

ARTICLES OF ASSOCIATION
COMMUNITY FUTURES CENTRE WEST

ARTICLE 1: NAME

1.01 The name of the Company shall be **Community Futures Centre West**.

ARTICLE 2: INTERPRETATION

2.01 In these Articles, unless the context otherwise requires,

- a) “**Act**” means the Alberta *Companies Act*, RSA 2000, cC-21 as amended from time to time;
- b) “**Articles**” means the Articles of Association of the Company in effect and amended from time to time;
- c) “**Board**” means the Board of Directors of the Company;
- d) “**Committee**” means the Executive Committee, the Standing Investment Review Committee, and any other committee established or appointed by the Board;
- e) “**Company**” means Community Futures Centre West;
- f) “**Director**” means a member of the Board of Directors of Community Futures Centre West;
- g) “**Family Member**” means a person limited to spouse, child, mother, father, brother or sister;
- h) “**General Meeting**” means Annual General Meetings or Special General Meetings of the Members of the Company, as the case may be;
- i) “**Member**” means a member of Community Futures Centre West;
- j) “**Memorandum**” means the Memorandum of Association of the Company;
- k) “**Officer**” means Chair, Vice Chair, Secretary, or Treasurer as required in the circumstances;
- l) “**Region**” means the area served by Community Futures Centre West;
- m) “**Significant Business Interest**” includes the ownership, whether directly, or indirectly or beneficially, of more than 10% of the capital stock of the incorporated body, or shares or debentures to which are attached more than 10% of the voting rights in the incorporated body;
- n) “**Spouse**” includes a common-law spouse who at the relevant time has cohabitated with a person for a minimum of twelve (12) months;
- o) the singular shall include the plural;
- p) the masculine shall where applicable include the feminine and the neutral; and
- q) expressions defined in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company, shall have the meanings as so defined therein.

ARTICLE 3: REGISTERED OFFICE

- 3.01 Subject to the provisions of the Act, the Company may by ordinary resolution of the Board change, from time to time, the place where the registered office of the Company is to be situated.

ARTICLE 4: MEMBERSHIP

- 4.01 The Members of the Company shall consist of and be restricted to such individual persons as the Board may, by resolution, from time to time, recognize as representing one or more of the following municipal organizations:

- a) City of Airdrie
- b) Town of Banff
- c) MD of Bighorn
- d) Town of Canmore
- e) Town of Cochrane
- f) Town of Crossfield
- g) Redwood Meadows
- h) Rocky View County (West of Queen Elizabeth Highway)

- 4.02 Members shall reside in the Region or carry on all substantially all of their business within the Region and shall be eighteen (18) years of age or older.

- 4.03 Upon becoming a Member of the Company that Member shall be a Director of the Company.

ARTICLE 6: GENERAL MEETINGS OF MEMBERS

- 5.01 The first annual general meeting of the Company (the “**Annual General Meeting(s)**”) shall be held:

- a) Within one (1) year of incorporation and thereafter Annual General Meetings of the Company shall be held within six (6) months following the fiscal year end of the Company; and
- b) Shall be held at such time and place in the Region as the Board may from time to time by resolution determine the purpose of:
 - i. considering and voting on the reports of the previous year’s activities,
 - ii. considering and voting on the appointment of an auditor,
 - iii. receiving the audited statement of the Company,
 - iv. the election of the Board; and
 - v. to transact such other items of business as may come before it.

- 5.02 All Annual General Meetings shall be called ordinary meetings; any other General Meeting of the Members shall be called a “**Special General Meeting**”.

- 5.03 A Special General Meeting of the Members may be called at any time by:

- a) Resolution of the Board;

- b) By the Chair of the Board of Directors; or
- c) By fifty (50%) percent or more of the Members of the Company on written notice to the Secretary specifying in detail the reasons for the request and the matters to be discussed at the meeting and no other matters shall be raised at such meetings without the concurrence of the Chair.

