

CHANGE OFFICERS/DIRECTORS/SHAREHOLDERS FOR ANON-PROFIT COMPANY - Proof of Filing

Alberta Amendment Date: 2023/11/24

Service Request Number: 41221293

Corporate Access Number: 510537806

Business Number:

Legal Entity Name: LA SOCIETE FRANCO-CANADIENNE DE CALGARY

Legal Entity Status: Active

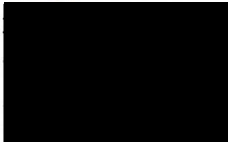
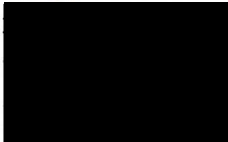
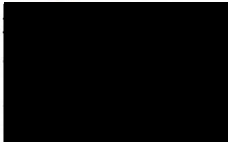
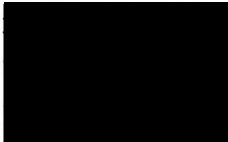
Legal Entity Type: Non-Profit Private Company

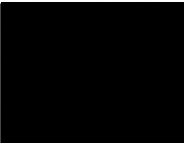
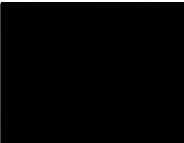
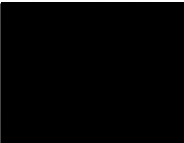
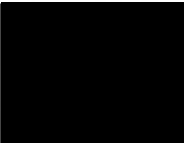
Limited by Shares: Y

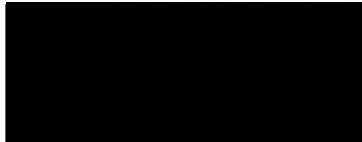
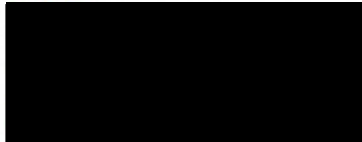
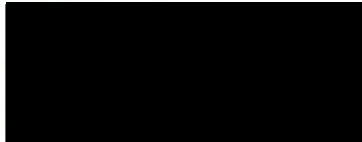
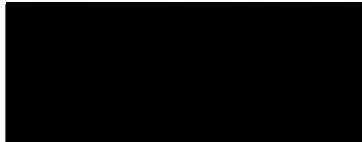
LA SOCIETE FRANCO-CANADIENNE DE CALGARY - 510537806

This confirms the Officers/Shareholders are amended/updated as of 2023/11/24

Officers / Directors / Shareholders

Status: Inactive
Officer / Director / Shareholder Type: Secretary - Treasurer
Individual / Legal Entity Type: Individual
Last Name / Legal Entity Name: SANI
First Name: AMOS
Street / Box Number: 
City: 
Province: 
Postal Code: 
Appointment Date: 2017/05/22
Cessation Date: 2018/08/01

Status: Inactive
Officer / Director / Shareholder Type: Director
Individual / Legal Entity Type: Individual
Last Name / Legal Entity Name: LAROCHELLE
First Name: GILLES
Street / Box Number: 
City: 
Province: 
Postal Code: 
Appointment Date: 2015/03/11
Cessation Date: 2015/08/19

Status: Inactive
Officer / Director / Shareholder Type: President
Individual / Legal Entity Type: Individual
Last Name / Legal Entity Name: TOUZIN
First Name: INOUK
Street / Box Number: 
City: 
Province: 
Postal Code: 
Appointment Date: 2017/05/22
Cessation Date: 2020/07/15



ALBERTA
MUNICIPAL AFFAIRS

*Office of the Minister
MLA, Calgary-Hays*

AR106721

November 17, 2021

Jean (John) Fournet
Director
Villa Jean Toupin
Société Franco-Canadienne de Calgary
102, 1809 5 Street SW
Calgary, AB T2S 2A8
[REDACTED]

Dear Mr. Fournet,

Municipal Affairs has provided a Grant in Place of Taxes (GIPOT) for specific unsubsidized non-profit seniors' housing facilities under Schedule 2 of the Municipal Affairs Grants Regulation, which was set to conclude in 2021.

I am pleased to inform you the regulation has been extended for three years. This extension enables the payment of GIPOT until the end of the 2024 taxation year on behalf of eligible seniors' housing facility operators.

The extension will ensure any impacts on seniors and municipalities resulting from changes to these grants will not occur during the COVID-19 economic recovery.

