



## I – Standard By-Laws

The Standard By-laws as prescribed by the *Rural Utilities Regulation* and the *Rural Utilities Act* apply except as amended per the standard by-laws of North Parkland Power REA Ltd.; all previous standard by-laws or supplemental by-laws of North Parkland Power REA Ltd. are hereby rescinded or amended.

## II – Interpretation

### Definitions

In these by-laws,

“Board” means North Parkland Power’ Board of Directors;

“Director” means a member found to be in good standing that has been nominated and further elected to Board;

“Extraordinary Resolution” means a resolution passed by a majority of not less than 2/3rds of the votes cast at a general meeting of which not less than 15 days’ written notice specifying the intention to propose the resolution as an extraordinary resolution has been given;

“Fiscal Year” means January 1 to and include December 31;

“Member in Good Standing” means a person who:

- a) has a valid Electric Service Contract,
- b) has paid the required contributions to the construction of the electric service,
- c) has paid all outstanding accounts rendered by North Parkland Power, and
- d) has not otherwise been declared by the Board, acting reasonably and in compliance with these by-laws and North Parkland Power’ policies, not to be in good standing;

“North Parkland Power” means North Parkland Power REA Ltd.;

“Works” means electric power lines and any fittings, apparatus, meter, regulator, wire, conductor, transformer, pole, or any other thing constructed or placed in or on land for the purpose of providing a utility service; including all wholly and partially owned subsidiaries.

## III – Membership

### Members

A person becomes a member of North Parkland Power when that person makes arrangements for the purchase of electric distribution service with North Parkland Power.

Two (2) or more persons may jointly become a member, and in that case:

- a) the right to receive notices, to attend meetings of North Parkland Power, to vote and to be a director is vested in only one of those persons,
- b) those persons must provide North Parkland Power with a designation of one of those persons as the one who is to have those rights of membership, and

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- c) a person is entitled to only one vote, regardless of the number of distribution services held.

If two (2) or more persons have two (2) or more distribution services, the right to receive notices, to attend meeting of North Parkland Power and to vote may be designated to one of the holders for one service and one of the other holders for another service.

A corporation may be a member of North Parkland Power, provided the corporation gives North Parkland Power a designation of the corporate representative who has the right to attend meetings, to vote, and to be a director.

When North Parkland Power ceases to provide electric distribution service to a member, the member is not entitled to be repaid any amount. Any contribution by the member for construction of the electric service and associated works becomes and remains the sole property of North Parkland Power.

**Membership Register**

If a member requires inspection of North Parkland Power' membership register:

- a) the member must make a written request to the Board, including whether a copy of the membership register is also being requested and stating the reason why an inspection or copy is required;
- b) within 60 days of receiving the written request, the Board will notify the requesting member in writing of any conditions upon which a copy of the membership register list will be provided;
- c) the inspecting member is not allowed to make notes, copy or otherwise reproduce in any way, the membership register;
- d) the member is only entitled to inspect the membership register once each twelve-month period; and;
- e) if membership is held jointly by the inspecting member, the above rights vest in only one of the joint members.

**IV – Meetings of the Membership****Notice of General Meetings**

Unless otherwise provided for in these by-laws, the Board calling a valid general meeting will give at least 15 days' notice:

- a) by mailing or emailing each member at the member's address or email last registered with North Parkland Power, a notice stating the hour, day and place of the meeting, or
- b) by advertising the hour, day and place of the meeting in selected newspapers throughout the North Parkland Power service area.

**North Parkland Power REA Ltd.****Annual General Meetings**

Within 120 days after each fiscal year, North Parkland Power will hold an annual general meeting on a day, hour and place for the following primary purposes:

- a) to review and approve financial and other reports;
- b) to approve the appointment of an auditor for the next fiscal year; and
- c) to elect Directors

**Special General Meetings Called by the Board**

A special general meeting may be called at any time the Board considers it necessary.

In addition to, repeal of, or amendment to any provision of North Parkland Power by-laws or its memorandum of association is to be proposed at the meeting, the intent of the proposed change must be included in the notice of the special general meeting.

