



# CALGARY ADRENALINE

## BYLAWS

Effective  
December 2022

**Calgary Adrenaline Fastball Association (CAFA)**  
**Calgary, AB**

[calgaryadrenaline.com](http://calgaryadrenaline.com)



**BYLAWS**

**CALGARY ADRENALINE FASTBALL ASSOCIATION**

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## **1. PREAMBLE**

### **1.1. The Association**

The name of the Association is "Calgary Adrenaline Fastball Association", which may also be referred to herein as CAFA or the Association.

### **1.2. The Bylaws**

The following articles set forth the Bylaws of the Calgary Adrenaline Fastball Association.

## **2. DEFINITIONS AND INTERPRETATION**

### **2.1. Definitions**

In these Bylaws, the following words have the following meanings:

- 2.1.1. "Act" means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it;
- 2.1.2. "Annual General Meeting" or "AGM" means the Annual General Meeting described in Section 4.1;
- 2.1.3. "Association" means the Calgary Adrenaline Fastball Association;
- 2.1.4. "Board" means the Board of Directors of the Association;
- 2.1.5. "Bylaws" means the Bylaws of the Association, as amended from time to time;
- 2.1.6. "CAFA" means the Calgary Adrenaline Fastball Association;
- 2.1.7. "Committee" means the Executive or such other committee established by the Board of Directors from time to time consisting of one or more Directors, and which may include one or more Members;
- 2.1.8. "Director" means any person elected or appointed to the Board as a director;
- 2.1.9. "Executive" means the Committee comprised of the Officers of the Association;
- 2.1.10. "Fiscal Year" of the Association is the twelve (12) month period from October 1 of one year through to and including September 30 of the following year;
- 2.1.11. "Gaming Account" means an account in which funds generated through charitable Gaming are held pursuant to the requirements of the Alberta Gaming and Liquor Commission or its legal equivalent;
- 2.1.12. "General Meeting" means an Annual General Meeting or a Special General Meeting;
- 2.1.13. "Mail" means a letter, hand delivered notice or flyer, facsimile, e-mail or other form of electronic communication to a member or members;
- 2.1.14. "Member" means a member of the Association in good standing as defined by Section 3.0;
- 2.1.15. "Officer" means the officers of the Association which are the President, Vice-President, Secretary, Treasurer and Registrar, or any other officer position created and appointed by the Board from time to time;
- 2.1.16. "Proxy" means the authority or power given by one voting Member to another voting Member;
- 2.1.17. "Registered Office" means the registered office for the Association;

- 2.1.18. "Register of Members" means the "register" maintained by or on behalf of the Board of Directors containing the pertinent details of the Members;
- 2.1.19. "Special General Meeting" means the special general meeting described in Section 4.2; and
- 2.1.20. "Special Resolution" means a means a resolution passed by 75% or more of the votes cast, either in person or by proxy, at a General Meeting.

## **2.2. Interpretation**

- 2.2.1. All terms used in the by-laws that are defined in the Act and are not otherwise defined in the by-laws shall have the meanings given to such terms in the Act;
- 2.2.2. Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders;
- 2.2.3. Section references used in the by-laws are to sections of the by-laws unless otherwise indicated; and
- 2.2.4. The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **3. MEMBERSHIP**

### **3.1. Definition of Member**

- 3.1.1. A person is eligible to become a Member of the Association if the individual is 18 years of age or older and: (i) the person is a registered player on an Association team, (ii) the person has a child that is registered as a player on an Association team; or (iii) if the person does not meet the qualification in clauses (i) or (ii) above, the person is a member of the Board or a volunteer with the Association, including but not limited to, acting as a Board member, volunteer, coach or assistant coach (non-parent or parent) with an Association team or the Association itself and such volunteer position is recognized by the Board as a position entitling such person to be a Member per this Section 3.1.1(iii). For certainty, if the Board approves that a certain volunteer position is entitled to membership as aforesaid, all similarly situated persons in that same position shall be entitled to be a Member.
- 3.1.2. Notwithstanding anything else contained herein, families shall only have a maximum of one Member per family, unless (i) such family has more than one child registered as a player on Association teams, in which case, each family may have two Members per family (but not the same individual), and (ii) an additional member of the same family becomes a Member as a result of Sections 3.1.1(iii) and 3.1.3(ii) hereof. However, an individual is only entitled to one membership notwithstanding that such individual may qualify for membership in multiple capacities.
- 3.1.3. A person that is eligible to become a Member of the Association may apply to become a Member by: (i) completing the membership application form and paying the associated fees for the current season for their child to play on an Association team; or (ii) if the person meets the qualification in 3.1.1(iii) above, completing the membership