Sincerely,

Ric McIver
Minister

PROVINCE OF ALBERTA



CANADA

Certificate of Incorporation

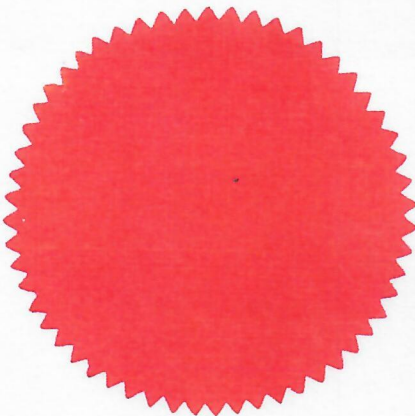
I hereby Certify that

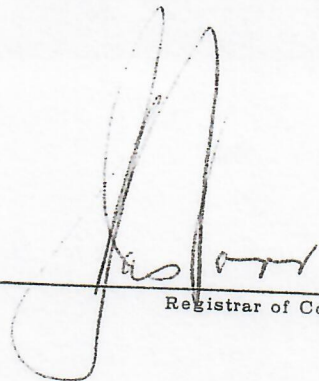
- la Societe franco-canadienne de Calgary -

is this day incorporated under The Companies Act of the Province of Alberta as a Limited Company.

Given under my hand and seal of office at Edmonton this eighteenth

day of February A.D. 19 70




(Jas. Warr)
Registrar of Companies

3



COOK DUKE COX
BARRISTERS & SOLICITORS

William J. Fowles, C.A.

2700 ENCOR PLACE
645 - 7TH AVENUE S.W.
CALGARY, ALBERTA T2P 4G8
TELEPHONE: (403) 298-2400
FAX: (403) 262-0007

1920 SCOTIA PLACE
10022, ASPEN AVENUE
EDMONTON, ALBERTA T5J 3V4
TELEPHONE: (403) 429-1751
FAX: (403) 424-5866

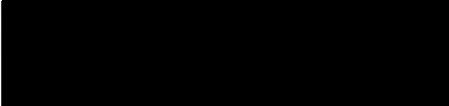
*Rec'd
Feb 10/93
JF*

PLEASE REPLY TO CALGARY OFFICE

95753/WJF

December 30, 1992

LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY



Attention: Michele Stanners

Dear Sirs:

*RP 0001
890897648 RC 0001*

Re: Income Tax Ramifications Relating to Revocation of Status as
a Registered Charity by Revenue Canada, Taxation

We are writing to set forth our recommendations relating to the tax status of La Société Franco-Canadienne de Calgary (the "Society"). We understand that the Society became incorporated under Part 9 of the Companies Act (Alberta) on February 18, 1970. The Society has twice amended its objects contained in its Memorandum of Association, once in 1971 and most recently effective June 21, 1990. The Society had been registered with Revenue Canada, Taxation as a "charitable organization" form of registered charity. However, the Society's status as a registered charity was revoked sometime in the late 1980's, presumably for failure to file annual charitable returns. When the Society attempted to re-register itself as a charity in late 1989 and early 1990, Revenue Canada took the position that the objects of the Society were no longer charitable and that the Society therefore should not be re-registered as a registered charity.

Subsection 188(1) of the Income Tax Act (Canada) (the "Act") imposes a penalty tax upon a charity where the registration of the charity has been revoked by Revenue Canada, Taxation. This tax is payable by the charity within one year after the effective date of the revocation. The tax is computed as the amount equal to:

LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY
NOTES TO FINANCIAL STATEMENTS

OCTOBER 31, 2023

Page 9

1. Purpose of the Société

The Société franco-canadienne de Calgary (the "Society") was incorporated on February 18, 1970 under the Companies Act of the Province of Alberta. The Society is a non-profit organization that is tax-exempt.

The purpose of the Society is to promote French Canadian culture by providing community services through the Villa Jean-Toupin and the Parc Beauchemin campground, as well as by providing donations and scholarships.

2. Significant accounting policies

The Society applies the Canadian accounting standards for not-for-profit organizations.

Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the amounts recognized as revenues and expenses for the periods covered. Actual results may differ from these estimates. The critical estimates relate to the provision for doubtful accounts, the impairment of property, plant and equipment, the useful lives of property, plant and equipment subject to amortization.

Revenue recognition

The Society uses the deferral method of accounting for contributions (i.e. grants and contributions). Under this method, contributions restricted to expenses of future periods are deferred and recognized as revenue in the period when the related expenses are incurred.

Dividends and interest are recognized when they are received.

Net gains realized on the disposition of investments are recognized when the disposition of the security has taken place.

Unrealized gains on investments measured at fair value at the end of the year are recognized in the income statement under "Investment income (loss)".

Rental income is recognized on a linear basis over the term of the leases.

Contributed services

Volunteers contribute many hours per year to assist the organization in carrying out its service delivery activities. Because of the difficulty of determining their fair value, contributed services are not recognized in the financial statements.