**Special General Meetings Requested by Members**

The Board will call a special general meeting when requested to do so by at least 25% of eligible voting members who are in good standing:

- a) the request must be in writing and dated, and include the printed name, signature, land location, and mailing address of each member requesting the meeting. The request must also designate a representative whom North Parkland Power can communicate with on behalf of all the requesting members;
- b) the nature of the business to be transacted at the meeting must be stated clearly;
- c) North Parkland Power must be notified of the request by personal service or by registered mail to the Board Chairman or to the General Manager. North Parkland Power must receive the original request or a certified copy of the request;
- d) Within 30 days of being served, the Board will validate all signatures to establish the persons signing are eligible voting member in good standing;
- e) If, after validating the request for a meeting, the required 25% threshold of requesting eligible voting members has not been met, the Board will advise the members' representative that the meeting will not be called;
- f) If the 25% threshold of requesting voting members has been met, the Board will issue a call for the meeting, including the nature of the business to be conducted, within 10 days from the day the Board validates the request and will stipulate the meeting will be called within the next 60 days;
- g) If the Board does not issue a call to the meeting as provided for above, the requesting members may call the meeting, including the nature of business to be conducted, provided the general membership is given at least 15 days' notice.

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A subsequent special general meeting may not be called within the next 24 months if the nature of the business to be transacted at the subsequent special general meeting is the same or similar in nature to the business that was transacted at the initial special general meeting.

**Quorum**

A quorum is achieved when 5% or more members are present

If at any time, appointed for any general or special general meeting, a quorum is not present,

- a) in the case of a special general meeting requested by members, the meeting is dissolved, and
- b) in the case of a meeting called by the Board, the Chairman of the meeting may call for a resolution to the effect that those present at that time constitute a quorum and be empowered to transact the business to be brought before the meeting. If the resolution is passed by a majority vote of members present and recorded in the minutes, the meeting may then proceed and those members present constitute a quorum.

**Voting and Order of Business**

At a general meeting, a majority vote of the members' casting votes may decide all questions, except when an extraordinary resolution is required.

Each voting member, in good standing, who is eligible to vote, has one vote on any question.

**V – Board of Directors**

**Composition of the Board**

The Board will consist of no more than 9 Directors and not less than 7 with a minimum of 1 Director in each Zone; each of the Directors shall be elected by Zone. The Zones consist of the following:

Zone 1	3 Directors
Zone 2	2 Directors
Zone 3	2 Directors
Zone 4	2 Directors

The geographical boundaries of the Zones shall be determined by the Board who may alter the same from time to time.

**Election of the Board**

Any member in good standing may attend and vote at meetings and be elected a Director, subject to the nomination eligibility provisions in these by-laws.

A member is eligible to be nominated for election as a Director if:

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- a) Directors shall be elected by the members of that zone at the Annual General Meeting;
- b) the member is 18 years of age or older and is in good standing;
- c) the member is not an employee of North Parkland Power or an employee of a company under contract with North Parkland Power;
- d) the member's spouse or common-law partner is not a permanent employee of North Parkland Power nor a Director;
- e) the member or the member's spouse or common-law partner is not a Director, Officer, or employee of other institutions or businesses that are engaged in activities similar to the activities in which North Parkland Power is engaged in the normal course of business;
- f) the member is in agreement with, and is prepared to sign, a commitment letter to adhere to North Parkland Power's Directors' Code of Conduct and Ethics.

The procedure for Board nominations will be as follows:

- a) nomination packages will be available at North Parkland Power's offices no later than ninety (90) days prior to the Annual General Meeting;
- b) nomination papers must be returned to the North Parkland Power office no later than sixty (60) days prior to the Annual General Meeting;
- c) nomination papers must be signed by one member in good standing;
- d) the Board Nominations Committee will vet all nominations to determine if a proposed nominee is a member in good standing;
- e) the names, pictures and resume of each nominee will be sent to the members in a publication prior the Annual General Meeting;
- f) each member cannot vote for more positions than are available;
- g) the ballots will be counted by scrutineers nominated at the Annual General Meeting;
- h) Where no nomination is provided for a vacant position on the Board, the Board may appoint a Member at Large from that specific Zone until the next Annual General Meeting.

The term of office of a Director is 3 years.

Retiring Directors are eligible for re-election.

**Powers and Duties of the Board**

The Board will direct and manage the business and affairs of North Parkland Power through Board policy and may exercise all powers that are not required to be exercised by the membership.

**Vacating Director's Office**

At any time, a Director may be removed from the Board by a 2/3 majority vote of the remaining Directors, to be held by secret ballot, if the Director does not adhere to the policy directives established by the Board.

