pelican Point
Alhambra	Crystal Springs	Huxley	Penhold
Alix	Czar	Innisfail	Ponoka
Alliance	Daysland	Itaska Beach	Poplar Bay
Altario	Delburne	Jarvis Bay	Red Deer
Ardley	Dickson	Joffre	Red Willow
Argentia Beach	Donalda	Kelsey	Rimbey
Armena	Duhamel	Killam	Rochan Sands
Bashaw	Eckville	Kingman	Rocky Mountain
Bawlf	Edberg	Kirriemuir	House
Benalto	Elnora	Lacombe	Rosalind
Bentley	Endiang	Leedale	Round Hill
Big Valley	Erskine	Leslieville	Silver Beach
Birchcliff	Falun	Linn Valley	Sedgewick
Bittern Lake	Ferintosh	Lougheed	Springbrook
Blackfalds	Fleet	Lousana	Spruce View
Bluffton	Forestburg	Markerville	Stettler
Botha	Gadsby	Ma Me O Beach	Strome
Bowden	Galahad	Meeting Creek	Sunbreaker Cove
Brownfield	Grandview	Millet	Sylvan Lake
Buck Creek	Gull Lake	Mirror	Tees
Buck Lake	Gwynne	Monitor	Tillicum Beach
Burnstick Lake	Half	Morningside	Veteran
Byemoor	Moon Bay	Mulhurst Bay	Village at Pigeon
Camrose	Halkirk	Nevis	Lake
Caroline	Hardisty	New Norway	Wetaskiwin
Castor	Hay Lakes	Nordegg	White Sands
Clive	Haynes	Norglenwold	Winfield
Condor	Heisler	Ohaton	Withrow
Consort	Hoadley	Parkland Beach	Westerose

ZONE 5 Black Gold/Yellowhead

Abee	Entwistle	Mearns	Spring Lake
Alberta Beach	Evansburg	Mewatha Beach	Spruce Grove
Alcomdale	Fallis	Morinville	St. Albert
Antler Lake	Fawcett	Nakamun Park	Stony Plain
Ardrossan	Flatbush	Namao	Sundance Beach
Athabasca	Fort Assiniboine	Neerlandia	Sunnybrook
Barrhead	Fort	Nestow	Sunrise Beach
Beaumont	Saskatchewan	New Sarepta	Sunset Beach
Betula Beach	Gainford	Newbrook	Sunset Point
Birch Cove	Gibbons	Nisku	Swan Hills
Blue Ridge	Glenevis	Niton Junction	Tawatinaw
Bon Accord	Golden Days	Norris Beach	Telfordville
Bondiss	Grande Cache	North Cooking	Thorhild
Boyle	Grassland	Lake	Thorsby
Breton	Green Court	Onoway	Thunder Lake
Bruderheim	Gunn	Opal	Tomahawk
Brule	Half Moon Lake	Peers	Val Quentin
Buford	Hastings Lake	Perryvale	Villeneuve
Busby	Hinton	Pibroch	Vimy
Cadomin	Island Lake	Pickardville	Violet Grove
Calahoo	Island Lake South	Pine Sands	Wabamun
Calling Lake	Janvier South	Pinedale	Warburg
Calmar	Jarvie	Point Alison	West Baptiste
Campsie	Jasper	Radway	West Cove
Carbondale	Josephburg	Redwater	Westlock
Cardiff	Kapasiwin	Rich Valley	Whispering Hills
Carvel	Kavanagh	Riviere Qui Barre	White Gull
Castle Island	Keephills	Robb	Whitecourt
Cherhill	Lakeview	Rochester	Wildwood
Clyde	Lamoureux	Rochfort Bridge	Yellowstone
Colinton	Larkspur	Rocky Rapids	
Collingwood Cove	Leduc	Rolly View	
Cynthia	Legal	Ross Haven	
Dapp	Lodgepole	Sandy Beach	
Devon	Long Lake	Sangudo	
Donatville	Looma	Seba Beach	
Drayton Valley	Lottie Lake	Sherwood Park	
Duffield	MacKay	Silver Sands	
Edson	Manola	South Baptiste	
Egremont	Marlboro	South Cooking	
Elk Island	Mayerthorpe	Lake	
Ellscott	Meanook	South View	