- 5.04 A General Meeting may be called at any time be seven (7) days' notice at the least, exclusive of the day on which the notice is served, mailed transmitted by email or deemed to be served mailed or emailed, but inclusive of the day for which notice is given, specifying the place, the day, and the hour of meeting, and, in case of a Special General Meeting, the general nature of the business to be conducted at such a meeting, shall be given in writing and provided to the Directors and Members of the Company; but the non-receipt of a notice by any person shall not invalidate the proceedings of any General Meeting.
- 5.05 All business transacted at a Special General Meeting and all business that is conducted at an ordinary meeting [with the exception of those items set out in Article 5.01 (b) shall be considered special business].
- 5.06 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be those members personally present, not being less than two (2) in number and representing in person or by phone not less than thirty (30%) percent of all the then Members of the Company.
- 5.07 If within thirty (30) minutes from the time appointed for any General Meeting a quorum is not present, then the meeting, if convened on the requisition of Members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those Members then present shall be a quorum.
- 5.08 The Chair or, in his absence, the Vice Chair, if any, of the Company shall preside as the Chair at every General Meeting of the Company.
- 5.09 If there is no Chair or Vice Chair, or if at any meeting the Chair or Vice Chair is not present within fifteen (15) minutes after the time appointed for the holding of any General Meeting or is unwilling to act as Chair of the meeting, then the Members present shall choose someone of their number to chair such a meeting.
- 5.10 At any General Meeting a resolution put to a vote at the meeting shall be decided by a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by at least three (3) Members entitled to vote. Unless a poll is so demanded, a declaration by the Chair of the meeting that a resolution has, on a show of hands, been carried or lost, and an entry to that effect in the Minutes of the Company shall be conclusive evidence of that fact, without proof as to the number or proportion of the votes recorded in favour of, or against that resolution.

- 5.11 If a poll is duly demanded, it shall be immediately taken by secret ballot, with the appointment of scrutinizers and in such manner as the Chair of the meeting may direct.
- 5.12 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the General Meeting at which the show of hands takes place, or at which the poll is demanded, shall not be entitled to a second or casting vote the motion shall fail.
- 5.13 On a show of hands or on a poll vote every Member present in person or by proxy shall have one (1) vote.
- 5.14 Votes may be given personally or by proxy.
- 5.15 The proxy appointing a nominee shall be in writing under the hand of the appointer or of the appointer's attorney duly authorized in writing, or, if the appointer is a corporation either under the common seal or under the hand of an officer or attorney so authorized.
- 5.16 The proxy appointing a nominee and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited with the Company, or an agent thereof, within the period of time preceding any meeting or adjourned meeting fixed by the Directors and not less than forty-eight (48) hours prior thereto excluding Saturdays, Sundays and holidays, and which is specified in the notice calling the meeting.
- 5.17 All General Meetings shall be open to the public and without restricting the generality of the foregoing all participating and/ or related federal department or provincial government agencies shall be permitted to attend meetings in an ex-officio and advisory capacity.

ARTICLE 6: ELECTION, QUALIFICATION, REMOVAL, ETC. OF DIRECTORS

- 6.01 The Board shall consist of a minimum of three (3) and a maximum of fifteen (15) Directors and except as otherwise provided herein, individual Directors shall be elected by the Members of the Company and shall retain office at the pleasure of the Members.
- 6.02 Directors shall reside within the Region or carry on all or substantially all of their business within the Region and shall be eighteen (18) years of age or older. In order to become a Director, an individual must first become a Member of the Company.
- 6.03 Each Director will serve for a period of two (2) years (a "Term"), commencing on the date of the meeting at which the Members resolve to make that individual a Director. The maximum number of consecutive Terms that a Director may serve on the Board is four (4). Directors must wait a minimum of one (1) year after reaching the maximum term before being eligible for reappointment to the Board. The Board will endeavour to ensure that there is an appropriate balance of new and experienced Directors.