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

TABLE OF CONTENTS	PAGES
INTRODUCTION.....	2
OFFICIAL LANGUAGE	2
INTERPRETATION.....	2
MEMBERS	3
I. Membership.....	3
II. Register of Shareholders	4
III. Shareholders' meeting.....	5
DIRECTORS.....	7
I. Appointments and elections.....	7
II. Procedures	8
I. Minutes.....	10
II. Powers	10
OFFICERS	10
I. Officers of the Board of Directors	10
II. Duties of Officers	11
MISCELLANEOUS.....	13
ASSETS, REAL ESTATE, AND INVESTMENT FUNDS.....	13
RESERVE OF FUNDS.....	14
ACCOUNTS	15
NOTICE.....	16
INDEMNITY	16
AMENDMENTS TO THE STATUTES AND REGULATIONS.....	17

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

INTRODUCTION

1. The following shall consist of all the Bylaws of the Société franco-canadienne de Calgary (the “SFCC” or the “Company”), whose incorporation number is 510537806, incorporated under Part 9 of the *Companies Act* of the Province of Alberta, RSA 2000, c. C-21 (the “Act”), as amended.

OFFICIAL LANGUAGE

2. The French language will be the official language used for the preparation of the meetings and during the holding of the meetings.

INTERPRETATION

3. In these Articles of Association (including this subsection and the recitals, if any) and any amendments thereto, except as otherwise provided or unless the context otherwise requires:
 - a. The words “herein”, “hereafter”, “hereunder”, “hereof” and other words of similar import refer to these Articles of Association as a whole and not to any particular section or other subdivision;
 - b. The headings and subheadings inserted in these articles are designed for convenience only and do not form a part of these articles nor are they intended to interpret, define or limit the scope, extent or intent of these articles or any provision hereof;
 - c. Any reference to a statute shall include and shall be deemed to be a reference to such statute and to the regulations made pursuant thereto, with all amendments made thereto and in force from time to time, and to any statute or regulation that may be passed which has the effect of supplementing or superseding the statute so referred to or the regulations made pursuant thereto;
 - d. Terms used in the masculine include the feminine and those used in the singular include the plural and vice versa;
 - e. The terms “shareholder” and “member” are synonymous and interchangeable; and
 - f. “Person” means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, governmental agency or board or commission or authority, and other forms or entity or organization.

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

MEMBERS

I. Membership

4. It is under the provisions of the Company's Memorandum of Association and these Bylaws that the shares for membership in the SFCC shall be controlled by the Directors. The Directors will be able to distribute the shares or dispose of them according to the following terms:
 - a) To be eligible for membership in the Company, a person must:
 - a. Be a Canadian citizen or permanent resident for at least twelve (12) months prior to submitting the application;
 - b. Speak French;
 - c. Be a resident of the City of Calgary or the surrounding area within a radius of fifty kilometers (50 km) outside its limits;
 - d. Be 18 years of age or older;
 - e. Be sponsored by an active member of the Company;
 - f. Complete an application form issued by the Directors; and
 - g. Pay to the Company the sum of five (5) dollars, being the value of the share issued by the Directors of the Company.
 - b) The application to become a member of the SFCC will be submitted directly to the Directors who, in reviewing it, will have the power to accept or reject it. If the application is rejected, the candidate may appeal this decision at the next annual general meeting. Upon acceptance of the application a certificate of one (1) share will be issued with the seal of the Company and, thereafter, inserted in the files of the Company. The Secretary-Treasurer of the SFCC shall be the sole trustee of the seal approved by the SFCC.
 - c) If the application to become a member of the SFCC is denied, the Directors will refund five (5) dollars to the applicant.
 - d) Membership of the SFCC will terminate temporarily or permanently in any of the following cases:

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

- i) upon the member ceasing to be a resident of the City of Calgary or the surrounding area which is fifty kilometers (50 kms) from the limits of the City of Calgary;
- ii) upon the member's resignation in writing to the President of the Board of Directors of the SFCC, in which case the resignation will take effect on the date specified in the notice of resignation;
- iii) upon the death of the member;
- iv) upon the liquidation or dissolution of the SFCC under the *Act*.

If the inactive member returns to Calgary and intends to become an active member again, he may inform the Company, at which time he will be automatically reinstated after paying the cost of five (5) dollars for a membership share.

- e) Upon termination of membership, the Directors will pay to the former member the amount of five (5) dollars and the member's share and share certificate will be transferred to the Company.
- f) No member shall hold more than one (1) share in the Company.

II. Register of Shareholders

- 5. The Secretary-Treasurer shall cause to be kept and maintained a register of the Directors and officers of the SFCC and a register of shareholders of the SFCC containing the following information:
 - a. The full name and address of the shareholders, the number and class or series of shares held, the date such shares were issued or acquired and details of the transfer or repurchase for cancellation of any shares of the SFCC; and
 - b. The full name and address of the Directors and officers of the SFCC, the date on which a person is elected or appointed as a Director or officer and the date on which a person ceases to be a Director or officer. Within fifteen (15) days of a change in address by a director, the SFCC shall file with the Registrar of Companies a notice of such change.
- 6. The register of shareholders and the register of Directors and officers shall be kept at the SFCC's registered office and shall be made available for inspection by any Director, officer or shareholder.

