

SD Serbia Sports Club Association Bylaws



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SD Serbia Sports Club Association Bylaws

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ARTICLE 1

DEFINITIONS & OVERVIEW

1.1 Definitions

In this and all other By-Laws of the Society, unless the context otherwise requires:

- (a) "Act" means the Societies Act, R.S.A. 2000, c. 5-14 and the regulations made there under as from time to time amended and in the case of such amendment any reference in the By-laws shall be read as referring to the amended provisions;
- (b) "Society" means the SD Serbia Sports Club Association or SD Serbia;
- (c) "Board" means the Directors of the Society from time to time;
- (d) "By-laws" mean the By-laws of the Society from time to time in force;
- (e) "Director" means a person elected pursuant to Article 8.1;
- (f) "Executive Committee" means the Officers of the Society elected pursuant to Article
- (g) "Major Decision Vote" means a decision that requires the approval of 75% of the Directors present at a duly constituted meeting of the Board, provided however that a minimum of 70% of all of the Board of Directors are present at such meeting;
- (h) "Member" means a person who has paid their membership fee and whose name is entered in the register of members and by entry on the register of members is therefore entitled to the privileges, and subject to the Rules and Regulations, as the Board may from time to time establish;
- (i) "Officer" means the Director elected by the Board pursuant to Article 7; any person appointed to a sub-committee created by the Board, and any other persons the Board may by written resolution from time to time appoint; and
- (j) "Rules and Regulations" means the acts, directives, guidelines and other enactment passed from time to time by the Board that relate to the proper functioning of the Society.

1.2 Interpretation

When the context reasonably permits, the singular shall be construed as the plural and vice versa, and one gender shall be construed as meaning either gender.

1.3 Headings

The heading and captions used in these By-laws are used for reference only and shall not affect how the By-laws are constructed or interpreted.

1.4 Purpose of By-Laws

The By-laws represent the Society's structural and operational terms of reference and shall be used by the Society to fulfill its objectives.

ARTICLE 2

SOCIETY'S NAME

The name of the Society shall be the SD Serbia Sports Club Association (operating as SD Serbia).

ARTICLE 3

ARTICLE 4

REGISTERED OFFICE

At all times the Society shall have a registered office in the province of Alberta. Subject to the Act, the Board may, at anytime:

(a) change the address of the registered office within Alberta;
(b) designate, or revoke, or change a designation of, a records office within Alberta;

or

(c) designate, or revoke, or change a designation of, a post office box within Alberta as the address for the service by mail of the Society.

ARTICLE 5

MEMBERSHIP

5.1 Membership

(a) Membership fees are included in the soccer registration fees each indoor and outdoor season. Any person, residing in Alberta, and being of the full age of 18 years, becomes a member of SD Serbia in good standing once their or their child(s) soccer registration fee(s) are paid in full provided they are not suspended or expelled from the organization.

(b) Any member in good standing is eligible to cast a ballot per each registered player in good standing with SD Serbia at an Annual General Meeting (AGM) or Special General Meeting (SGM) should a vote be required. The registrar and treasurer will verify member in good standing status.

(c) Term of membership shall be for the soccer season registered. Should an SGM be required and fall on a date between season memberships, the previous seasons membership shall be used to determine member eligibility.

5.2 Members Fees

The Board shall determine membership fees annually based on the number of teams and number of forecasted players per team.

5.3 Membership Rights, Obligations and Limitations

Members shall have the rights and privileges, and be subject to the duties and obligations, set out by these Articles and the Rules and Regulations as established and amended from time to time by Board. Provided that at all times,

any Voting Member who enters into a contract with the Society to receive remuneration for services provided shall have their voting rights suspended during the term of the contract.