application form and submitting it to the Board for approval.

- 3.1.4. The Board will review and if the Board deems appropriate, approve any application for membership. The Board may reject any application for membership for any reason which the Board may deem advisable.

### **3.2. Term of Membership and Membership Fees**

- 3.2.1. The term of membership shall be from October 1 to September 30 of the following year, or such other period of time as determined by the Board from time to time. Fees for the current season for a Member's child to play on an Association team shall be due and payable on October 1, or such other date as may be determined by the Board from time to time. If a Member has not paid the fees for the current season for their daughter to play on an Association team within four (4) weeks following the date the fees are due, then unless otherwise agreed to by the Board or the Executive, the Member is considered to have submitted his/her resignation and the name of the Member will be removed from the Register of Members.
- 3.2.2. Fees for the current season for their child to play on an Association team shall be determined, from time to time, by the Board.

### **3.3. Suspension or Termination of Membership**

- 3.3.1. Any Member may resign from the Association by sending or delivering a written notice of resignation to the President or Secretary of the Association. No portion of the membership fee shall be reimbursed at any time, regardless of when the Member resigns.
- 3.3.2. A Member who ceases to meet the qualifications in Section 3.1.1 is considered to have submitted his/her resignation and the name of the Member will be removed from the Register of Members.
- 3.3.3. The Board may, by a majority vote (50%) of all Directors, suspend any Member for any cause which the Board may deem advisable, including but not limited to suspending a member who: (i) fails to abide by the Bylaws; (ii) fails to abide by the policies or procedures of the Association, including any decision of a disciplinary or code of conduct committee struck by the Board regarding on-field activities; or (iii) has done something determined by the Board to be harmful or detrimental to the Association and/or its reputation. The Secretary shall give a member who is being considered for suspension notice in writing at least three (3) days prior to the Board meeting at which time said member shall have the opportunity to be heard or to submit a statement in writing. Such notice will be sent by mail or e-mail to the last known address or e-mail address of the Member shown in the Association's Register of Members, stating the reason(s) why suspension is being considered. The Member will have an opportunity to appear before the Board to address the matter. Another person may be permitted to accompany the Member as an advisor or interpreter only. The Board governs the dynamics of the meeting and render a final decision on the suspension decision. There is no appeal process after such decision is rendered.
- 3.3.4. If a Member has not paid any amounts due to CAFA within four (4) weeks following the date such amounts are due, the member shall automatically be suspended until such

time as such amounts are paid in full.

- 3.3.5. The Board may, by three-quarters (75%) vote of all Directors, expel any member for any cause which the Board may deem advisable, including but not limited to expelling a member who: (i) fails to abide by the Bylaws; (ii) discredits the Association; (iii) disrupts meetings or functions of the Association; or (iv) has done something determined by the Board to be harmful or detrimental to the Association or its reputation. The Secretary shall give a member who is being considered for expulsion notice in writing at least one (1) week prior to the Board meeting at which time said Member shall have the opportunity to be heard or to submit a statement in writing. Such notice will be sent by mail to the last known address of the Member shown in the Association's Register of Members, stating the reason(s) why expulsion is being considered. The Member will have an opportunity to appear before the Board to address the matter. Another person may be permitted to accompany the Member as an advisor or interpreter only. The Board governs the dynamics of the meeting and render a final decision on the expulsion decision. There is no appeal process after such decision is rendered.
- 3.3.6. Any Member who has been expelled may, upon application for reinstatement to the Association membership, be reinstated by a three-quarters (75%) vote of all Directors.

