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C E R T I F I C A T E

TO: THE REGISTRAR OF CORPORATIONS FOR THE PROVINCE OF ALBERTA

I, Brad Pickering, of Sherwood Park, in the Province of Alberta, DO HEREBY CERTIFY THE FOLLOWING:

1. I am duly elected and presently acting as Chairperson of the ALBERTA RECYCLING MANAGEMENT AUTHORITY (the "**Authority**");
2. I hereby certify that a special resolution of the members was signed and consented to on the 13th day of December, 2022 by all of the members of the Authority entitled to vote at a general meeting, that the existing amendments in the attached Appendix A were made to the General Bylaws of the Society".

In all other respects the bylaws remain unamended.

IN WITNESS WHEREOF, I have signed this Certificate at Sherwood Park, Alberta effective as of the 20th day of December, 2022.

DocuSigned by:

B1A1F0835636424

BRAD PICKERING, Chair





BYLAWS

ARTICLE 1 INTERPRETATION

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- (a) “**Act**” means the *Societies Act*, (Alberta) RSA 2000, c S-14, or any replacement thereof as may be amended from time to time;
- (b) “**Authority**” means the society incorporated as the Alberta Recycling Management Authority;
- (c) “**Board of Directors**” or “**Board**” means the Board of Directors from time to time of the Authority;
- (d) “**Designated Material**” means a material established as a designated material by regulation under the EPEA;
- (e) “**Director**” means a member of the Board of Directors from time to time of the Authority and includes the Chairperson of the Board;
- (f) “**EPEA**” means the *Environmental Protection and Enhancement Act*, (Alberta) RSA 2000, c E-12, or any replacement thereof as may be amended from time to time;
- (g) “**EPR Regulation**” means the *Extended Producer Responsibility Regulation* (Alberta) AR 194/2022, or any replacement thereof as may be amended from time to time.

- (h) “**Member**” means an organization or individual who becomes a voting member of the Authority in accordance with Article 2.2;
- (i) “**Minister**” means the Minister charged with the administration of the EPEA;
- (j) “**DM Regulation**” means the *Designated Material Recycling and Management Regulation*, (Alberta) AR 93/2004, or any replacement thereof as may be amended from time to time.

Interpretation

1.2 In these Bylaws, unless the context otherwise requires, the *Interpretation Act*, (Alberta) RSA 2000, c I-8, applies.

1.3 Words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated associations.

1.4 The headings used throughout these Bylaws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any Article nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

ARTICLE 2 MEMBERSHIP

Membership

2.1 The Members of the Authority are the applicants for incorporation, and those individuals or corporate or unincorporated organizations who subsequently became or become Members in accordance with these Bylaws, as amended from time to time.

2.2 An individual, corporation or unincorporated organization may apply to the Board for voting membership in the Authority and, on payment of the required fees and acceptance by the Board, and consent of the Minister, become a Member.

Representatives

2.3 A Member that is a corporation, an unincorporated organization, society or government body shall appoint a person to act as its representative at meetings of the Members of the Authority. A person may be appointed to act as alternative representative at any meeting the representative cannot attend.

2.4 The authorized representative or alternative representative is entitled to speak and vote and in all other respects exercise the rights of a Member, and that representative is to be recognized as a Member for all purposes at a meeting of the Authority.

2.5 Each Member appointing a representative shall notify the Authority in writing of the name, address, telephone number and occupation of the representative. Each Member appointing an alternative representative shall notify the Authority in writing of the name, address, telephone number and occupation of the alternate representative.

Membership Fees

2.6 Membership fees, and the frequency of their remittance, shall be determined from time to time by the Board.

Compliance with Bylaws

2.7 Every Member shall comply with and is bound by these Bylaws.

Membership Termination

2.8 Membership in the Authority is terminated:

- (a) if the Member sends written notice of resignation to the Chairperson;
- (b) in the case of an individual, on death or, in the case of a corporation, unincorporated organization or society, on dissolution; or
- (c) at the direction of the Board, if a Member is in arrears of payment of any fees for more than thirty (30) days.