5.4 Termination of Membership by:

(a) any member who does not register with SD Serbia in the following soccer season

(b) any Member who delivers written notice to the Secretary, Registrar or Treasurer of their intention to withdraw from SD Serbia after the registration fee has been received;

(c) the failure to pay any annual membership fee, registration fees or indebtedness due to the Society ninety (90) to be consistent days from and including the date the obligations come due, unless the Board agrees in writing to extend the payment deadline; or

(d) the Board through a Major Decision Vote where:

(i) the Board in its reasonable opinion believes that the Member's conduct may endanger the Society's interest or reputation, or

(ii) the Member has committed a willful and serious breach of the Bylaws, in which seven (7) days before the Board meeting, exclusive of the day for which the meeting is to be convened, the Member in question shall be given written notice of the charge or complaint, and at the Board meeting the Member shall have an opportunity to present a defense. Despite the provisions of the By-law, a person whose membership has been terminated may be readmitted as a member where the Board gives its consent.

5.5 Effect of Membership Termination

Termination of membership pursuant to Article 5.4 shall not entitle the former Member to any refund or rebate in respect of any fees paid to the Society and the Member shall forfeit all rights, claims and interests that arise from, or are associated with, membership.

ARTICLE 6

MEMBER MEETINGS

6.1 Annual General Meetings

(a) Once a year, the Society will hold a general meeting of all Members. The meeting is to be held within three (3) months from and including the date of the Society's fiscal year end at a time, place and date to be fixed by the Board.

(b) Meetings shall be conducted in accordance with Robert's Rules of Order.

(c) At every annual meeting, the Board shall establish an agenda which shall consist of, but not be limited to:

i. reports of the President, Treasurer, Secretary and Auditor;

ii. reports, if any, of sub-committees created by the Board;

iii. elections to elect the Directors and Officers for the upcoming year;

and

iv. the appointment of an auditor for the upcoming year.

6.2 General or Special Meetings

A general or special meeting of the Members may be called as follows:

- (a) by the Board at any time and for any purpose; or
- (b) upon the written request of thirty (30) members delivered to the Secretary that

specifies the reasons for and the matters to be discussed at the meeting.

Where 6.2(b) applies, the Board must, within twenty-one (21) days from and including the date of receipt of the request by the Secretary, call a meeting and comply with the notice obligations pursuant to Article 6.4. If the Board does not call a meeting within this time period, any Member who signed the requisition may call the meeting. Where a Member calls a meeting they are entitled to be reimbursed for all reasonable costs associated with convening the meeting out of Society funds.

6.3 Directors and Auditors

All Directors are entitled to receive notice and to attend and be heard at every annual, general or special meeting of the Members. The auditor is entitled to receive notice of every annual, general and special meeting of the Members and to attend and be heard at these meetings on matters that relate to his or her duties as auditor.

6.4 Notice and meetings

Subject to Articles 6.5, 6.6, and 6.7, notice of any annual, general or special meeting shall be given to all Members whose names are entered on the register of Members. Notice shall be sent by email, regular post or by facsimile, not less than fourteen (14) days, nor more than sixty (60) days, prior to the date of the meeting. The notice shall state:

- (a) the meetings date, time and place;
- (b) sufficient detail to enable a Member to form a reasoned judgment about the business to be transacted; and
- (c) the text of any special resolution to be submitted for approval. Notice will also be posted on the SD Serbia website (<http://www.sdserbia.ca>),

6.5 Waiver of Notice

Any irregularity in the notice of any meeting may be waived by written motion delivered to the Secretary either before or after the meeting to which the waiver relates. Attendance at the meeting of the person raising the irregularity will constitute a waiver of any such irregularity in notice, except when the person attends to object to the transaction of the business to which the notice relates.

6.6 Error in Notice

No error or omission in the notice of any annual, general or special meeting, or any adjournment thereof shall invalidate the meeting or render void any proceedings taken at the meeting. Any Member may at any time waive notice of

any such meeting and may ratify, approve and confirm any or all proceedings conducted thereat.

6.7 Unanimous Attendance

A special or general meeting may be held for any purpose on any day, at any time, and at any place without notice if all Members and all other persons entitled to attend such meeting are present. A meeting will still be valid where a Member who is not present waives his or her attendance at the meeting.