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

III. Shareholders' meeting

7. The only persons entitled to attend a meeting are the shareholders of the SFCC. Any other person may be invited by the chair or by resolution. Annual general meetings will be held once (1) per year or within a period of sixteen (16) months after the last annual meeting. These general meetings will take place at the time and place to be determined by the Directors. The Board of Directors will give twenty-one (21) days notice to all shareholders of any general meeting.
8. The business of the annual general meeting shall be:
 - a. to receive the report of the Nominating Committee;
 - b. to appoint the auditor of the SFCC for the current financial year;
 - c. to receive the financial statements of the SFCC for the immediately preceding fiscal year and the report of the auditor thereon; and
 - d. to consider such other business as may be properly brought before the meeting.
9. Subject to Section 21, all general meetings of members will be held within the city limits of Calgary. In times of a pandemic, or any other extraordinary situation, general or special meetings may be held by videoconference in order to meet the health standards imposed by the civil authorities of Alberta.
10. The Directors may, if they deem it necessary, hold a general or special meeting.
11. The Directors will hold a special meeting when a minimum of ten percent (10%) of shareholders request it. Such a request must be submitted in writing and addressed to the President of the SFCC. The letter must mention the nature of the subject to be discussed at this meeting. Following such a request, the Board of Directors will convene the meeting within twenty-one (21) days. In the event that such a request cannot be accommodated within the twenty-one (21) day period, the parties shall negotiate the best arrangement for holding the special meeting. The Secretary-Treasurer must then notify all members of the SFCC at least twenty-one (21) days before the date of a special meeting.
12. The notice of meeting, as required by law, must contain the day, time, place of this special meeting, the nature of the meeting or the agenda. Notice will be given personally, by email or by mail to each active member.
13. The accidental omission to give notice to all shareholders of the SFCC, any irregularity in the notice, or the non-receipt by any shareholders of such notice, shall

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

not invalidate any resolution passed or the proceedings taken at any meeting of shareholders

14. A notice of a meeting of shareholders shall state the right of shareholder to be represented by proxy at a meeting in accordance with Section 15, and each notice shall provide a form of proxy to each shareholder.
15. Any shareholder may be represented at any meeting of shareholders and vote on any matter properly brought before the meeting by any other shareholders as proxy for the shareholders, provided that a written proxy in form acceptable to the Secretary-Treasurer is deposited with the Secretary-Treasurer prior to commencement of the meeting.
16. For any general or special meeting, twenty (20) members present with the right to vote shall constitute a quorum.
17. The President, or in his or her absence, a member chosen by the majority of the members of the SFCC present at the general or special meeting will chair this meeting.
18. If, within thirty (30) minutes of the time scheduled for the general or special meeting, there is no quorum, the meeting will be dissolved, or it will be postponed to the same day of the following week, at the same time and same place, at the option of the President.
19. Any question submitted to a general meeting will be decided by a show of hands first or by secret ballot if a minimum of ten (10) shareholders so request it. The President will not vote except in the event of a tie after a show of hands or by secret ballot, in which case he will have the casting vote.
20. Each member of the SFCC shall be entitled to one (1) vote.

IV. Resolutions in Writing, Teleconference Meetings and Electronic Resolutions

21. Subject to the other provisions of these Articles of Association and the *Act*:
 - a. A resolution in writing signed by all of the shareholders is as valid as if it had been passed at a duly convened meeting of shareholders;
 - b. A meeting of shareholders may be held or a shareholder may participate in a meeting of the shareholders by means of telephone conference or other communication facilities that allow all shareholders participating in the meeting to simultaneously hear each other and the proceedings of the meeting, provided that all shareholders present agree to the holding of such meeting or the participation by such means; a shareholder

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

participating in a meeting in accordance with this paragraph shall be deemed to be present at the meeting and (absent his or her express objection) to have so agreed and shall be counted in the quorum therefore and entitled to participate in the meeting and vote thereat; and at any such meeting all votes shall be by poll of those shareholders participating in the meeting in person or by proxy and a declaration by the chairperson, following a poll, that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, shall be conclusive evidence of the fact;

- c. A resolution communicated electronically and consented to by all shareholders by electronic means which are equally accessible to all shareholders is as valid as if it had been passed at a duly convened meeting of shareholders, and a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact; and
- d. Subject to Section 79 hereof, any formality in the giving of notice or any other matters relating to meetings of shareholders required by these Articles of Association, or the *Act* may be waived by an instrument in writing signed by all shareholders.