#### **3.4. Register of Members**

- 3.4.1. The Association shall maintain a Register of Members containing the following particulars of each person: (i) full name and residential address; (ii) date which the person is admitted as a Member; (iii) date which the person ceases to be a Member.
- 3.4.2. Each applicant must provide the Association with any other information requested by the Board for use by the Association, including: (a) full name and residential address; (b) telephone number(s); and (c) e-mail address(es).
- 3.4.3. Applicants who refuse to provide the information in Sections 3.4.1 or 3.4.2 will not be permitted to join the Association. Each applicant understands that this information is available to the Association for matters relating to the affairs of the Association.

#### **3.5. Liability of Members and Limitation on the Liability of Members**

- 3.5.1. Although a Member ceases to be a Member by death, resignation or otherwise as described in Section 3.0, the Member is liable for any debts owing to the Association at the date they ceased to be a Member.
- 3.5.2. No Member is, in the Member's individual capacity, liable for a debt or liability of the Association.

#### **3.6. Member Grievance**

- 3.6.1. Each Member will have the opportunity to appear before the Board to address a concern with a matter under governance of the Association. Another person may be permitted by the Board to accompany the Member as an advisor or interpreter.
- 3.6.2. The Directors hearing the grievance govern the dynamics of the meeting and render a final decision. There is no appeal process.

## **4. MEETINGS OF THE ASSOCIATION**

### **4.1. The Annual General Meeting**

- 4.1.1. The Annual General Meeting of the Association shall be held between thirty (30) and one-hundred, twenty (120) days after the fiscal year end. The Board shall establish the place, day and time of the meeting.
- 4.1.2. Any member wishing to make a motion at the Annual General Meeting shall so advise the Secretary in writing no later than fifteen (15) days after the fiscal yearend. This request for a motion shall identify the Member who will move the motion, the Member who will second it, and the supporting rationale or purpose for the motion. The Secretary shall meet with the Members involved to prepare the precise wording of the motion to be included in the meeting notice. In the case where the motion is to nominate a member for election to the Board of Directors, the notice in writing to the Secretary must be accompanied by the member's written agreement to stand for election.
- 4.1.3. Notice of the Annual General Meeting shall be given to each member entitled thereto by delivery, mail, telephone, electronic correspondence including email or any other effective method such as posting a notice at practice facilities, to his or her last known address if delivery, mail or email is used. The notice shall be given at least twenty-one (21) days prior to the meeting and such notice shall specify any business to be raised by members. The notice does not need to detail matters of ordinary business.
- 4.1.4. The ordinary business of the Annual General Meeting shall include:
  - (a) adopting the agenda;
  - (b) adopting the minutes of the previous Annual General Meeting;
  - (c) considering the President's Report of the year's activities;
  - (d) considering the Treasurer's Report and the Audited Financial Statements;
  - (e) considering any applicable Reports of Committees;
  - (f) the appointment of Auditors for the subsequent year;
  - (g) election of Directors;
  - (h) any other business except that no vote shall be taken upon any Member's Motion unless notice of a motion has been given pursuant to 4.1.2.

### **4.2. Special Meetings of the Association**

- 4.2.1. A Special Meeting of the Association shall be called at any time by a Resolution of the Board to that effect, or on written request of at least half of the Directors, or on written request of at least one-third (1/3) of the Members entitled to vote. The request must state the reason and the motion intended to be submitted.
- 4.2.2. The Secretary shall cause notice of the meeting to be given by the same methods set forth for the Annual General Meeting pursuant to 4.1.3.
- 4.2.3. Only the matter(s) set out in the notice for the Special Meeting will be considered.