- 6.04 The Members may from time to time fix, increase or reduce the number of Directors consulting the Board, whether previous notice thereof has been given or not.
- 6.05 Any casual vacancy occurring in the Board may be filled up by a resolution of the Board.
- 6.06 The Board shall have the power at any time, and from time to time, to appoint up to two (2) additional Directors in excess of the number of Directors fixed by the Members as consulting the Board.
- 6.07 The Members may by special resolution remove any Director before the expiration of the Directors term of office and may by ordinary resolution appoint another person in the Directors stead.
- 6.08 An individual shall cease to be a Director if the individual:
- a) Gives written notice to the Secretary of resignation as a Director;
 - b) Ceases to be a Director by virtue of section 89 of the Act;
 - c) Becomes bankrupt;
 - d) Is found lunatic or becomes of unsound mind;
 - e) Is absent for three (3) consecutive regular meetings of the Board unless the Board concludes that there was adequate reason for any of such absences.;
 - f) In the opinion of the Board, as evidenced by a majority vote:
 - i. has acted in a manner materially detrimental to the purposes of the Company;
 - ii. has inappropriately divulged confidential information of the Company to anyone other than the Board of Directors or Members of a committee;
 - iii. is convicted of any offence resulting in imprisonment without the option of a fine;
 - iv. is in breach of any conflict of interest policy or guidelines established by the Board; or
 - v. is for any reason incapable of properly performing duties as a Director.
- 6.09 A Director who is the subject of a proposed removal from the Board pursuant to Article 6.08 (f) shall be given an opportunity to be heard at a meeting of the Board before the matter is put to a vote.
- 6.10 An individual who ceases to be a Director for any reason is deemed to have resigned from any position such individual holds as an Officer of the Company.

ARTICLE 7: POWERS AND DUTIES OF DIRECTORS

- 7.01 Subject to the Act, its regulations, the Memorandum, and these Articles, the business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not required to be exercised by the Company in a General Meeting, but no resolution of a General Meeting shall invalidate any prior act of the Directors which would have been valid if such resolution had not made.
- 7.02 The Board may from time to time appoint one or more persons to such offices for such term and at such remuneration, whether by way of salary, fee, commission,

or otherwise, as they may think fit; but any such appointment shall be subject to determination at the pleasure of the Board.

- 7.03 The Board shall cause minutes to be made in books provided for the purpose of recording:
- a) All appointments of officers made by the Directors
 - b) The names of the Directors present at each meeting of the Board and any Committee; and
 - c) All resolutions and proceedings at all General Meetings, all meetings of the Board and all meetings of all Committees.

ARTICLE 8: PROCEEDINGS OF DIRECTORS

- 8.01 Subject to the Act, its regulations, the Memorandum and these Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit.
- 8.02 The quorum necessary for the transaction of the business of the Board shall be a majority of the then elected or appointed Directors or such greater number as are from time to time determined by majority resolution of the Board.
- 8.03 Notwithstanding any vacancy in the Board, the continuing Directors may continue to act but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the minimum required number of Directors, the continuing Directors may only act:
- a) For the purpose of appointing the Board as Director(s) additional individuals so that the number of Directors elected and appointed to the Board is equal to such minimum required number of Directors; or
 - b) For purposes of summoning a General Meeting.
- 8.04 Without in any way limiting the powers of the Directors under or pursuant to the Act, the Memorandum or these Articles, the Board shall have the power to:
- a) Establish committees and define their respective composition and Terms of Reference;
 - b) Appoint to committees such individuals as it sees fit; and
 - c) Do all acts or things as may be done by the Company.
- 8.05 The Board may establish or terminate additional committees, may determine the composition and terms of reference, conditions or requirements of such committees, and may appoint or remove any person to or from any such committees, provided that the Chair of each such committee shall be a Director.
- 8.06 A committee may meet and adjourn as the committee members think proper. Questions arising at any Committee meeting shall be determined by a majority of votes of the Committee members present, and in case an equality of votes the Chair of such committee shall not have a second or casting vote.