Voting Representative

- 22. The President of the SFCC, or such other officer as designated by a resolution of the Board of Directors, shall for all purposes represent the SFCC at meetings of shareholders and shall, subject to any direction given to them by the President, exercise the voting rights of the SFCC at meetings of the shareholders and in respect of such other matters as may be properly brought before the shareholders.

DIRECTORS

I. Appointments and elections

- 23. Unless otherwise specified by the Board of Directors at a general meeting, the number of Directors is a minimum of five (5) and a maximum of nine (9).
- 24. The Directors shall have the power to appoint a person as a Director, to fill any vacancy or to add a Director. Such an appointment will require the support of at least two-thirds (2/3) of the Directors already elected for the chosen person to be accepted. The mandate of this new member will end at the next general meeting.
- 25. All Directors must own one (1) share of the Company.

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

- 26.** A Director may resign from office, and such resignation shall be effective five (5) days after receipt of notice.
- 27.** A retiring Director is eligible for re-election.
- 28.** The Directors elected at a general meeting and who are assigned to important positions by the Board of Directors may sit in their position for a term of two (2) years while the other Directors will have a term of one (1) year. The important positions are those filled by the President, the Treasurer, the Director of Villa Jean Toupin and the Director of Parc Beauchemin. Such a procedure will allow the partial renewal of Directors and will ensure the continuity of the functioning of the Board of Directors.
- 29.** A Director may be removed from office by a special resolution passed by at least two-thirds (2/3) of the Directors on the Board of Directors or by a simple majority at a general meeting. Any Director who is dismissed by the Board of Directors has the right as a shareholder to appeal against this decision at the next general or special meeting.
- 30.** The Board of Directors may exclude or dismiss any member of the Board of Directors who acts contrary to the proper functioning of the SFCC or who contravenes the regulations in place or the applicable laws. Any Director who is dismissed by the Board of Directors has the right as a shareholder to appeal against this decision at the next general or special meeting.
- 31.** The Board of Directors will establish a Nominating Committee before each general meeting for the purpose of seeking and recruiting future directors. This Nominating Committee will submit a report to the Board of Directors reflecting the results of its research fifteen (15) days before the general meeting. The Board of Directors will submit a list of future directors who will be recommended to the vote of the shareholders on the day of the general meeting. No nominations will be accepted at the general meeting.

II. Procedures

- 32.** The Directors will meet to conduct the business of the Company. Half the number of Directors will constitute a quorum.
- 33.** The Directors will manage the Company and must exercise their rights and powers while assuming the resulting responsibilities.
- 34.** Meetings will be chaired by the President or Vice-President.
- 35.** Agenda items at Directors' meetings will be decided by a simple majority of votes. In the event of a tie, the chair will have the casting vote.

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

- 36.** Directors may act despite vacancies.
- 37.** For the purposes of carrying out its objects, the SFCC shall have the powers provided under the *Act*. Specifically, the Board of Directors in a meeting with a quorum shall have jurisdiction and power to exercise all authority under the Articles and By-Laws of the Company, EXCEPT FOR (i) the sale of any real property owned by the SFCC, including, without limitation, the Villa Jean Toupin and its parking lot or the Parc Beauchemin; (ii) the liquidation of the Investment Fund; and (iii) the dissolution of the Supervisory Committee, which shall be ratified by a vote of two-thirds (2/3) of the shareholders at a general or special meeting. The winding up of the Company shall be ratified by a vote of not less than seventy-five percent (75%) of the shareholders at a general or special meeting.
- 38.** The Investment Fund Supervisory Committee is a permanent committee of the SFCC which reports directly to the Directors and provide reports for the general meetings. All the rules of this Supervisory Committee and of the Investment Fund must be voted on by two-thirds (2/3) of the shareholders at a general or special meeting in order to be adopted.
- 39.** Directors may delegate, assign, or withdraw powers to committees with the exception of the Supervisory Committee. The Directors will also have the power to appoint or revoke members of these committees, with the exception of the Supervisory Committee. The committees thus formed must comply with the intention of the Articles of Association and Bylaws as well as the mandate conferred in the exercise of their functions.
- 40.** A Director, delegate or committee member shall not, as such, be entitled to any remuneration or compensation for his or her services; provided however, if any Director, delegate or committee member is called upon to perform extraordinary services for the SFCC, as determined by the Board, the SFCC may remunerate him or her for the said services by such sum as may be determined by the Board of Directors. A Director, delegate or committee member is entitled to be reimbursed by the SFCC for his or her reasonable out-of-pocket expenses in carrying out his or her duties as a Director, delegate or committee member of the SFCC.
- 41.** The Board of Directors may appoint such agents and engage such employees including (without limitation) an executive director of the SFCC, as is deemed necessary from time to time by the Board of Directors and such persons shall have such authority and shall perform such duties as prescribed by the Board of Directors at the time of such appointment, as varied by the Board of Directors from time to time. The remuneration of such agents or employees shall be determined by the Board of Directors.
- 42.** The committees will submit the minutes of their meetings and their recommendations to the Board of Directors.