ZONE 6 Edmonton

ZONE 7 North Eastern Alberta

Amisk	Fitzgerald	Kinsella	Riley
Andrew	Derwent	Kitscoty	Smoky Lake
Anzac	Dewberry	La Corey	Spedden
Ardmore	Duvernay	Lac La Biche	St. Edouard
Ashmont	Edgerton	Lafond	St. Lina
Atmore	Elk Point	Lamont	St. Michael
Beauvallon	Fabyan	Lavoy	St. Paul
Beaver Crossing	Fort Chipewyan	Lindbergh	St. Vincent
Beaver Lake	Fort Kent	Lloydminster	Star
Beaverdam	Fort MacKay	Mallaig	Streamstown
Bellis	Fort McMurray	Mannville	Therien
Blackfoot	Glendon	Marwayne	Tofield
Bodo	Greenshields	McLaughlin	Tulliby Lake
Bonnyville	Hairy Hill	Metiskow	Two Hills
Bonnyville Beach	Hayter	Minburn	Vegreville
Breynat	Heinsburg	Mundare	Vermillion
Bruce	Hilliard	Myrnam	Viking
Cadogan	Holden	Paradise Valley	Vilna
Caslan	Horseshoe Bay	Pelican Narrows	Wainwright
Chauvin	Hughenden	Plamondon	Wandering River
Cherry Grove	Hylo	Provost	Warspite
Chipman	Innisfree	Ranfurly	Waskatenau
Clandonald	Irma	Ribstone	Willingdon
Cold Lake	Islay	Rivercourse	Wostok
Conklin	Kikino	Riverview	

ZONE 8 Peace Country

Beaverlodge
 Berwyn
 Bezanson
 Bluesky
 Bow Lake
 Brownvale
 Buffalo Lake
 Cadotte Lake
 Canyon Creek
 Chisholm
 Clairmont
 Cleardale
 Deadwood
 DeBolt
 Dixonville
 Donnelly
 Eaglesham
 East Prairie
 Enilda
 Faust
 Fairview
 Falher
 Fort Vermilion
 Fox Creek

Gift Lake
 Girouxville
 Goodfare
 Goose Lake
 Grande Prairie
 Grimshaw
 Grouard
 Grovedale
 Guy
 High Level
 High Prairie
 Hines Creek
 Hythe
 Jean Cote
 Joussard
 Kinuso
 La Crete
 La Glace
 Landry Heights
 Little Buffalo
 Little Smoky
 Loon Lake
 Manning
 Marie Reine

Marten Beach
 McLennan
 Nampa
 North Star
 Notikewin
 Paddle Prairie
 Peace River
 Peavine
 Peerless Lake
 Peoria
 Poplar Ridge
 Rain
 Red Earth Creek
 Reno
 Ridgevalley
 Rycroft
 Sandy Lake
 Sexsmith
 Slave Lake
 Smith
 Spirit River
 St. Isidore
 Tangent
 Teepee Creek

Trout Lake
 Valhalla Centre
 Valleyview
 Wabasca-
 Desmarais
 Wagner
 Wanham
 Watino
 Wedgewood
 Wembley
 Whitelaw
 Widewater
 Woking
 Worsley
 Zama City

 Chetwynd, BC
 Dawson Creek, BC
 Fort St. John, BC
 Fort Nelson, BC
 Hudson's Hope, BC
 Taylor, BC
 Tumbler Ridge, BC

This information is collected in accordance with the Societies Act and Regulation. It is required to determine whether the applying societies qualify for a certificate of amalgamation. Collection is authorized under s. 33(a) of the Freedom of Information and Protection of Privacy Act. Questions about the collection can be directed to Service Alberta Contact Centre at: cr@gov.ab.ca or 780-427-7013 (toll-free 310-0000 within Alberta).

The societies listed in Item 5 apply to amalgamate into a new society.