### **4.3. Proceedings at an Annual or a Special Meeting**

- 4.3.1. Meetings of the Association are open to all current Members who are in good standing,

- as well as any guests invited by the Board. Members who are in good standing shall have the right to vote at any Meeting. Such votes must be made in person or by proxy.
- 4.3.2. Twenty (20%) percent of Members present in person or by proxy and entitled to vote shall constitute a quorum at any meeting of the Association.
  - 4.3.3. If a quorum is not present within one-half (1/2) hour after the set time, the Chair shall adjourn the meeting to a time and place to be determined by the Chair. The Secretary will provide a notice of the date and time of the rescheduled meeting by the most practical method available. If a quorum is not present within one-half (1/2) hour after the set time of the rescheduled meeting, the meeting will proceed with the Members in attendance by person or by proxy;
  - 4.3.4. All in attendance must sign in at the door in order to attend the Meeting, or in another manner acceptable to the Secretary if the Meeting is held electronically. A majority of the Board present may at any time ask any invited guests who are not Members to leave the Meeting.
  - 4.3.5. The President chairs the Annual General Meeting and any Special Meeting. The Vice-President chairs in the absence of the President. The Treasurer chairs in the absence of the President and the Vice-President. If neither the President, nor the Vice-President, nor the Treasurer is present within one-half (1/2) hour after the set time for the meeting, the Members present choose one (1) of the Directors first, or one of the Members second, in attendance to chair by nomination and majority vote. If in the case of a Meeting, the presiding officer is conflicted with respect to all or any part of the meeting agenda, an independent director will be appointed to chair the meeting before the meeting by the remaining Directors not conflicted.
  - 4.3.6. The Secretary will record minutes of the Meeting; if in the absence of the Secretary, the Board will appoint a Director to record minutes.
  - 4.3.7. The presiding officer may adjourn an Annual General Meeting or a Special Meeting with the consent of the Members at the meeting. If the Meeting needs to be reconvened it will only conduct unfinished business and only consider votes related to resolution or special resolution items previously identified in the agenda. No formal notice is necessary if a Meeting is adjourned for less than thirty (30) days but informal communication may be sent as a reminder to the Members. The Association must give notice when the Meeting is adjourned for thirty (30) days or more. Notices must be issued in the same manner and form as the original Meeting.
  - 4.3.8. A show of hands is used for each vote at every Annual General Meeting and Special Meeting.
  - 4.3.9. Proxy voting is permitted, must be in writing in the form approved of proxy as approved of by the Board of Directors from time to time, and must be given to the Secretary at least one week before the meeting to which it pertains and clearly identify the holder of the proxy. The proxy should clearly state the Member's voting direction on specific issues and resolutions. The proxy is automatically cancelled if the Member ceases to be a Member. The Member may cancel a proxy in writing at any time. Proxies properly completed and submitted in advance count towards determining quorum for a meeting.
  - 4.3.10. Ten (10%) percent of Members present in person or by proxy may request a written ballot vote. In such cases, the presiding officer may set the time, place and method for a ballot vote, including at the meeting during which a ballot vote is requested. The result of the ballot is the resolution of the meeting. Ballots must be destroyed after the count.



- Members may withdraw their request for a ballot at any time.
- 4.3.11. An appointed, independent scrutinizer may be chosen by the presiding officer to supervise the vote. The scrutinizer has no voting privileges.
- 4.3.12. The presiding officer may vote on any matter. He or she does not cast a vote to break a tie. If there is a tie vote, the motion is defeated.
- 4.3.13. A majority of the votes of the Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution. Each issue deemed to be a 'Special Resolution' requires a seventy-five (75%) percent majority.
- 4.3.14. The presiding officer declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 4.3.15. No action taken at a meeting is invalid due to: (i) accidental omission to give any notice to any Member; (ii) any Member not receiving any notice; or (iii) any error in any notice that does not affect the context or meaning of the notice.