6.8 Quorum

At any duly noticed meeting, five (5) Voting Members and a majority of the Board shall constitute a quorum, provided such Members are present in person at the meeting. Failure to obtain a quorum within thirty (30) minutes of the time set for the meeting will result in the meeting being postponed until a later date. Notice of the date for the new meeting will be given within seven (7) days of the postponed meeting. Failure to obtain a quorum at such meeting will result in a quorum being declared and the meeting will proceed legally.

6.9 The Chair

At all annual, special and general meetings, the President shall be entitled to take the chair. If the President does not arrive within fifteen (15) minutes of the time appointed for the meeting then the person who will take the chair will be decided as follows:

- (a) in the President's absence, the Vice-President;
- (b) in the absence of both the President and Vice-President, the Members present shall nominate a Director; and
- (c) if either no Director is present, or if all Directors present decline to take the chair, then the Members present shall choose a Member to act.

6.10 Voting at General Meetings

At any annual, general or special meeting, every Voting Member shall be entitled to one vote per child registered, except Non-Voting Members and Honorary Members who shall have no votes. At all such meetings, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or the By-laws. Votes shall be cast by a show of hands unless a poll vote is called for by the By-laws, the chair, or by any two (2) Voting Members. A declaration by the chair and entry in the minute books shall be sufficient proof of the passage of any resolution.

6.11 Poll Votes

Any two (2) Voting Members may demand a poll in lieu of a show of hands prior to, or at the time of, the declaration of a show of hands, If at any meeting a poll vote is demanded on the election of the President or on the adjournment or termination of a meeting, the poll shall be taken forthwith without adjournment. In any other situation the poll shall be taken in such manner as the chair directs.

The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In the event of a tie, the Chairman shall cast the deciding vote.

6.12 Conflicts of Interest

Any Member that has a conflict or pecuniary interest in any matter addressed at a meeting must:

- (a) advise the chair of the conflict prior to the matter being discussed;
- (b) remove themselves from the meeting until the matter has been resolved; and
- (c) to the extent that the Member is a Voting Member, neither vote on, nor sign, any resolution that concerns the matter.

6.13 No Proxies

No mail voting or proxies of any kind will be accepted or acknowledged at any annual, special or general meeting of the Members.

ARTICLE 7

OFFICERS AND DIRECTORS

7.1 The Officers and Executive Committee

The Officers of the Society shall be elected by the membership and shall consist of:

- (a) The President;
- (b) The Vice-President;
- (c) The Secretary;
- (d) The Treasurer;
- (e) The Registrar and
- (f) The Past President.

The Board may, pursuant to Article 7.9, also elect additional Directors as and if they deem appropriate. The Officers shall collectively be referred to as the Executive Committee.

7.2 The President

The President must be a Director, shall be elected by the membership and shall:

- (a) be the Society's official spokesman, and custodian of the seal, if any;
- (b) be responsible for all of the Society's functions and activities, but may delegate power and responsibility to any Member as he or she deems appropriate;
- (c) attend all annual, special and general meetings, as well as any meeting of the Board or any committee created by the Board, preside over the proceedings of such meetings and be an ex officio member of every committee;
- (d) cause to be brought to the attention of the Board all matters affecting the well being and operations of the Society and act at all times in accordance with the

lawful directives of the Board;

(e) execute all contracts and all other documents binding on the Society with one other Director, provided that he or she may designate others to execute the same

in absence of the President, or under such terms and conditions as he or she may prescribe; and

(f) perform such other duties as may from time to time be reasonably imposed upon the President by the Board.

7.3 The Vice-President

The Vice-President must be a Director, shall be elected by the membership and shall:

(a) in the absence of the President, have the responsibility and authority to carry out the duties and responsibilities of the President; and

(b) perform such other duties as may from time to time be reasonably imposed upon him or her by the President or the Board.