1. Name of Amalgamated Society

ACF - ALBERTA CURLING FEDERATION

2. Society Objects

To promote and encourage the growth of curling within the boundaries of the ACF - Alberta Curling Federation (the "Federation")
 To administer and enforce Curling Canada rules and regulations of curling within the boundaries of the Federation
 To represent the interests of the Federation members to Curling Canada
 To administer Federation competitions for the purposes of determining Provincial Champions

3. Registered Office of Amalgamated Society

Street/Legal Land Description	City/Town	Province	Postal Code
11759 Groat Road	Edmonton	Alberta	T5M 3K6

4. Mailing Address (if applicable)

Post Office Box	City/Town	Province	Postal Code

5. Amalgamating Societies

Name of Society	Corporate Access Number
ACF - Alberta Curling Federation	504002627

Name of Society	Corporate Access Number
The Northern Alberta Curling Association	500057443

Name of Society	Corporate Access Number
The Southern Alberta Curling Association	502256787

Name of Society	Corporate Access Number
Peace Curling Association	500105812

6. Society Directors

Last Name	First Name	Middle Name	
MELI	JODY		
Street/Post Office Box	City/Town	Province/Territory	Postal Code
607 - 7 Avenue	South Lethbridge	AB	T1J 1J3

Last Name	First Name	Middle Name	
YOUNG	STEVE		
Street/Post Office Box	City/Town	Province/Territory	Postal Code
130 Glacier Drive	Banff	AB	T1L 1A7

Last Name MacGILLIVARY	First Name JOSEPHINE	Middle Name		
Street/Post Office Box 40 - 23 Glamis Dr. SW	City/Town Calgary	Province/Territory AB	Postal Code T3E 6S3	

Last Name FAIRHURST	First Name CURTIS	Middle Name		
Street/Post Office Box 48 Woodview Court SW	City/Town Calgary	Province/Territory AB	Postal Code T2W 4X4	

Last Name TRIMBLE	First Name MARVIN	Middle Name		
Street/Post Office Box 84 Ridgemount Crescent	City/Town Sherwood Park	Province/Territory AB	Postal Code T8A 5N4	

Last Name STREATCH	First Name JENILEE	Middle Name		
Street/Post Office Box 13738 37 Street NW	City/Town Edmonton	Province/Territory AB	Postal Code T5Y 3G5	

Last Name HEAVENOR	First Name David	Middle Name		
Street/Post Office Box 1334 Secord Landing NW	City/Town Edmonton	Province/Territory AB	Postal Code T5T 4W7	

Last Name HAFSO	First Name VERN	Middle Name		
Street/Post Office Box Box 748	City/Town Viking	Province/Territory AB	Postal Code T0B 4N0	

Last Name ASMUSSEN	First Name BRENDA	Middle Name		
Street/Post Office Box PO Box 158	City/Town Manning	Province/Territory AB	Postal Code T0H 2M0	

Last Name GINTER	First Name JEFF	Middle Name		
Street/Post Office Box RR2, C22, S22 Stn LCD169 Moore Sub	City/Town Dawson Creek	Province/Territory BC	Postal Code V1G 4E8	

Last Name GERLITZ	First Name STEVE	Middle Name		
Street/Post Office Box 6808 Meadowview Drive	City/Town Stettler	Province/Territory AB	Postal Code T0C 2L1	

7. Society Officers

Last Name	First Name	Middle Name	Title/position held	
Street/Post Office Box		City/Town	Province/Territory AB	Postal Code

8. Authorized Representative/Authorized Signing Authority for the Society

_____	_____	_____
Last Name	First Name	Middle Name <i>(optional)</i>
_____	_____	_____
Relationship to Society	Email Address <i>(optional)</i>	Telephone Number <i>(optional)</i>
_____	_____	_____
Date of submission <i>(yyyy-mm-dd)</i>	Signature	

I, _____, certify that the information I have

 (Authorized Representative)
 provided is true and correct to the best of my knowledge and that I am authorized to file this form on behalf of the applying societies.

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