Membership Suspension

2.9 The Board may, by resolution, suspend or expel a Member for cause, if:

- (a) the Member to be expelled or suspended has been given notice of the Board meeting at which suspension or expulsion is to be considered; and
- (b) the Member named in such notice is given an opportunity to make representations to the Board at such meeting.

ARTICLE 3 BOARD OF DIRECTORS

Number of Directors

3.1 The Board of Directors shall consist of no less than eight (8) members.

Board Structure

3.2 Subject to Article 3.12 the Board of Directors shall consist of:

- (a) Seven (7) Directors to be appointed in accordance with the provisions of Article 3.12(a); and

- (b) One (1) Director who is the Chairperson of the Authority from the public-at-large appointed by the Minister.

Nominating Committee

3.3 The Members shall establish a Nominating Committee to be comprised of the following committee members:

- (a) the Chairperson of the Authority;
- (b) one (1) member appointed by the Rural Municipalities Association;
- (c) one (1) member appointed by the Minister;
- (d) one (1) member appointed by Alberta Municipalities;
- (e) one (1) member appointed by the Association of Professional Engineers and Geoscientists of Alberta;
- (f) one (1) member appointed by the Environmental Services Association of Alberta;
- (g) one (1) member appointed by the Recycling Council of Alberta; and
- (h) one (1) member appointed by the Retail Council of Canada.

Member Qualifications and Eligibility Criteria

3.4 The Board shall establish and maintain Director Qualifications and Eligibility Criteria from time to time. When the Members appoint individuals to the Board, and when the Minister appoints individuals to the Board, they shall endeavor to select persons in accordance with the Director Qualifications and Eligibility Criteria.

Term

3.5 The term of a person appointed by the Minister and the term of a person elected by the Members shall be in writing and shall not exceed three (3) years.

3.6 A member of the Board appointed by the Minister is appointed at pleasure.

3.7 Directors may stand for nomination and re-appointment to the Board of Directors after their term expires. A Director may serve on the Board for a maximum of three consecutive terms of up to three (3) years each, subject to performance as determined by the Authority's board and director evaluation process.

Vacancy, Resignations, Dismissal, Absence

3.8 A member of the Board immediately ceases to hold office in the following situations:

- (a) the member is deceased;
- (b) the member resigns by giving written notice to the Chairperson;
- (c) a member is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated; or
- (d) a member becomes ineligible to act as a member in accordance with the Director Qualifications and Eligibility Criteria, established by the Authority from time to time.

3.9 The Board may:

- (a) except for the Directors appointed by the Minister, remove a Director from office for cause deemed appropriate by the Board; and
- (b) request the Minister to remove or replace a Director appointed by the Minister.

3.10 Notwithstanding any other provision herein, a Director may immediately be removed by the Board in the event that the Director, or any affiliate of the Director, or any corporation or unincorporated association directly affiliated with the Director, is not in compliance with the Act, the DM Regulation, the EPR Regulation, the Authority's programs, rules, Bylaws, procedures or policies.

3.11 The Board may elect a member to the Board to fill a vacancy resulting from the application of Article 3.8, Article 3.9 or Article 3.10.

Nomination and Appointment

3.12 Nominations for Directors appointed under Article 3.2 shall be made by the Nominating Committee, having regard to the Director Qualifications and Eligibility Criteria, established by the Authority from time to time.

- (a) The appointment of the Directors described in Article 3.2(a) shall be completed at the annual general meeting. Nominations for the Directors described in Article 3.2(a) shall be made by the Nominating Committee and received in writing at least ten (10) days prior to the annual general meeting.
- (b) Notwithstanding any other provision of these Bylaws, the appointment of the Director described in Article 3.2(b) may be completed at any time.

Vacancies on the Board

3.13 A vacancy occurring among the Directors described in Article 3.2(a) during the term of the Director shall be filled by a person selected by the remaining Directors, having regard to the Director Qualifications and Eligibility Criteria, established by the Authority from time to time. That person shall complete the term of the vacating Director. A vacancy in the

Directorship described in Article 3.2(b) during the course of the year shall be filled by the Minister.

When a vacancy occurs on the Board the remaining Directors may exercise all the powers of the Board, if a quorum remains in office.

ARTICLE 4 MANAGEMENT AND ADVISORY COMMITTEES

Management of the Authority

4.1 The Board is to manage, oversee and generally direct the affairs of the Authority in the name of and on behalf of the Authority.