7.4 The Secretary

The Secretary must be a Director, shall be elected by the membership and shall:

(a) be the custodian of the Society's books and records;

(b) attend all annual, special and general meetings as well as meetings of the Board and, where appropriate, committee meetings, to act as Secretary thereof and to record all minutes, proceedings and votes in the appropriate books;

(c) give notice of all annual, special, general and Board meetings in the prescribed manner;

(d) distribute the minutes in any annual, special, general or Board meeting to the Board within thirty (30) days of such meeting, the minutes of which shall be approved by the Board and signed by the President and Secretary; and

(e) perform such other duties as may from time to time be reasonably imposed upon him or her by the President or the Board.

The Secretary shall record, maintain and update the following information in the books of the Society (in addition to any other matter that may from time to time be determined by the Board):

(a) the By-laws, any resolutions altering or supplementing the By-Laws, as well as originals and/or copies of all documents, registers and resolutions required to be kept by law;

(b) the names of all persons who are, or have been, Members, as well as the address of each current Member; and

(c) the names, addresses and occupations of all persons who are or have been Directors or Officers and the dates upon which each became, or ceased to be, a Director or Officer.

7.5 The Treasurer

The Treasurer must be a Director, shall be elected by the membership and shall:

(a) have custody of the Society's funds and assets and shall disburse the Society's funds as ordered by the Board;

- (b) establish and maintain an adequate system for the recording and control of all expenditures;
- (c) keep an accurate book which shall record the Society's assets and liabilities, all monies received and spent, the matters in respect of which the receipt and expenditure occurred, and all other transactions that affect the Society's financial position;
- (d) keep a record of all necessary signing authorities of Officers;
- (e) render to the Board upon request an account of the financial position of, as well as all transactions conducted by, the Society;
- (f) prepare the annual capital and operating budgets and present them to the Board for approval or amendment; and
- (g) perform such other duties as may from time to time be reasonably imposed upon him or her by the President or by the Board.

7.6 The Registrar

The Registrar must be a Director, shall be elected by the membership and shall:

- (a) have custody of the societies membership list for the current season
- (b) have access to and control of all personal information of the membership
- (c) must ensure that all personal information is kept in confidence and not to be released for any purpose other than soccer registrations without the written consent of the members.

7.7 The Past President

The past President shall be a position automatically assumed by the outgoing President upon his or her replacement and shall be occupied either until his or her successor is replaced, or the criteria of Article 5.4 are met. The Past President shall act as a Voting Member of the Board and shall do all things reasonably required of him or her by the President or the Board for the better functioning of the Society.

7.8 Term of Office

Each Officer shall hold the position for a term not to exceed two years at which time the Officer may be reelected to another term by majority membership vote at the AGM.

7.8 The Board of Directors

A Board of not less than five (5) and not more than twelve (12) Directors elected or appointed pursuant to Article 8.1 shall manage the affairs of the Society. The Board may exercise all such powers, and do all such acts and things as may be done by the Society and are not by the Act, Bylaws and special resolution of the Society, or by any other applicable statute expressly required to be done in some other manner. Every Director and Officer of the Society shall in the exercise of his or her powers and discharge of his or her duties act honestly and in good faith with a view to the Society's best interest and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable

circumstances. The power of the Board includes, but is not limited to, the following:

- (a) to prescribe and enact such Rules and Regulations not inconsistent with these Bylaws that relate to the Society's management and operation as they may from time to time see fit;
- (b) to manage and administer the Society's affairs, to enter into contracts and to accept, solicit or receive donations, gifts, grants and benefits of any kind for the purpose of furthering the objectives of the Society;
- (c) to establish and dissolve committees and sub-committees of Directors and Members and to determine the terms of reference and mandates of such committees;
- (d) to appoint and remunerate any accountants, solicitors or other experts or agents;
- (e) by a Major Decision Vote to borrow or raise or secure the repayment of such sum or sums of money in such a manner and upon such terms and conditions in all respects as they see fit, and, in particular, by any mortgage, charge or other security on the undertaking of the whole or any part of the present and future property, both real and personal of the Society;
- (f) to invest and deal with the Society's money in such manner as the Board may from time to time determine
- (g) to pay an expense incurred to form, promote and operate the Society;
- (h) to accumulate, use, invest, apply, give, distribute or donate all or part of the Society's funds in order to carry out the objectives of the Society in a manner the Board may from time to time determine;
- (i) to purchase, lease or otherwise acquire, alienate, sell, exchange or dispose of lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein for such consideration and upon such terms as the Board considers reasonable; and
- (j) to exercise all such other powers, and do all such other things, as the Society is legally authorized to do, which are not by the By-laws required to be exercised by the Members.