## **5. GOVERNANCE OF THE ASSOCIATION**

### **5.1. The Board of Directors**

- 5.1.1. The Board shall, subject to the Bylaws, the Societies Act and other governing legislation, have full control and management of the business and affairs of the Association, including but not limited to:
- (a) Promoting Association objectives associated with vision, mission, strategic and business plans and operations;
  - (b) Advocate on behalf of the Association with all levels of government;
  - (c) Establish Bylaws, Board Policies and Procedures;
  - (d) Develop and implement initiatives;
  - (e) Create and/or lead Committees and any subcommittees the Board deems necessary;
  - (f) Formulate and monitor performance against the annual budget;
  - (g) Revise the strategic plan and plan for its fulfillment;
  - (h) Manage the business and finances of the Association with integrity, suitable controls and transparency;
  - (i) Manage, measure, assess and address individual Director performance, ensuring sufficient engagement and contribution to the Association;
  - (j) Protect the interests of the Association;
  - (k) Promote Association activities by visible leadership and participation; and
  - (l) Without limiting the general responsibility of the Board, delegate powers and duties to the Executive, any committee, or a Director.
- 5.1.2. The Board shall consist of not less than 7 nor more than 11 Directors, each of whom at the time of his/her election and throughout his/her term of office shall be a Member of the Association. Subject to the above, the number of Directors to constitute the Board in any year shall be determined by Board resolution prior to the Annual Meeting. The Board may establish a staggered sequence for the terms of Directors such that approximately one third (1/3) of the terms shall expire at the time of each Annual General Meeting.
- 5.1.3. Members shall elect the Directors at the Annual General Meeting. Each Director shall

be elected for a three-year term, subject to the right of the Board to stipulate prior to the Annual General Meeting that a Director's term be for one (1) or two (2) years in order to achieve or amend the staggered sequence of election of Directors. Any director of the Board whose term has expired shall be deemed to be retired at the Annual General Meeting, but shall be eligible for re-election if otherwise qualified. The election of Directors shall be by a show of hands unless a ballot is demanded by the Members in accordance with Section 4.3.10.

## **5.2. Resignation or Expulsion of a Director and Vacancies**

- 5.2.1. A Director ceases to be a Director when he/she ceases to be a Member of the Association. If any member of the Board of Directors shall resign his/her office, or without reasonable excuse absent him/herself from three (3) or more Directors' meetings annually, or be expelled from the Association, the Directors shall declare his/her position as a Director vacated. Directors shall notify the President or Secretary if they are unable to attend a meeting.
- 5.2.2. The Board may expel a Director before the end of his/her term by a seventy-five (75%) percent vote of all Directors for any cause which the Board may deem advisable. A Director who is being considered for expulsion shall be given notice in writing by the Secretary at least one week prior to the Board meeting at which said Director shall have the opportunity to be heard or to submit a statement in writing.
- 5.2.3. Vacancies on the Board, however caused, so long as at least seven (7) Directors remain in office, may be filled by individuals elected by the Directors, if they shall see fit to do so; otherwise, such vacancies shall be filled at the next Annual Meeting, but if there are not at least seven (7) Directors in office, the remaining Directors shall forthwith call a meeting of members to fill the vacancies.

## **5.3. Obligations of a Director**

- 5.3.1. No Board member shall take it upon him/herself to commit the time, resources or finances of the Association, its Board or staff without prior approval of such a commitment at a duly constituted meeting of the Board of Directors.
- 5.3.2. The members of the Board shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his/her position of Director. The activities of the Association are carried on without purpose of gain for its members and profits or other accretions of the Association shall not be used to promote personal objectives. Such action would constitute violation of the Bylaws and jeopardize the status of the Director according to the aforementioned procedure.
- 5.3.3. Directors are obliged to disclose to the Board any actual or potential conflict of interest (financial or otherwise) with respect to any Association matter and to refrain from voting on or otherwise dealing with any matter in which such Director has an actual or potential conflict except with specific approval of the other members of the Board present at any such Board meeting where such vote is being made.

