

Strathmore Chaos Volleyball Club

BYLAWS

ARTICLE I GENERAL

1.1 **Definitions** – The following terms have these meanings in these Bylaws

- a) *Act* – the *Alberta Societies Act*, as amended
- b) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Society
- d) *Days* – days including weekends and holidays
- e) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws
- f) *Member* – all categories of membership pursuant to these Bylaws
- g) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these Bylaws
- h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution
- i) *Registrar* – means Registrar as defined in the Business Corporations Act
- j) *Society* – *Strathmore Chaos Volleyball Club*
- k) *Special Resolution* –
 - (i) *a resolution passed*

a. *at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and*

b. *by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.*

(ii) *a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or*

(iii) *a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.*

1.3 **Registered Office** – The registered office of the Society will be located within the Province of Alberta.

1.4 **Affiliations** – The Society will aim to be a member in good standing with Volleyball Alberta and will follow the published rules of, including order of authority, Volleyball Canada, Volleyball Alberta, and the Society.

1.5 **No Gain for Members** – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objectives.

1.6 **Ruling on Bylaws** – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.7 **Conduct of Meetings** – Unless otherwise specified in the Act or these Bylaws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.8 **Interpretation** – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II

MEMBERSHIP

2.1 **Individual Member** – Any individual who is a participant, coach, official, or administrator who is registered with the Society, and who has agreed to abide by the Society's Bylaws, policies, procedures, rules, and regulations (or, if the individual is under the age of majority, who has had a parent or guardian agree to abide by the Society's Bylaws, policies, procedures, rules, and regulations on behalf of the individual).

Admission of Members

- 2.2 **Admission of Members** – Any candidate will be admitted as a Member or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the Society;
 - b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
 - a) The candidate member has paid fees as prescribed by the Board;
 - b) The candidate member agrees to uphold and comply with the Society's governing documents;
 - c) The candidate member meets any other condition of membership determined by the Board;
 - d) The candidate member has met the applicable definition listed in Section 2.1; and
 - e) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Status and Fees

2.3 **Fees** – Membership fees will be determined annually by the Board.

2.4 **Duration** – Unless otherwise determined by the Board (or designate), membership with the Society, for a non-Director, begins on the date the Board (or designate) accepts the Member's registration and ends on a date common to all Members (as determined by the Board, or designate) when the Member resigns or is terminated from membership. When the Member is also a Director, membership begins on the date the Director assumes office in accordance with these Bylaws and ends when the individual ceases to be a Director.

2.5 **Deadline** – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Society.

Compliance, Transfer, Suspension, and Termination of Membership

2.6 **Policy Compliance** – As a condition for membership, a Member (or the Member's parent/guardian, on behalf of the Member, if the Member is younger than the age of majority) must comply with the Society's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Society's policies and procedures may result in discipline, or suspension or termination of membership.

2.7 **Suspension** – A non-Director Member may be suspended, pending the outcome of a discipline hearing in accordance with the or Society's policies related to discipline, or by Ordinary Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

- 2.8 **Termination** – Membership in the Society will terminate immediately upon:
- a) The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
 - b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.2 of these Bylaws;
 - c) Resignation by the Member by giving written notice to the Society;
 - d) Dissolution of the Society;
 - e) A decision made by a panel in accordance with the Society's applicable discipline policies;
 - f) The Member's death or dissolution (as applicable); or
 - g) By Ordinary Resolution of the Board at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.9 **Arrears** – A Member will be expelled from the Society for failing to pay membership fees or monies owed to the Society by the deadline dates prescribed by the Board.

2.10 **Discipline** – A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.

Good Standing

2.11 **Definition** – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Society;
- d) Has complied with the Bylaws, policies, and rules of the Society;
- e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership fees.

2.12 **Privileges of Good Standing** – Subject to these Bylaws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members;
- b) To participate in Society activities; and
- c) To participate in other events associated with the Society.

ARTICLE III MEETINGS of MEMBERS

3.1 **Annual General Meeting** – The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of Alberta. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting. Any Member, upon request, will be provided, not less than ten (10) days before the Annual General Meeting, with a copy of the approved financial statements and auditor's report (if any).