7.9 Power to Appoint Alternates

The Board shall have the power to appoint any other Director as an Officer of the Society and request them to perform such other duties as may from time to time be reasonably imposed upon him or her by the Board.

ARTICLE 8

BOARD OF DIRECTORS

8.1 Election of Directors

The process to elect or re-elect a Director is as follows:

- (a) the election of Directors to the Board may:
 - (i) occur at any time with the Board's consent (by way of Major Decision Vote); or
 - (ii) at the Annual General Meeting;
- (b) a Board Development Committee (hereinafter the "BDC") shall be convened

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by the Board as and when necessary. The BDC will consist of:

- (i) two (2) Voting Members of the Society who shall not be on the Board of Directors, and who shall be elected by the society at the Annual General Meeting, to hold that position until the beginning of the next Annual General Meeting;
- (ii) two (2) Directors; and
- (iii) the President, who shall not vote unless there is a tie, in which case he or she shall cast the deciding vote;
- (d) at any time, any Member may nominate another Member, provided such Member shall be a Voting Member, to be a Director by submitting to the BDC a written motion that meets the following criteria:
 - (i) the nomination states the Member is in good standing to the effect that the Member owes no money to the Society and has not committed a serious breach of the Society's By-law;
 - (ii) the nomination is seconded by another Member;
 - (iii) the position is specified for which the Member is nominated;
 - (iv) the Member nominated gives consent; and
 - (v) the motion is received by the nominative committee by the close of office hours no later than fourteen (14) clear business days prior to the date scheduled for the annual general meeting, the fourteen (14) day period to be calculated exclusive of the day of the meeting.
- (d) the appointment of a Director to the BDC shall not disqualify that Director from being nominated as a Director.
- (e) the BDC shall report its recommendations to the President at the close of office hours on the fifth (5th) business day, exclusive of, and prior to the Member's annual general meeting. Only those nominations which are approved by the BDC (based on skill, knowledge, interests, experience, diversity and needs of the Board) shall be put forth as candidates at the annual general meeting;
- (f) the President shall ensure that the BDC's report will be posted on The SD Serbia Sports Club Association Website (<http://www.sdserbia.ca>) at least forty-eight (48) hours prior to the commencement of the annual general meeting; and
- (g) No nominations from the floor shall be heard at the annual general meeting;

8.2 Term of Directorship

A Director shall hold office for a period of up to two (2) years, ending at the start of the third annual general meeting after which they were appointed unless they cease to hold office pursuant to Articles 5.4, 8.3, 8.4, 8.5 or are re-elected pursuant to Article 8.1.

8.3 Automatic Termination of Directorship

A director shall automatically vacate his office, and will return all records and documents of the Society, within thirty (30) days of such vacancy if the Director:

- (a) dies;
- (b) contravenes the provisions contained in Article 10.3;
- (c) ceases to be a member of the Society pursuant to Article 5.4 or is removed pursuant to Articles 8.4 or 8.5;

- (d) is absent for three (3) consecutive regular meetings of the Board subject to the condition that the Board may waive this provision if they decide there exists adequate reasons for the absences;
- (e) resigns by delivery of written notice to the Secretary;
- (f) is found to be of unsound mind;
- (g) becomes bankrupt, or suspends payment to his creditors; or
- (h) is convicted of an indictable offence.