## **5.4. Meetings of the Board**

- 5.4.1. Notice of a Board meeting shall be communicated by electronic means, including email, or otherwise to each Director not less than 48 hours before the meeting is to take place; provided that meetings of the Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have indicated their consent to the Secretary in writing to the meeting being held in their absence. Notice of any meeting or any irregularity therein may be waived by the Director affected.
- 5.4.2. The Board quorum shall be more than one-half (1/2) of all Directors. Should there fail to be a quorum at any duly called meeting, the meeting shall be adjourned to a later date as determined by the Chair.
- 5.4.3. Each Director, including the President, has one (1) vote. The President does not have a second or casting vote in the case of a tie vote. A tie vote means a motion is defeated.
- 5.4.4. The President acts as chair. If the President is not present, the Vice President acts as chair and if both are not present, the remaining Directors appoint a Director as chair.
- 5.4.5. Voting by proxy is not permitted at Board meetings.
- 5.4.6. Meetings of the Board are open to members of the Board, as well as any guests invited by the Board.
- 5.4.7. A resolution in writing signed by all Directors or agreed to electronically shall be valid and effective as if it had been passed at a Board meeting duly called and constituted.

## **5.5. Indemnity**

- 5.5.1. Each Director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Association and his or her heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced, or prosecuted against him/her in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her or any Director(s) in or about the execution of his/her office, and also from and against all other costs, charges and expenses which he/she sustains, incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her willful neglect or default.

## **5.6. Officers**

- 5.6.1. The Officers of the Society shall include a President, a Vice-President, a Secretary, a Treasurer and a Registrar. Officers of the Association shall be appointed from time to time by resolution of the Board of Directors.
- 5.6.2. President: The President shall, when present, preside at all meetings of the Association and shall be an ex-officio member of all committees. The President shall prepare all Board agendas. The President shall be the official spokesman for the Association and the primary signing authority for same. The President shall coordinate the overall functioning of the Board and delegate duties accordingly.
- 5.6.3. Vice-President: The Vice-President shall assume the duties of the President in the

absence of the President or as specifically requested by the President or the Board. He/she carries out other duties as assigned by the Board.

- 5.6.4. Secretary: The Secretary shall attend all meetings of the Association and the Board and keep accurate minutes of the same. He/she shall have charge of the Seal of the Association, which Seal, whenever used, shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the President or Secretary, or, in the case of the death or inability of both to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such Director as may be appointed by the Board. The Secretary shall have charge of all correspondence of the Association and be under the direction of the President and the Board. The Secretary shall cause to be sent or displayed notices of the various meetings as required.
- 5.6.5. Treasurer: The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever bank the Board may order. He/she shall promptly account for the funds of the Association and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested, and shall prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth, of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.
- 5.6.6. Registrar: The Registrar shall cause to be kept a record of all members of the Association, their addresses and their contact information, including email addresses.

## **5.7. Board Committees**

- 5.7.1. The Board shall establish Committees of members and non-members as required to assist and advise the Board with respect to carrying out the objects of the Association. A written description of all Committees, their subcommittees and responsibilities and duties shall be prepared by the Board and updated as required.
- 5.7.2. Each Committee created by the Board shall elect its own Chairperson. The Chair of each Committee must be a Director unless otherwise approved by the Board. The Chairperson shall call Committee meetings as required. Each Committee shall maintain minutes of its meetings and report to the Board as requested.
- 5.7.3. The quorum for a Committee meeting shall be at least one-half (1/2) of the Committee members.
- 5.7.4. Where a Committee has neglected or failed to act, the Board may: (i) act in its place; and (ii) disband the Committee and replace it; or (iii) disband the Committee and not replace it.

## **6. FINANCE AND OTHER MANAGEMENT MATTERS**

### **6.1. Registered Office**

- 6.1.1. The Registered Office of the Association is located in Calgary, Alberta.

### **6.2. Books and Records of the Association**

- 6.2.1. The books, accounts and records of the Association should be audited at least once per fiscal year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous fiscal year shall be submitted by such auditor for presentation at the Annual General Meeting.
- 6.2.2. Subject to any limitations on the disclosure of personal information under applicable law, the books and records of the Association may be inspected by any Member at any time at the Registered Office of the Association on the basis set forth in this Section 6.2.
- 6.2.3. Any Member wishing to inspect the books or records must give reasonable notice and arrange a time reasonably satisfactory to the President or Secretary.
- 6.2.4. All financial records of the Association are open for inspection by Members.
- 6.2.5. Other records of the Association are open for inspection, except for records that the Board designates as confidential.
- 6.2.6. Each Director shall at all times have access to such books and records.