3.2 **Special General Meeting** – A Special General Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of twenty percent (20%) or more of the Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 **Business** – All business transacted at a Special General Meeting and all business transacted at an Annual General Meeting (except consideration of the financial statements, presentation of the auditor's report (if any); the election of Directors; and re-appointment of the incumbent auditor (if any)) is special business. The business transacted at the Annual General Meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous Annual General Meeting and subsequent Special General Meetings (if any);
- c) Reports;
- d) Consideration of the financial statements;
- e) Report of the auditor (if any);
- f) Reappointment or appointment of the auditor (if any) and to fix the remuneration of the auditor or authorize the Board to fix such remuneration;
- g) Election of Directors; and
- h) Such other business or special business as may be set out in the notice of meeting which will include the nature of the business in sufficient detail to permit a Member to form a reasoned judgement on the business and the text of any Special Resolution to be submitted at the meeting.

3.4 **Participation/Holding by Electronic Means** – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be

present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.5 **Notice** – Written or electronic notice of the date of the Annual General Meeting of the Members or any Special General Meeting will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days prior to the date of the meeting. Notice will include a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.6 **Waiver of Notice** – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.7 **Error or Omission in Giving Notice** – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.8 **New Business** – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board fourteen (14) days prior to the meeting of the Members in accordance with procedures as approved by the Board.

3.9 **Quorum** – 15% of registered members present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.10 **Agenda** – The agenda for the Annual General Meeting may include:

- a) Call to order
- b) Establishment of quorum
- c) Declaration of any Conflicts of Interest
- d) Approval of the agenda
- e) Approval of minutes of the previous Annual General Meeting
- f) Presentation and approval of reports
- g) Report of Auditors
- h) Appointment of Auditors
- i) Business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

3.11 **Scrutineers** – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12 **Adjournments** – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.13 **Attendance** – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than the age of majority, the Directors, the auditors of the Society, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

3.14 **Voting Privileges** – Members will have the following voting rights at all meetings of Members:

Individual Members who are the age of majority or older may exercise one vote at all meetings of the Members. Individual Members who are younger than the age of majority may have one vote exercised at meetings

of Members by a parent or guardian. For clarity, a parent or guardian with three children registered with the Society who are younger than the age of majority may exercise three votes. Also, two parents/guardians of the same child who is registered with the Society and who is younger than the age of majority may both attend a meeting of the Members but may only exercise one vote.

3.15 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.16 Proxy Voting – There will be no voting by proxy.

3.17 Absentee Voting – There will be no absentee voting.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.19 Majority of Votes – Except as otherwise provided in these Bylaws, an Ordinary Resolution will decide each issue.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of 7 Director positions.

Composition of the Board - The Board will consist of the following:(officers will be decided by the directors at the first board meeting after an election.)

- a) President
- b) Secretary
- c) Treasurer
- d) (4) Directors-at-Large

Eligibility of Directors

4.2 Eligibility – To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Have the power under law to contract;
- c) Have not been declared incapable by a court in Canada or in another country; and
- d) Not have the status of bankrupt.

Election of Directors

4.3 Nominations – The Board (or designate, such as a Nominations Committee) will be responsible to solicit and receive nominations for the election of Directors. Candidates for Director positions shall be comprised of those individuals who are eligible and duly nominated per any requirements determined by the Board (or designate) and these By-laws. The Board (or designate) may endorse candidates for election but may not restrict eligible candidates from being nominated.

4.4 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Include a cover letter and resume of the nominee;
- c) Be submitted to the Registered Office of the Society seven (7) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.5 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.

4.6 Election – Directors will be elected at each Annual General Meeting as follows:

- a) Director positions shall be numbered 1-7 with odd numbered positions being voted in odd numbered years and even numbered positions being voted in even numbered years.

4.7 **Elections** – Elections for each Director position will be decided by the Members in accordance with the following:

- a) **One Valid Nomination** – Winner elected by Ordinary Resolution.
- b) **Two or More Valid Nominations** – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.8 **Terms** – Directors will serve terms of two (2) years, to a maximum of four (4) consecutive terms, and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office. A Director, having served four (4) consecutive terms, is again eligible to serve on the Board if they have spent at least one (1) year out of office or there are not enough nominations to fill the vacant positions.

4.9 **Director Consent and Registration** – An individual who is elected or appointed to be a Director must register with the Society as a Director, must sign all required documents presented by the Society, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

Resignation and Removal of Directors

4.10 **Resignation** – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.11 **Vacate Office** – The office of any Director will be vacated automatically if:

- a) The Director becomes no longer eligible to be a Director;
- b) The Director is found to be incapable of managing property by a court or under Alberta law;
- c) The Director is found by court to be of unsound mind;
- d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- e) The Director dies.