8.4 Removal of Director by Members

The following provisions apply to the removal of a Director by Members:

- (a) Members may call for a special meeting, pursuant to the terms of Article 6.2, for the purpose of removing any Director from office before the expiration of his or her term;
- (b) Seven (7) days before the special meeting, exclusive of the day the meeting is to be convened, the Director shall be given written notice of the charge or complaint and at the special meeting the Director shall have an opportunity to present a defense;
- (c) If the Director is not removed then he or she shall continue to hold office for the remainder of his or her unexpired term, or until new proceedings are commenced;
- (d) If the Director is removed, then the Members present at the special meeting may elect any member to fill the position, and that person shall hold office for the remainder of the unexpired term of his or her predecessor; or
- (e) if the Director is removed but no Member is elected to fill the vacancy then the Board may, at the next Board meeting, appoint a Member to fill the position and that person shall hold office for the remainder of the unexpired term of his or her predecessor.

8.5 Removal of Director by Board

The following provisions apply to the removal of a Director by the Board:

- (a) any Director may, not less than ten (10) days before a scheduled Board meeting, request a closed session review for the purpose of removing any other Director from office before the expiration of his or her term by submitting to the Secretary a request for a closed session review and details of his or her complaint;
- (b) seven (7) days before the Board meeting, exclusive of the day the meeting is to be convened, the other Director shall be given written notice of the charge or complaint and during the closed session of the Board meeting the Director shall have an opportunity to present a defense;
- (c) any removal of a Director shall require a Major Decision Vote; and
- (d) if the Director is not removed then he or she shall continue to hold office for the remainder of his or her unexpired term, or until new proceedings are commenced,

ARTICLE 9.

BOARD MEETINGS

9.1 General Provisions

The following general provisions apply to meetings of the Board and to meetings of any committees created by the Board:

- (a) the Directors and Officers may consider and transact any business either special or general at any meeting of the Board, or at any meeting of a committee created by the Board and the Board, or any committee created by the Board shall meet as often as is required to manage the affairs of the Society which shall be at least once per year;
- (b) meetings may be held at such time and place as the Directors may from time to time determine; and
- (c) meetings may be called either by the President, the Vice President, or by the Directors where over 50% of the Directors give written notice to the President to the effect that they wish to have a meeting convened; in the latter case, the President shall call such a meeting within ten (10) days from and including the date the request is received and shall specify what issues are to be discussed.

9.2 Notice of Meetings

The following provisions apply to notice of meetings:

- (a) notice of any meeting shall be emailed, delivered, telephoned or faxed to each Director not less than five (5) business days, or shall be mailed to each Director not less than fourteen (14) days, before the meeting is to occur;
- (b) the notice shall specify the time, date and place of the meeting as well as a brief description of the nature of the business to be transacted;
- (c) the Board may appoint any hour, day or month for regular meetings and with regard to such regular meetings, no notice need be sent;
- (d) no formal notice of any meeting shall be necessary if all the Directors or Officers are present or if those absent have consented to the meeting being held in their absence. Any such consent shall be effective whether given before or after the meeting to which it relates;
- (e) a meeting may also be held without notice immediately following the Society's annual general meeting;
- (f) a statement by the President that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of giving of such notice;
- (g) no error or omission relating to notice of any meeting or any adjournment thereof shall invalidate the meeting or render void any proceedings taken there at;
- (h) a Director may waive in writing delivered to the Secretary any irregularity in notice at any time before or after the meeting and may ratify, approve and/or confirm any or all proceedings conducted there at;
- (i) and attendance of a Director or Officer at any meeting shall constitute a waiver of notice except where a Director or Officer attends for the express purpose of

objecting to the transaction of any business on the ground that the meeting is not lawfully called.

9.3 Quorum

A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board and notwithstanding any vacancy among the Directors or Officers, a quorum of Directors or Officers may exercise all the powers as if the full body were present. See Articles 1.1 and 9.6 for meetings of the Board called for the purpose of Major Decision Votes.