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

43. A written resolution signed by a majority of the Directors, or submitted electronically, shall be as valid as if passed at a meeting of the Board of Directors and shall be retained for future reference with the other minutes. An email response will be considered as a signature.

I. Minutes

44. At meetings of the Board of Directors, the following elements must be recorded in the minutes:

- a) the date, place, and time of the meeting;
- b) the names of the Directors present at each meeting;
- c) the resolutions taken by the Directors;
- d) possibly the appointment of a new director;
- e) the proposals and proceedings of general and special meetings and the notes of the meetings of the Directors or of the Company, signed by the chairperson of such meeting or by the chairperson of the subsequent meeting, as evident proof of the points discussed.
- f) Minutes of Directors' meetings relating to their activities; and
- g) proposals that have been adopted by electronic mail between meetings.

II. Powers

45. The management of the affairs of the Company will be assigned to the Directors who, in addition to the powers and mandates conferred by the *Act*, may exercise such powers, and take actions, in the name of the Company and which will not need the approval of the shareholders at a general meeting, but which are subject to the provisions of the *Act* and the Bylaws of the Company.

46. The Directors will, from time to time, establish new regulations.

OFFICERS

I. Officers of the Board of Directors

47. The members of the Board of Directors will be the President, the Vice-President, the Secretary-Treasurer, the Director of Villa Jean Toupin, the Director of Parc Beauchemin, the Director of Education and History, the Director

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

Membership/Recruitment and Donations, Director of Legislation, Director of Public Relations and Social Activities, and such other directors as the Board of Directors may elect under the SFCC's Articles of Association and Bylaws. Any Director may be responsible for two (2) committees. It is within this framework that the members of the Board of Directors will be responsible for the management of the Company. Day-to-day operations will be delegated by the Board of Directors to the general management (and other employees and contractors) of the Company. The Board of Directors will establish the orientations and objectives and will monitor their implementation by management as well as day-to-day operations.

48. The positions of Directors will be determined, by vote, at their first meeting after the annual general meeting.
49. An officer of the SFCC shall be eligible for reappointment at the expiration of his or her term. It shall not be necessary that a person appointed as an officer of the SFCC be a Director.
50. In the case of the absence or inability to act of the President, any Vice-President or any other officer of the SFCC, the Board may delegate all or any of the powers of such officer or officers to any other officer or officers or to any Director or to any other person or persons.

II. Duties of Officers

51. The President will chair Board meetings and ensure that all bylaws are followed, and resolutions are formally accepted or rejected. He will also be the spokesperson for the SFCC or appoint another person if necessary.
52. The Vice-President shall, in the absence or inability of the President, exercise the powers and perform the duties of the President, as well as such other duties as may from time to time be imposed upon him by the Board of Directors.
53. The Secretary-Treasurer will be in charge of the funds and securities of the company and will work closely with the President or the general management. He shall keep up to date the accounts of assets and liabilities, receipts, and disbursements of the Company, in the books of the latter, and shall deposit all money and valuables in the name and to the credit of the Company, in a chartered bank or a trust company, or credit union or in the case of securities, with a registered securities dealer, to be appointed by the Board of Directors. He shall disburse the funds of the Company, under the direction of the governing authority, using adequate documentation for such disbursements and report to the President and Directors at regular meetings of the Board of Directors, or if they require it, an account of all transactions and the financial statement of the Company. He will sit *de facto* on the committees related to the finances of the Company. He will also perform any other duties which may from time to time be requested by the Board of

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

Directors. All or part of the duties of the Secretary-Treasurer may be delegated to an employee of the Company, by resolution of the Board of Directors.

54. The Secretary-Treasurer may be authorized by the Board of Directors, by resolution, to conduct the affairs of the Company. Generally, under the supervision of the Directors, he will attend all meetings, record all proposals, votes and minutes which will be kept in a book. He will inform the members of any meeting, as well as the Board of Directors. He will also perform any task described by the Board of Directors or the President, who will supervise him. He shall keep the seal of the Company, which he may hand over to one or more persons when the Board of Directors, by a resolution, gives him the authorization to do so. All or part of the functions of the Secretary-Treasurer may be delegated to an employee of the Company, by resolution of the Board of Directors. The Secretary-Treasurer will be an *ex-officio* member of the Investment Fund Supervisory Committee.
55. The duties of all other officers of the Company will be stipulated by the Board of Directors.
56. The President will be an *ex-officio* member of all committees.
57. The Directors may sometimes appoint a General Manager, either for a fixed or indefinite term position and may also, under the terms of the employment contract, replace him or dismiss him under the laws on labor standards that will be applicable.
58. The General Manager will take care of the day-to-day affairs of the SFCC and will maintain knowledge of the relevant business of the Company in order to keep the members of the Board of Directors well informed.
59. The remuneration of the General Manager will be subject to the terms of the employment contract with the Company.