### **6.3. Signing Authority**

- 6.3.1. Non-Gaming Accounts: Two persons with signing authority shall sign all cheques on the monies of the Association with the provision that one member of the Executive Committee must sign each cheque. The following shall have signing authority for the accounts of the Association:
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Registrar;
  - (e) Treasurer; and
  - (f) other persons as the Board may, by resolution approve.Such authority may be limited by the Board to specific accounts. Any cheque payable to a Director or to a person legally related to a Director may not be signed by that Director.
- 6.3.2. Gaming Accounts: All cheques drawn on the Association's Gaming Accounts must be signed by two (2) current members of the Executive.
- 6.3.3. All contracts of the Association must be signed in accordance with any then applicable Contract Execution Policy of the Association from time to time.

### **6.4. Borrowing Power**

- 6.4.1. The Directors may borrow or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit, provided that none of these powers shall be exercised without the sanction of a Special Resolution of the Association.

### **6.5. Seal of the Association**

- 6.5.1. The seal of the Association shall be retained by the Secretary and, whenever officially used, shall be authenticated by the President, or in the President's absence, the Vice

President and the Secretary.

## **6.6. Minute Book**

6.6.1. The Secretary or other member of the Executive Committee directed by the Board, shall maintain and have charge of the minute book of the Association and shall record or cause to be recorded in the minutes of all proceedings all General Meetings and meetings of the Board. The minute book may be maintained electronically.

## **7. DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION**

### **7.1. Disbursing Assets of the Association**

7.1.1. The Association shall not pay any dividends or distribute its property among its Members.

### **7.2. Dissolution of the Association**

7.2.1. In the event the Members determine the Association should be dissolved, the dissolution decision shall be enacted by a Special Resolution at a General Meeting.

7.2.2. Funds held in the Associations' Gaming Account or assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.

7.2.3. Any funds held in accounts other than the Gaming Account and assets not purchased with gaming proceeds, will, after paying off all debts, be distributed to an Alberta registered charitable organization as determined in Section 7.2.4, or failing such a resolution, by the Board.

7.2.4. Members will select the registered charitable organization for distribution of assets or funds by Special Resolution at the General Meeting where it is decided to dissolve the Association.

7.2.5. Association assets shall not be distributed to any Member.

## **8. NOTICES**

### **8.1. Service**

8.1.1. Any notice or document required by the Act, the articles or the by-laws to be sent to any Member or Director of the Association may be delivered personally to, or sent by mail addressed to, or sent by email or electronic mail to the Member or Director at the person's latest address as shown in the records of the Association. Subject to the Act, a notice or document sent by mail as contemplated by this Section 8.1.1 to a Member or Director of the Association shall be deemed to have been received by the Member or Director (as the case may be) at the time it would be delivered in the ordinary course of mail, unless there are reasonable grounds for believing that the Member or Director (as the case may be) did not receive the notice or document at that time or at all. A notice or document required to be sent or delivered as noted above in this Section 8.1.1 or

pursuant to the Act may be sent by electronic means in accordance with the provisions of the Electronic Transactions Act (Alberta) or as otherwise permitted by applicable laws including, without limitation, common law, statutes, rules, regulations, official directives, published guidelines, standards, codes of practice (regardless of whether such guidelines, standards and codes of practice have been promulgated by statute or regulation) and orders of and the terms of all judgments, orders and decrees, whether foreign or domestic, issued by any governmental authority.

- 8.1.2. If the Association sends a notice or document to a Member or Director and the notice or document is returned on two consecutive occasions because the person cannot be found, the Association is not required to send any further notices or documents to the person until such Member or Director informs the Association in writing of the person's address.

As amended by Special Resolution in accordance with the *Societies Act* (Alberta) at the Annual General Meeting of the Members held on the **8<sup>th</sup> of DECEMBER 2022**.

  
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PRESIDENT

  
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VICE PRESIDENT