All Directors must be given 10 days' written notice of a Board meeting which has an item of business, the removal of a Director.

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Where a Director ceases to be a member, is removed from office as provided for above, or resigns, the office of that Director is to be declared vacant by the Board. The Board may appoint a Member at Large from that specific Zone until the next Annual General Meeting.

**VI – Board of Directors****Board Quorum**

A majority of the Directors constitutes a quorum for the transaction of business as a meeting of the Board.

**Meetings of the Board**

Immediately following each Annual General Meeting, the newly elected Board will meet and elect from its own numbers a Chairman and a Vice-Chairman.

The Board will hold a meeting at least once every 3 months.

The Chairman will call a special meeting of the Board on the written request of a majority of the Directors or if the Chairman considers it to be necessary.

Directors must be provided written notice of a special meeting at least 48 hours before the special meeting is to be held,

- a) stating the time and place at which it is to be held,
- b) stating, in general terms, the nature of the business to be transacted at the meeting.

Notice can be given by email or fax.

If all the Directors are present at a Directors meeting, it is deemed to have been properly called whether or not the notice of the meeting has been given or properly given.

**VII – Financial Transactions and Investments****Auditor**

No North Parkland Power Director, Officer, or employee is eligible to be appointed as North Parkland Power' auditor or to perform any of the duties of the auditor.

The auditor must be a member in good standing of an association of accountants.

**Deposit Reserves**

The Board has the authority to use the deposit reserve account funds for security or to purchase capital assets, equipment, materials, vehicles, labor, or the use of contract labor for improving the associations distribution system.

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**Sale of Works**

A Special General Meeting called for the sale of North Parkland Power' entire works will require a quorum of 75% of total membership.

To maintain the percentage of members required to approve a motion for sale at 66 and 2/3rds percent of those constituting a quorum.

In the event North Parkland Power authorizes the sale of the entire works, the sale proceeds will be distributed among the registered owners of the land on the basis of the number of electric distribution services held by the member.

**VIII – Insurance**

**Insurance**

North Parkland Power will maintain theft, fidelity, and liability insurance sufficient to protect North Parkland Power' assets and business and will, at all times, maintain general liability insurance in an amount not less than \$2 000 000 inclusive per occurrence insuring against bodily injury, personal injury and property damage, including loss of use of property.

On being put to the meeting, the motion was carried.

**Affidavit of Execution**

The North Parkland Power Rural Electrification Association Limited, having given at least ten (10) days written notice to its membership of such motion, the above Standards Bylaw was passed by the required majority of those members present at the general meeting. Furthermore, all previous standard by-laws or supplemental by-laws of North Parkland Power REA Ltd. have been rescinded.

DATED at the Hamlet of Thorhild in the Province of Alberta this 18<sup>th</sup> day of March, 2016.

EXAMINED AND RECOMMENDED  
FOR REGISTRATION BY

Director of Rural Electrification Associations

NORTH PARKLAND POWER REA LIMITED

DATE June 14 / 2016

# Amend Special Government Registration - Proof of Filing

## Alberta Amendment Date: 2016/06/16

**Service Request Number:** 25316222

**Corporate Access Number:** 229046305

**Legal Entity Name:** NORTH PARKLAND POWER RURAL ELECTRIFICATION  
ASSOCIATION LIMITED

**Legal Entity Status:** Active

### Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Rural Utilities Act Documents	10000699000306060	2000/10/26
Bylaws	10000799000306234	2001/06/14
Q Form	10000899000306337	2001/09/26
Q Form	10000103000161745	2004/07/12
Q Form	10000803000161742	2004/07/12
Q Form	10000904000259083	2005/01/18
Q Form	10000205100823291	2006/01/19
Q Form	10000505100595711	2006/11/22
Q Form	10000007102856562	2007/08/16
Q Form	10000707102856219	2008/05/20
Q Form	10000607105828450	2009/06/30
Q Form	10000807105828703	2010/06/15
Q Form	10000607105828855	2011/04/21
Bylaws	10000907105828854	2011/04/21
Bylaws	10000807105828859	2011/04/21
Bylaws	10000007105828858	2011/04/21
Q Form	10000007111173117	2012/05/09
Q Form	10000907111173467	2013/04/10
Q Form	10000407121067096	2014/11/26
Q Form	10000007121067121	2015/07/10
Bylaws	10000307121067252	2016/06/16

**Registration Authorized By:** MARIE MATRAS