4.2 Except when the Act or these Bylaws otherwise require, the duties and powers of the Authority under the Act, these Bylaws, the EPR Regulation and the DM Regulation are to be exercised by the Board.

4.3 The Board may enact and enforce policies regarding the direction, management and operation of the Authority, and such policies shall be consistent with the Authority's Bylaws.

4.4 The Board may enact a policy for the appointment of committees and advisory councils.

ARTICLE 5 BOARD MEETINGS

Board Meetings

5.1 Meetings of the Board may be called by the Chairperson and held as often as the affairs of the Authority require.

5.2 Meetings of the Board shall be called by giving to each Director at least seven (7) days' notice unless the Board unanimously agrees to waive notice of the meeting.

5.3 Meetings of the Board may be held anywhere in Alberta authorized by the Board.

5.4 Meetings of the Board may be conducted in person or, if agreed to by the Board, by means of electronic or other communication facilities as permits all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

5.5 Notwithstanding anything to the contrary in these Bylaws, a resolution in writing signed by all of the Directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

Board Meetings Requested

5.6 A meeting of the Board may be called at the written request of any three (3) Directors sent to the Chairperson stating the business to be discussed at the meeting.

5.7 On receipt of the request, the Chairperson shall call a meeting of the Board.

Quorum at Board Meetings

5.8 A majority of Directors holding office at the time is a quorum at a meeting of the Board, or such greater number as the Board determines.

Decision-making

5.9 Each Director, including the Chairperson, has one (1) vote.

5.10 If there is a tied vote, the motion is lost.

5.11 Each Director present at a meeting shall, subject to requirements of law and the objects and Bylaws, vote on all motions.

ARTICLE 6 DUTIES OF DIRECTORS

Chairperson of the Board

6.1 The Chairperson is the Director appointed under Article 3.2(b) for the term of that Director's appointment.

6.2 The Board may establish offices, or change the title of offices, and prescribe the powers, duties and functions of each office.

Non-Voting Board Members

6.3 The Board may appoint an individual as a non-voting member of the Board for such purpose and period as it considers necessary.

Chief Executive Officer

6.4 The Board may engage a Chief Executive Officer who shall be responsible for the ongoing administration of the Authority. The Chief Executive Officer shall report to the Board, as decided from time to time by the Board, on the administrative affairs of the Authority.

Agreements, Contracts and Commitments

6.5 An agreement, contract or other commitment entered into by the Authority shall be entered into in accordance with rules established by the Board.

Committees

6.6 Standing or special committees may be appointed by the Board for any purpose considered necessary or desirable. Membership on standing committees shall be restricted to Directors, except as may be directed by the Board from time to time.

Indemnification

6.7 No Director or member of a committee of the Authority shall be liable for the acts, receipts, neglects or defaults of any other Director or member of a committee or employee of the Authority, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Authority through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Authority, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Authority shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Authority shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own willful neglect or default, dishonesty or bad faith.

6.8 The Directors and former Directors of the Board, members and former members of committees of the Authority and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless by, and out of the assets and profits of the Authority from and against all costs, charges, losses, damages, liabilities, claims and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by reason of the performance of their duties or purported duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own willful neglect or default, dishonesty or bad faith, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the members and former members of the Board, and members and former members of committees of the Authority may be entitled to at law or in equity.

Duty of Good Faith

6.9 Every Director and committee member in exercising powers and discharging duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Authority, and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in carrying out a public trust.

6.10 A Director or committee member is not liable under Article 6.9 if that person relies in good faith on

- (a) financial statements of the Board presented to that person by a qualified person or in a written report of the auditor of the Board fairly to reflect the financial condition of the Board, or
- (b) an opinion or report of a lawyer, accountant, engineer, appraiser or other person whose profession lends creditability to a statement made by such person.

6.11 The Board shall not, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise to a Director committee member.

Disclosure

6.12 A Director or committee member who:

- (a) is or becomes a party to a material contract or proposed material contract with the Board, or
- (b) is or becomes a director or committee member of, or has a material interest in, any person who is a party to a material contract or proposed material contract with the Board,

shall, forthwith of becoming aware of the facts that bring him within this clause, disclose in writing to the Board or committee to which that person belongs or request to have entered in the minutes of the meetings of the Board or committee the nature and extent of the interest.