- 8.07 All acts done by the Directors or by a Committee established or appointed by the Board, or by any person acting as a Director or as a member of a Committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the establishment or appointment of any such Committee or in the appointment or election of any such Director or person, or that they or any of them were disqualified, be as valid as if such Committee had been duly established or appointed or as if every such person had been duly elected or appointed and was so qualified.
- 8.08 No Director shall receive compensation for service as a Director or Officer but shall be entitled to be paid any out of pocket expenses (which shall include compensation for the use of an automobile at a rate to be set by the Board) incurred in the course of discharging any duty for the Company.
- 8.09 The Board shall convene at the call of the Chair on a minimum of twenty-four (24) hours notice.
- 8.10 Any two (2) Directors may, in writing, demand a meeting of the Board by delivering to the Secretary a notice of such demand. Upon receipt of such demand, the Chair shall convene such meeting to be held not later than ten (10) days from the date or receipt of such demand.
- 8.11 If there is no quorum within thirty (30) minutes after the time called for holding of a meeting of the Board, the meeting shall stand adjourned to be held at such time and place as the Chair of the meeting shall determine.
- 8.12 At all Board meetings, the Chair shall take the chair. In his/her absence, the Vice Chair shall take the chair and in the absence of both, the Directors present shall choose one (1) of their number to take the chair.
- 8.13 At all meetings of the Board, every question shall be determined by a majority of votes by a show of hands. In the event of a tie vote, it shall be considered lost and defeated and the Chair shall not have a casting vote.
- 8.14 The Board shall, seven (7) days prior to the Annual General Meeting, supply the Members with a list of nominees proposed for election to the Board together with the written consent and brief resume of each nominee before such nomination PROVIDED THAT it shall not be necessary for a resume to be submitted for any nominee who is proposed for re-election to the Board.
- 8.15 The Members shall not be bound by the nominees submitted by the Board but may elect such other Director or Directors, as they deem desirable.

ARTICLE 9: OFFICERS

- 9.01 The officers of the Company shall comprise the following:
- a) Chair
 - b) Vice Chair
 - c) Secretary
 - d) Treasurer

- 9.02 At the holding of each meeting of the Board occurring immediately following each Annual General Meeting, the Board shall appoint Directors to offices of the Chair, Vice Chair, Secretary, and Treasurer to hold such offices, subject to determination at the pleasure of the Board for a term not exceeding twenty four (24) months, or until their successors are appointed.
- 9.03 Any person so appointed as an Officer must be a Director of the Company and ceases to be an Officer upon ceasing to be a Director.
- 9.04 Upon a majority vote of the Board, an individual may be replaced as an Officer or as a member of any Committee, which such person enjoys by reason of holding such office.
- 9.05 In the event of a vacancy among the Officers, the Chair shall be empowered to appoint a replacement officer from among the then Directors, but any such appointment must be ratified by ordinary resolution at the next meeting of the Board, failing which such person shall thereupon cease to hold such office.
- 9.06 The Chair:
- a) Shall be the chief executive officer of the Company;
 - b) Shall endeavor to attend all meetings of the Company and of the Board and shall preside over the proceedings of such meetings;
 - c) Shall be an ex-officio member of every Committee;
 - d) Shall be the official spokesperson for the Company but may delegate such power in regard to public pronouncement to such Director, Officer or Employee of the Company as he/she may from time to time decide; and
 - e) Shall act at all times in accordance with the lawful directives of the Board.
- 9.07 The Vice Chair shall:
- a) Assume the duties of the Chair in his/her absence;
 - b) Be appointed Chair if the Chair resigns or becomes incapacitated for the rest of the term of office; and
 - c) Do all things reasonable as required by the Chair for the better functioning of the Company.
- 9.08 The Secretary shall:
- a) Maintain minutes of all meetings of the Company and Board and in that capacity shall be clerk thereof although he/she may utilize the services of a recorder and in the absence of the contrary direction from the Chair, such recorder may attend with the Secretary at the aforementioned meetings;
 - b) Be responsible for the accurate maintenance of the records of Members and their addresses;
 - c) Be responsible for the filing of all documents prescribed by the Act;
 - d) Be responsible for the safekeeping of the seal and all documents of the Company; and
 - e) Perform such other duties as the Chair may from time to time direct.