EXECUTION OF INSTRUMENTS

60. Unless otherwise determined by a resolution of the Board of Directors, contracts, documents or instruments in writing requiring execution on behalf of SFCC may be signed by the President, together with one other Director or officer of SFCC and all contracts, documents and instruments in writing so signed shall be binding upon SFCC without any further authorization or formality. Unless otherwise determined by a resolution of the Board of Directors, the Board of Directors shall have the power from time to time by resolution to appoint any officer or officers, or any person or persons, on behalf of SFCC either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

61. The terms “contracts, documents or instruments in writing” as used in Section 61 shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments or property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all other paper writings.

ANNUAL RETURNS

62. “Anniversary month” means the month in each year that is the same as the month in which the certificate of incorporation of the company was issued.

63. The SFCC shall each year on or before the last day of the month immediately following the anniversary month file an annual return with the Registrar of Companies that includes notices with respect to

- a. Any change in the location of the registered office of the company, if a notice under Section 86(2) of the *Act* in respect of that change has not yet been filed with the Registrar of Companies, and
- b. Any change among the Directors of the company, if a notice under Section 93(2) of the *Act* in respect of that change has not yet been filed with the Registrar of Companies.

64. The annual return shall include the name and address of each shareholder and the percentage of voting shares assigned to each shareholder.

MISCELLANEOUS

65. The Company shall have a seal of incorporation and will keep a Minute Book at the office of the Company.

66. The members, at the annual general meeting, shall, on the recommendation of the Board of Directors, appoint:

- a) a legal adviser, who shall be a member in good standing of the “Law Society of Alberta/membre du barreau de l’Alberta)” and of the “Association des Juristes d’expression française de l’Alberta”
- b) an auditor who shall be a Chartered or Chartered Professional Accountant.

ASSETS, REAL ESTATE, AND INVESTMENT FUNDS

67. The SFCC owns real and personal property and securities which are administered by the Board of Directors and managed in good faith by its members. It is within this

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

framework that the Board of Directors must consult the shareholders during a general or special meeting when the Company is purporting to: (i) sell any real property owned by the SFCC, including, without limitation, the Villa Jean Toupin and its parking lot or the Parc Beauchemin; (ii) liquidate the Investment Fund; and (iii) dissolve the Supervisory Committee, which actions shall be ratified by a vote of two-thirds (2/3) of the shareholders at a general or special meeting. Where the share capital of the SFCC is altered, such decision shall be ratified by a minimum of seventy-five percent (75%) of the votes of the shareholders.

- 68.** For the purpose of carrying out its objects, the SFCC may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Board of Directors, and in no case shall debentures be issued without the sanction of a special resolution ratified by the shareholders.
- 69.** The funds received by the SFCC shall be deposited to the credit of the SFCC in a chartered bank, Alberta Treasury Branches or a trust company approved by a resolution of the Board of Directors. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the SFCC, and in such manner as determined by a resolution of the Board of Directors.

RESERVE OF FUNDS

- 70.** The Directors may set aside part of the profits of the Company to create a reserve fund in order to maintain the properties of the Company in good condition, to replace goods which depreciate over time or to provide for unforeseen expenses in the budget of the SFCC while adopting an action plan that will be satisfactory to the Board of Directors.
- 71.** The Directors must act in good faith and may carry over to the account of the following year or subsequent years the profits or part of the profits.
- 72.** The Directors may create a fund or funds from the capital of the Company which does not exceed the amount of the reserves stipulated by virtue of resolutions passed at previous annual general meetings. The Directors will be able to use the reserve funds for the internal affairs of the Company, or by investing them in a prudent way while controlling the risks. The income obtained by such funds will form part of the profits of the Company in the year in which the profits were realized. Such funds may be used to maintain the properties of the Company, replace lost capital, cover unforeseen expenses, the form an insurance fund, or for any other legal reason.