4.12 **Removal** – An elected Director may be removed by Ordinary Resolution of the Members at a meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.13 **Vacancy** – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remaining term of the vacant position.

Meetings of the Board

4.14 **Call of Meeting** – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

4.15 **Chair** – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Secretary (or designate) will be the Chair of the meeting.

4.16 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

4.17 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.18 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.19 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.

4.20 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.21 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.22 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.23 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.24 Powers of the Society – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

4.25 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these Bylaws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
- e) Determine registration procedures, recommend membership fees, and determine other registration requirements;
- f) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Society;
- h) Perform any other duties from time to time as may be in the best interests of the Society.

ARTICLE V

OFFICERS

5.1 Composition – The Officers will be comprised of the President, Secretary, and Treasurer.

5.2 Election – The Officers of the Society will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. They shall take office immediately.

5.3 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required

5.4 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special General Meetings of the Society and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, and will perform such other duties as may from time to time be established by the Board.
- b) The Secretary will be responsible for the documentation of all amendments to the Society's Bylaws, will ensure that all official documents and records of the Society are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members, and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.

5.5 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Director.

5.6 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).

5.7 Vacancy – Where the position of an elected Officer becomes vacant for whatever reason, the Board will appoint another Director to fill the vacancy until the end of the term.

ARTICLE VI COMMITTEES

6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be September 1st to August 31st

7.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.

7.3 **Auditor** – At each Annual General Meeting, the Members will elect 2 members of the society to audit the books, accounts and records of the Society in accordance with the Act. The Auditors will hold office until the next Annual General Meeting. An elected Auditor will not be an employee, Officer, or Director of the Society.

7.4 **Annual Financial Statements** – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the most recent completed fiscal year of the Society and will present the financial statements at the Annual General Meeting not more than six (6) months after fiscal year end. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual General Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report (if any); and
- c) Any further information respecting the financial position of the Society.

7.5 **Books and Records** – The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Society's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Society on a quarterly basis.

7.6 **Inspection by Member** – The books and records of the association may be inspected by any member of the association, that is in good standing, at the head office or reasonably agreed upon public location at any time upon giving reasonable notice and arranging a satisfactory time during regular business hours..

7.7 **Signing Authority** – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.8 **Borrowing** – The Society may not borrow funds.

7.9 **Gaming Funds** – When and if applicable, funds generated from gaming grants or other purposes related to gaming shall be used for expenditures in accordance with all government regulations applicable to the usage of gaming fund.

Remuneration

7.10 **No Remuneration** – All Directors, Officers (with the exception of paid employees of the Society who have been appointed as Officers), and members of Committees (except as permitted by these Bylaws) will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.

Conflict of Interest

7.11 **Conflict of Interest** – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on

such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

7.12 **Failure to Declare** – Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by an Ordinary Resolution present at the meeting, that a conflict of interest exists and in each such case the provisions of subsections (b) and (c) of the above Section shall apply as if the individual had declared the interest.

7.13 **Effect of Disclosure** – A Director, Officer or member of a committee who has declared their interest in a contract or transaction or a proposed contract or transaction (or the Board has so declared pursuant to the above Section) and who has not voted in respect thereof shall not be accountable to the Society, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director, Officer or member of a committee holding that office or of the fiduciary relationship established thereby.

ARTICLE VIII AMENDMENT BYLAWS

8.1 **Voting** – These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members.

8.2 **Effective Date** – By-laws amendments are effective from the date they are registered with the Registrar.

ARTICLE IX NOTICE

9.1 **Written Notice** – In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, email, or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 **Date of Notice** – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

9.3 **Error in Notice** – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE X DISSOLUTION

10.1 **Dissolution** – The Society may be dissolved in accordance with the Act.

10.2 **Remaining Funds** – Any funds remaining at the time of dissolution of the Society will be donated to local sport associations as selected by the board

ARTICLE XI INDEMNIFICATION

11.1 **Will Indemnify** – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

11.2 **Will Not Indemnify** – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.3 **Insurance** – The Society will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE XII ADOPTION OF THESE BYLAWS

12.1 **Ratification** – These Bylaws were ratified by resolution of the Members of the Society at a meeting of Members duly called and held on DATE.

12.2 Repeal of Prior Bylaws – In ratifying these Bylaws, the Members of the Society repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.