6.13 A Director or committee member referred to in Article 6.12 shall not vote on any resolution to approve the contract.

6.14 A Director or committee member is not materially interested in a contract for the purposes of Article 6.12 solely on account of being

- (a) a resident of Alberta,
- (b) concerned about the enhancement and preservation of the environment, or
- (c) a member of the public service.

6.15 All Directors and committee members of the Authority shall comply with these Bylaws, the Act and EPEA including any regulations passed pursuant thereto, as well as all policies, rules, programs and procedures established or approved by the Authority.

ARTICLE 7 DUTIES OF THE CHAIRPERSON

Chairperson

7.1 The Chairperson:

- (a) shall preside at all meetings of the Board and the Membership;

- (b) is an ex-officio member of all committees and advisory councils;
- (c) shall present a report of the activities of the Board to Members of the Authority at the annual meeting;
- (d) is responsible for the custody of the books and records of Authority, including the financial records and minutes of all Board and Members' meetings;
- (e) ensure a person is appointed to record the minutes of all Board meetings; and
- (f) is responsible for such other matters as the Board determines.

ARTICLE 8 FURTHERANCE OF THE AUTHORITY'S OBJECTS

Authority

- 8.1 The Authority may, in furtherance of its objects:
- (a) employ or engage such individuals or corporate or unincorporated organizations as it considers necessary and fix their terms and conditions of employment or engagement;
 - (b) co-operate with and enlist the aid of any governmental authority, corporation, organization or individual; and
 - (c) engage the services of any individual or incorporated or unincorporated organization to carry out any function relating to the objects or operation of the Authority;
 - (d) acquire, hold and dispose of real and personal property;
 - (e) enter into any agreement, contract or other arrangement in order to carry out or arrange for the carrying out of its functions; and
 - (f) do such other things as are necessary to fulfil its objects.

ARTICLE 9 FINANCE

Remuneration and Expenses

- 9.1 Subject to any policies established by the Board from time to time, Directors and committee members shall receive such remuneration as may be authorized by the Board and shall be reimbursed for their travelling and living expenses incurred while on the business of the Authority, and any other disbursements expended in the course of performing their duties.

Borrowing Powers

9.2 For the purpose of carrying out the objects of the Authority, the Board may borrow or raise or secure the payment of money in any manner the Board determines.

No Profit for Members

9.3 The Authority shall

- (a) carry out its powers, duties, functions, services and activities efficiently and effectively; and
- (b) have due regard to the interests of the general public, of the persons affected by or subject to its decisions and actions, and of the industry.

9.4 The operation of the Authority shall be carried on without the purpose of gain for its Members, and any accretions to the Authority shall be used to promote the objects of the Authority.

9.5 The Authority is a not for profit organization and shall not carry on any trade or business.

Financial Year

9.6 The financial year of the Authority is from April 1st to the following March 31st.

Financial Accountability

9.7 The financial records of the Authority shall be audited at least once each financial year by an independent duly qualified certified general accountant, certified management accountant or chartered accountant appointed by the Members at the annual general meeting.

9.8 The auditor's report shall be presented at the annual general meeting or, if it is not then available, made available to the Directors and Members as soon as it is available. The audited financial statement shall become part of the annual report.

Industry Operated Recycling Fund Advances

9.9 The Authority may make advances of money from one industry operated recycling fund to another industry operated recycling fund provided that:

- (a) the amount of the advance, the time for repayment, and any other terms or conditions on which the advance is to be made or that are applicable to its repayment shall be approved by the Board of Directors;
- (b) the amount of the advance, the time for repayment, and any other terms or conditions on which the advance is to be made or that are applicable to its repayment shall be documented in writing;

(c) the Authority shall provide the Minister with the written notice of the advance setting out the amount of the advance, the time for repayment, and any other terms or conditions on which the advance is to be made or that are applicable to its repayment; and

(d) the advance is otherwise permitted by the Regulation.