- 9.09 The Treasurer shall:
- a) Be responsible for the maintenance of all required books of account and financial records;
 - b) Establish and maintain adequate systems for the control of expenditures;
 - c) Maintain the Company within the expenditures of the accepted budget or within such alterations thereof as the Board may lawfully make;
 - d) Establish and maintain adequate systems to ensure that the funds of the Company are properly received, adequately protected, and properly deposited and accounted for in accordance with normal accounting procedures;
 - e) Ensure that all necessary appointments of signing officers for banking and other financial documentation are made from time to time by the Board;
 - f) Assist the Chair in such other areas of financial control as the Chair may require; and
 - g) Perform such other duties as the Chair may from time to time direct.

ARTICLE 10: FINANCE

- 10.01 The fiscal year of the company shall be such date as determined by the Board from time to time and approved by resolution of the Members.
- 10.02 The books, accounts and records of the Company shall be audited at least once a year by a duly qualified accountant appointed for that purpose at the Annual General Meeting.
- 10.03 The books, accounts, and documents of the Company may be inspected by any Director of the Company.
- 10.04 The books of accounting and account records shall be kept at the registered office of the Company or subject to limitations of the Act in this regard, at such other place or places as the Directors may determine by resolution.

ARTICLE 11: ACCOUNTS

- 11.01 The Board shall cause true accounts to be kept:
- a) Of all sums of money received and disbursed by the Company and the matters in respect of which such receipt and expenditure took place;
 - b) Of all sales and purchases of goods by the Company;
 - c) Of the assets and liabilities of the Company; and
 - d) All other transactions affecting the financial position of the Company.
- 11.02 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member, not being a Director shall have any right of inspecting any account or book or document of the Company except as conferred by the law or authorized by the Directors or by ordinary resolution, whether previous notice thereof has been given or not.
- 11.03 Once at least in every year the Directors shall lay before the Company at its Annual General Meeting a financial statement for the period since the preceding

statement, or, in the case of the first financial statement, since the incorporation of the Company, made up to a date not more than six (6) months before the meeting.

11.04 The financial statement shall be accompanied by the report of the auditors and by a report of the Directors as to the state of the Company's affairs.

11.05 A copy of the financial statement and report shall, not less than ten (10) days before the meeting, be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are to be given hereunder.

ARTICLE 12: SIGNING AUTHORITY

12.01 Two signatures are required for the execution of contracts and other documents binding on the Company, bank account withdrawals, or any other legal transactions. Signatories for the Company in these instances include the Chair, Vice Chair, Secretary, Treasurer and Executive Director.

ARTICLE 13: CONFLICT OF INTEREST

13.01 The Board shall establish a conflict of interest policy and applicable guidelines and procedures relating to the granting of a loan, credit or financial assistance to:

- a) A Director, Officer, or Employee of the Company; or
- b) Any person, firm or corporation with whom or in which a Director, Officer or Employee of the Company or a Family Member of such person has Significant Business Interest.

13.02 The entering into of agreements for the sale and supply of goods and services to the Company by a Director, by a Family Member of a Director or by a business in which a Director, or Family Member of a Director, has Significant Business Interests is permitted provided that:

- a) The decision to do so is made or approved by the Board;
- b) The Director declares to the Board any such conflict of interest (stating the nature and extent thereof) and such declaration is recorded in the minutes of the Board;
- c) The Director in question absents him/ herself from the Board's consideration of the matter in question and refrains from trying to influence it; and
- d) The Director refrains from voting on the matter in question.

ARTICLE 14: AMENDMENTS TO THE ARTICLES

14.01 The Articles or any part thereof may be repealed, altered or amended by other articles passed at any General Meeting of the Company, provided that in each case at least twenty-one (21) days' notice of such intention to repeal, alter or amend the said Articles has been sent to each member entitled to vote, specifying in detail such proposed repeal, alteration and amendment.

14.02 The Articles may be repealed, altered or amended by a majority of not less than seventy-five (75%) percent Members in good standing.

ARTICLE 15: THE SEAL

15.01 The Company shall have a seal in such form as may be approved from time to time by the Directors.

15.02 The seal of the Company shall not be affixed to any instrument except as authorized from time to time by resolution of the Board.

ARTICLE 16: INDEMNITY

16.01 The Company shall indemnify and save harmless the Directors, Officers, and Servants of the Company for all action undertaken by them on behalf of the Company in respect of any liability, costs, charges or expenses which such individual may sustain or incur other than arising in connection with any fraud, dishonesty, willful neglect or willful default of such individual.