9.4 Form of Attendance

If all of the Directors and Officers give their consent, a Director or Officer may participate in a meeting by means of telephone or such other methods of communications that enable all persons participating in the meeting to hear each other; a Director or Officer participating in such a meeting by such means shall be deemed to be present at the meeting.

9.5 Who May Attend Meetings

Upon Invitation, Members may attend any meeting of the Board or meeting of committees created by the Board, but may be requested to leave at any time by the person who presides over the meeting.

9.6 Voting at Meetings

Every Director and Officer present at a meeting shall be entitled to one (1) vote at any meeting of the Board or meeting of any committee created by the Board. Other than Major Decision Votes, all decisions at any duly constituted meeting shall be decided by a majority of the Directors and Officers present.

9.7 Major Decisions

The following require a Major Decision Vote by the Board:

- (a) approval of seasonal budgets;
- (b) approval of annual registration fees
- (c) approval of borrowing pursuant to Article 7.8(e);
- (d) approval of By-law amendments pursuant to Article 11.1;
- (e) approval of budgeted expenditures of \$5,000 or greater;
- (f) the direction of signing authority pursuant to Article 12.1;
- (g) the election of Directors pursuant to Article 8.1; and
- (h) the removal of Directors pursuant to Article 8.5,

9.8 Written Resolutions

A written resolution signed by all the Directors and Officers entitled to vote on that resolution shall be valid and effectual as if it had been passed at a meeting of the Board or a meeting of a committee created by the Board.

9.9 Submission of Contract or Transactions for Approval

The Directors at their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual, special or general meeting of the Members. Any resolution passed at any such meeting shall be valid and binding upon the Society as though it had been approved, ratified and/or confirmed by every Member unless any different or additional requirement is imposed by the By-laws or any statute.

9.10 Adjournment of Board Meetings

The following provisions apply to the adjournment of Board Meetings:

- (a) any meeting of Directors or Officers may be adjourned from time to time by the Chairman of the meeting with the consent of the meeting to an affixed time and place;
- (b) any adjourned meeting shall be duly re-constituted if it is held in accordance with the terms of the adjournment and a quorum is present;
- (c) the directors who formed the quorum at the original meeting are not required to form the quorum at the reconstituted meeting; and
- (d) if there is no quorum present at the re-constituted meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

9.11 Validity of Acts

An act of a Director or Officer is valid notwithstanding any irregularity in his or her election, appointment, or defect in his or her qualification.

9.12 Conflict of Interest

Any Director or Officer must immediately resign from their position if they submit a tender or pursue a contract with the Society.

ARTICLE 10

CONDUCT AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

10.1 Director's Remuneration

All Directors and Officers shall serve without remuneration and shall not directly or indirectly receive any profit from his or her position; provided that by resolution of the Board, a Director or Officer may be reimbursed for any reasonable expenses incurred by him or her in the course of his or her duties.

10.2 Agents and Employees

The Board may from time to time appoint agents and authorize the employment of other persons as they deem necessary to carry out the objects and work of the Society. The agents and employees shall have the power and authority necessary to perform their duties. The reasonable remuneration of agents and employees of the Society shall be fixed by written resolution of the Board.

10.3 Conflict of Interest

The following provisions apply:

- (a) a Director or Officer of the Society who is a party to a material contract or proposed material contract with the Society shall disclose the full nature and extent of his interests;
- (b) a Director or Officer who is a Director or Officer of another company, charity or other organization that has a material contract with, or proposes to pursue a material contract with, the Society shall disclose the full nature and extent of his or her interest;
- (c) no Director or Officer shall vote on any resolution to approve such a contract; and
- (e) if a material contract is made between the Society and a person who is either a Director or Officer of the Society or with another company, charity or organization that has as one of its Directors or Officers a Director or Officer of the Society, then
 - i. the contract is neither void nor voidable by reason only of that relationship, or by reason only that a Director with an interest in the contract is present at, or is counted to determine the presence of, the quorum at the meeting at which the contract was authorized; and
 - ii. where a profit accrues to the person who has the material interest that person is not liable to account for the profit to the Society if the Director or Officer disclosed his or her interest in accordance with this Article, the contract was approved by the Directors and the Members and it was reasonable and fair to the Society at the time it was approved.