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

ACCOUNTS

- 73.** The Directors shall keep an account of the sums of money received or expended with the reason justifying the sum received or expended, of all sales and purchases of property by the Company and of all the assets and liabilities of the Company.
- 74.** The accounting books will be kept at the office of the Company and will be available at all times for inspection by the Directors.
- 75.** All Directors of the Company shall all have the right to inspect any account, book, and document of the Company. Meetings of directors and shareholders may be recorded at the option of the chairperson, and the chairperson shall advise the participants at the beginning that they are being recorded. Any audio recording of any meeting of the Board of Directors shall be kept for a period of sixty (60) days and shall be transcribed during this period. Any Director who disputes the transcript of a Board meeting shall have the right to verify his or her audio recording in the presence of two (2) Directors appointed by the Board of Directors provided that these two (2) Directors attended the said Board meeting. Any audio recording of any meeting of shareholders must be kept for a period of three (3) months and must be transcribed during this period. No shareholder, other than, a Director shall have the right to inspect any account, book, or document of the Company, except if the law grants him this right or if the Board of Directors of the Company authorizes it.
- 76.** At each annual general meeting, the Directors shall submit to the Company financial statements including:
- a)** A statement of income and expenses for the current period as well as the previous period.
 - b)** A balance sheet as of October 31 of the current year and the previous year, signed by two (2) Directors, with the date on which the profit or loss was accounted for, accompanied by an annual report of the Directors, the state of affairs of the company and the amount, if any, they propose for the reserve fund, general reserve, or reserve account specifically shown on the present or subsequent balance sheet.
- 77.** A copy of the statement of results, balance sheet and annual report will be sent to all shareholders at least ten (10) days before the general meeting is held.
- 78.** The auditor shall examine the financial statements of the Company and shall make a report to the shareholders on such statements. The auditor's report shall contain the following:
- a.** A statement as to the scope, extent and nature of the auditor's examination;

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

- b. A statement as to whether, in the auditor's opinion, the financial statement, including any notes to the financial statement, presents fairly the financial position of the company; and
- c. A statement of any concerns or qualifications the auditor has with respect to whether the financial statement was drawn up according to generally accepted accounting principles and generally accepted auditing standards.

NOTICE

- 79.** Any notice must be given by the Company to any shareholder or Director (i) by post to the last mailing address in the records of the Company, or (ii) by e-mail if an e-mail address was provided to the Company. Any notice given by post shall be deemed to be received by the shareholder or Director at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the shareholder or Director did not receive the notice or document at that time or at all, and any notice given by e-mail shall be deemed to have been sent and received immediately.

INDEMNITY

- 80.** Unless otherwise specified, each Director, General Manager, Secretary-Treasurer, employee, or volunteer in the service of the Company, will be indemnified against all legal losses or expenses. It shall be the duty of the Directors to pay any legal losses or expenses with the funds of the Company, in the event that any Director, General Manager, Secretary-Treasurer, employee or volunteer in the service of the Company suffers or becomes liable to by reason of any contract signed legally, or thing done by him as a Director, General Manager, Secretary-Treasurer, employee or volunteer in the service of the Company or in any way in which a person is removed from office, including travel expenses.
- 81.** No Director of the Company shall be liable for the acts, receipts, negligence or default of any other Director or for furnishing receipts or other conforming act, or for any loss or expense of the Company by the failure or deficiency of title to any property acquired by order of the directors in the name of the Company or for insufficiency or deficiency of any funds in which the money of the Company will be invested or for loss or damage arising out of bankruptcy or the bankruptcy or misdeeds of any person whose money, funds or property will be deposited or for any loss occasioned by error in judgment or omission on his part or for any other loss, damage or misfortune which may occur in performance of the duties of his office, unless such person has committed an illegal act.

ARTICLES OF ASSOCIATION OF LA SOCIÉTÉ FRANCO-CANADIENNE DE CALGARY

AMENDMENTS TO THE STATUTES AND REGULATIONS

- 82.** Any of the articles of the Articles of Association or Bylaws may be repealed or amended by an annual general meeting or a special meeting of the SFCC by a vote of at least seventy-five percent (75%) of the shareholders of the SFCC present, if there is a quorum.
- 83.** The proposed changes will be sent to the members at the same time as the Notice of Meeting for the annual general meeting or for a special meeting at least twenty-one (21) days in advance, accompanied by the Agenda.
- 84.** To be considered, an amendment must be submitted, in writing, to the Board of Directors in advance, so that the Board of Directors can make a recommendation to the general meeting or special meeting for the adoption or rejection of the amendment in question.
- 85.** A change passed at a general or special meeting of the SFCC will not become effective until the change has been registered with the Registrar of the Government of Alberta in accordance with the procedures set out in the Act.

BEAUCHEMIN PARK

About an hour south of Calgary, Parc Beauchemin Campground is located in the Millarville area. Located in the heart of cowboy country, at the foot of the Rocky Mountains and bordering Three Point Creek, Parc Beauchemin offers a peaceful haven for French-speaking campers of all ages.

Two options are available:

Seasonal rental:

Seasonal rental is for those who wish to install their RV more or less permanently. For your comfort, you can add installations that comply with the regulations. For more information, click on the "Seasonal rental" tab.

Weekend Test:

Weekend trials are for individuals who want to become a shareholder and who want to familiarize themselves with our park and its facilities. Four lots are available for weekend trials. Click on the "Weekend Trial" tab to learn more.

For more information, contact 403-461-8565 or write to us at parc@sfcdecalgary.ca

Come meet us, camp for a weekend and familiarize yourself with the park and its facilities!