ARTICLE 17: BORROWING POWERS

17.01 The Board may, by special resolution of the Members, from time to time on behalf of the Company authorize the borrowing of money in such manner as it sees fit, and may:

- a) Borrow money upon the credit of the Company;
- b) Issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Company whether secured or unsecured;
- c) To the extent permitted by the Act, give a guarantee on behalf of the Company to secure performance of any present or future indebtedness, liability or obligation of any person; and
- d) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Company, including books, debts, rights, powers, franchises and undertakings, to secure such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Company.

ARTICLE 18: NOT FOR PROFIT

18.01 The Company is and shall continue to exist as a non-profit corporation and all profits, if any, or any other income shall be used to promote the Company's objectives.

18.02 Without restricting the generality of the foregoing:

- a) The Company shall not declare or pay dividends, nor shall it in any way make or pay (whether in kind or otherwise) any distribution or return of capital to any of its shareholders or Members; and
- b) No Officer or Director shall receive dividends, bonuses, wages or other remuneration solely as a result of being a Director, or for holding any office or position in the Company.

ARTICLE 19: PRIVATE COMPANY AND PRIVATE COMPANY RESTRICTIONS

19.01 The Company shall be a private company within the meaning of the Act and amendments thereto.

- 19.02 The right of any Member or shareholders to sell, transfer, mortgage, pledge or otherwise dispose of their shares in the Company, or of any right, title or interest therein, shall be subject to the prior written consent of the Board (which consent may be unreasonably withheld in the sole and absolute discretion of the Board or made subject to such terms, conditions, or provisions as the Board in such and absolute discretion may from time to time determine).
- 19.03 The number of shareholders of the Company, exclusive of persons who are in its employment or that of an affiliate and persons who, having been formerly in the employment of the Company or an affiliate, were, while in that employment, shareholders of the Company and have continued to be shareholders of the Company after termination of that employment, is limited to not more than fifty (50) persons, two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one shareholder.
- 19.04 Any invitation to the public to subscribe for securities of the Company is prohibited.

ARTICLE 20: DISSOLUTION

- 20.01 The Company may be voluntarily dissolved provided however, that at least twenty-one (21) days' notice of any meeting called for that purpose shall be sent to each Member entitled to it.
- 20.02 Only Members in good standing are entitled to vote at such meeting and the winding up shall not be approved unless passed by a majority of seventy-five (75) percent of the Members.
- 20.03 All assets, on dissolution of the Company, shall be transferred to another Community Futures Development Corporation or to some other organization with similar objectives.

ARTICLE 21: NOTICES

- 21.01 A notice may be given by the Company to any Member or Director either:
 - a) Personally;
 - b) By sending it by mail to the individual's registered address, or, if such individual has no registered address in Alberta, to the address, if any, within Alberta supplied by such individual to the Company for the giving of notices; or
 - c) By emailing the individual at the email address supplied by such individual for the giving of notices.

Where notice is sent by post, service of the notice shall be deemed to be affected by the properly addressing, prepaying, and posting a letter containing the notice, and to have been affected on the day following the date of posting. Where a notice is sent by email services of the notice shall be deemed effective upon transmission.

- 21.02 A notice may be given by the Company to the persons entitled to share in consequence of death or bankruptcy of a member by sending it through the post in a prepaid letter addresses to them by name, or by the title of representatives of

the deceased or trustee of the bankrupt, or by any like description, at the address, if any, in Alberta supplied for the purpose by the persons claiming to be so entitled.

21.03 Notice of every Annual General Meeting shall be given in some manner hereinbefore authorized to:

- a) Every Member of the Company except those Members who, having no registered address within Alberta, have not supplied to the Company an address within Alberta for the giving of notices to them, and also to
- b) Every person entitled to a share in consequence of death or bankruptcy of a Member, who, but for the Member's death or bankruptcy, would be entitled to receive notice of the meeting.

21.04 No other person shall be entitled to receive notices of General Meetings.