10.4 Indemnities to Directors, Officers and Others

Those who shall be entitled to an indemnity out of Society funds shall include every past and present Director or Officer of the Society, their heirs, executors, administrators, and estate, as well as any other person who has undertaken, or is about to undertake, any liability on behalf of the Society and their heirs, executors, administrators, and estate.

The indemnity shall be sufficient to cover not only the reasonable expenses incurred as a result of any act, deed, matter or thing made, done or permitted by them, in the execution of their duties, but also all costs commenced or prosecuted against them as a result of their duties.

An indemnity will only be granted if the person acted reasonably, honestly and in good faith with a view to the best interests of the Society and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds to believe that his or her conduct was lawful.

An indemnity will not be granted either in respect of an action by or on behalf of the Society to procure a judgment in its favor, or the costs, charges or expenses are incurred as a result of the persons own willful neglect or default.

ARTICLE 11

AMENDMENTS OF THE BY-LAWS

11.1 Amendments to the By-laws

Amendment or repeal of the By-laws requires both a Major Decision Vote and a Special Resolution approved by at least 75% of the Members present at a duly constituted meeting that was called for the purpose of considering such matters.

11.2 Auditors

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant OR by two Members of the Society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society.

11.3 Financial Year

Unless otherwise ordered by the Board, the fiscal year end of the Society shall be December 31.

ARTICLE 12

SIGNING AUTHORITY

12.1 Signing Authority

All deeds, transfers, licenses, contracts and documents on behalf of the Society shall be signed by a total of two signatories from the board executive and staff executive, one of which must be a board executive. The Seal, if any, shall be affixed to such instruments as required. Once signed such deeds, transfers, licenses, contracts and documents shall be binding upon the Society.

All cheques, bills of exchange or other orders for the payment of money and all notes or other evidence or indebtedness issued in the name of the Society shall be signed by a total of two signatories from the Board executive and staff executive, one of which must be a Board executive, and in such manner as shall from time to time be determined by resolution of the Board. The Treasurer, or in his or her absence an appointed executive Board member, may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank forms or settlement of balances and release or verification slips.

Notwithstanding any provisions to the contrary in the By-laws, the Board may at any time by a Major Decision Vote, direct the person and the manner in which any particular instrument, contract or obligation of the Society is executed.

12.2 Address for Notice

The following provisions apply:

(a) Any notice to any Member, Director or Officer for any purpose shall be sent to

the address of the Member, Director or Officer recorded in the books of the Society;

(b) with respect to every notice or document sent by mail it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into a post office or into a post office letter box; and
(c) if the Society sends a notice or document to a member and the notice or document is returned on three (3) consecutive occasions because the member cannot be found, the Society is not required to send any further notices or documents to the Member until he or she informs the Society in writing of a new address.

12.3 Books and Records

The Directors shall see that all necessary books and records required by the Society Bylaws or by any applicable statute or law are regularly and properly kept and are available for inspection by any Member at the annual general meeting, or at any time upon reasonable written notice subject to satisfactory arrangements being made as to time and place with the Officers who has charge of the relevant book. Every Director shall at all times have access to such books and records, upon giving reasonable notice.

12.4 The Seal

The seal of the Society shall be such that the Board may from time to time adopt. The President shall have custody and use of the seal.

12.5 Insurance

Adequate insurance coverage over facilities and operations of the Society must be maintained on an annual basis.

12.6 Dissolution

In the event of the Society's dissolution, after the payment of all debts and liabilities, the Society's net assets shall be distributed to a registered charitable organization, whether incorporated, or not, which have objectives similar in whole or in part to the objectives of the Society in accordance with a resolution of the Board ratified by 75% of the members present at a special meeting.