9.10 An advance made under Article 9.9 must be repaid to the industry operated recycling fund from which it was made.

9.11 Any interest earned on money advanced under Article 9.9 is deemed to form part of the advance to be repaid under Article 9.10.

ARTICLE 10 FEES, CHARGES AND ASSESSMENTS

Fees, Charges and Assessments

10.1 The Board may establish or levy, surcharges, fees, charges, advance disposal surcharges and assessments in relation to achieving the objects of the Authority.

10.2 The Board may establish or levy fees, charges, advance disposal surcharges and assessments for any services, functions, activities or information provided by the Authority.

10.3 All funds received by the Authority from fees, charges, advance disposal surcharges or assessments shall

(a) be deposited into an account maintained in the name of the Authority, to be used or invested as the Board may direct; and

(b) be properly recorded and accounted for, and for which receipts are to be provided on request.

10.4 The Board may raise or acquire revenue by any other means it considers appropriate.

ARTICLE 11 INSPECTION

Inspection of Authority Records by Members

11.1 The books, records, and accounts of the Authority may be inspected by a Member at any reasonable time by giving reasonable notice and arranging a time satisfactory to the Chief Executive Officer or such other person having charge of them.

ARTICLE 12 MEMBERS' MEETINGS

Annual Meeting

12.1 The annual meeting of Members shall be held once each calendar year at such time, date and place as the Board specifies.

12.2 At each annual meeting, a report from the Chairperson shall be presented to the Members present.

Special Meeting

12.3 Every meeting of the Members that is not an annual meeting is a special meeting.

12.4 A special meeting of the Members may be called

- (a) by the Board, at any time, by giving notice in accordance with Article 12.6, or
- (b) by the Members, by at least three (3) of the Members notifying the Authority to the attention of the Chairperson in writing of their desire to have a special meeting and the purpose of it.

12.5 On receipt of a notice from sufficient Members as outlined in Article 12.4(b) herein requesting a special meeting, the Chairperson shall arrange for a special meeting and give notice of it in accordance with Article 12.6.

Notice of Meeting

12.6 Notice of an annual meeting or a special meeting shall be given in writing to the Members at least twenty-one (21) days before the date of the meeting, or by electronic or other means of communication approved by the Board, specifying the date, time and place of the meeting and the general nature of the business to be conducted.

12.7 The accidental omission to give notice of a meeting to a Member or the fact that a Member does not receive notice of the meeting does not invalidate proceedings at the meeting.

Quorum and Voting

12.8 50% plus one (1) of Members in good standing constitute a quorum at any meeting of the Members.

12.9 A Member present at a meeting is entitled to one vote on each motion or matter to be voted upon.

12.10 Votes may not be made by proxy.

12.11 If a vote is tied, the motion is lost.

12.12 Notwithstanding anything to the contrary in these Bylaws a resolution in writing signed by all of the Members shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

Method of Voting

12.13 The Board shall make rules about the method of voting at Members meetings and proceedings at them.

ARTICLE 13 WINDING UP

Winding Up

13.1 The Authority shall not be voluntarily wound up unless a special resolution as defined in the Act, is passed by the membership.

13.2 The Authority shall not surrender its certificate of incorporation in accordance with section 34 of the Act.

ARTICLE 14 BYLAWS OF THE AUTHORITY

Making Bylaws

14.1 The Authority may pass Bylaws for the furtherance of its objects by a majority vote of the Members.

Rescission, Alteration or Addition to Bylaws

14.2 Bylaws of the Authority may only be rescinded, altered or added to if the rescission, alteration or addition is approved by a special resolution of the Members in accordance with the Act.

ARTICLE 15 HEAD OFFICE AND SEAL

Head Office

15.1 The head office of the Authority is to be located at Edmonton, Alberta.

Seal

15.2 The Board may adopt and change a corporate seal for the Authority. The seal of the Authority shall be kept in the custody of the Chairperson. The seal shall not be affixed to any instrument except by authority of the Board of Directors.

ARTICLE 16
NOTICES

Notices

- 16.1 A notice required to be given under the Act or these Bylaws
- (a) to a Member, shall be given in writing or electronic communication at the address shown in the membership records, or by telephone, to the number recorded in the records of the Authority; and
 - (b) to the Authority, shall be given in writing to the head office of the Authority.