

Volleyball Alberta Bylaws

ARTICLE I GENERAL

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

- a) *Act* – the *Alberta Societies Act*, as amended from time to time and any legislation that may be substituted therefore.
- b) *Association* – Volleyball Alberta Association (commonly known as Volleyball Alberta).
- c) *Auditor* – an individual, partnership or corporation appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the *Association* for a report to the Members at the Annual General Meeting.
- d) *Board* – the Board of Directors of the *Association*.
- e) *Days* – will mean calendar days which shall include, for greater certainty, weekends and holidays.
- f) *Director* – an individual duly elected or appointed to serve on the Board pursuant to these Bylaws.
- g) *Independent* – in respect of a Director, means that such Director or prospective Director has no fiduciary obligation to any other body for volleyball at the national, provincial, or club level. A Director who would not be considered Independent will become Independent for the purposes of these Bylaws effective upon their resignation from or the termination of the circumstance that gives rise to the non-Independence.
- h) *Officer* – an individual duly appointed to serve as an Officer of the *Association* pursuant to these Bylaws.
- i) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast (>50%) at a meeting of the Board, meeting of a Committee, or a meeting of Members.
- j) *Registrar* – means the *Registrar of Corporations* or a *Deputy Registrar of Corporations* appointed under section 263 of the *Alberta Business Corporations Act*;
- k) *Special Resolution* –
 - i. A resolution passed by not less than three-fourths (3/4) of the votes cast at a meeting of Members for which thirty (30) days' notice has been given, specifying the intention of the resolution; or
 - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than thirty (30) days' notice has been given provided all the Members entitled to attend and vote at the Members meeting so agree; or
 - iii. A resolution consented to in writing by all voting Members who would have been entitled at a Members' meeting to vote on the resolution.

- 1.2 Head Office – The head office of the *Association* will be located at all times within the Province of Alberta as determined by the Board by ordinary resolution. The *Association* may establish other offices or places of business as determined by the Board. Any amendment to the location of the head office will be notified to the Registrar in accordance with the Act.
- 1.3 Corporate Seal – The *Association* will have a corporate seal which will be adopted by resolution of the Board. Custody of the seal is the responsibility of the Chief Executive Officer.
- 1.4 No Gain for Members – The *Association* will be carried on without the purpose of gain for its Members and any profits or other accretions to the *Association* will be used in promoting its objectives.
- 1.5 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 *Association* and applicable laws.
- 1.6 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings will be conducted according to *Roberts Rules of Order* (current edition).
- 1.7 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate.
- 1.8 Headings – The headings used in the Bylaws are inserted for convenience of reference only.

ARTICLE II MEMBERSHIP

- 2.1 Categories – The *Association* has the following category of membership:
 - a) Certified Volleyball Club Member
- 2.2 Qualifications for Membership
 - a) The Members of the *Association* are the Certified Volleyball Clubs further defined in the *Association's* Membership Policy.
- 2.3 Admission of Members –

No candidate Certified Volleyball Club will be admitted as a Member of the *Association* unless:

 - a) The candidate has made an application for membership in a manner prescribed by the *Association*;
 - b) The candidate qualifies for membership as stated in these Bylaws and the *Association's* Membership Policy;
 - c) The candidate, via an authorized representative (if applicable), has agreed to comply with the Bylaws, policies, procedures, rules and regulations of the *Association*; and
 - d) The candidate member has paid dues as prescribed by the Board.
- 2.4 Year – Unless otherwise determined by the Board, the membership year of the *Association* will be September 1st – August 31st.

- 2.5 Duration – Membership is accorded on an annual basis and all Members must re-apply each year.
- 2.6 Member Rights – Members will have the right to vote on the election of Directors, the appointment of the auditor, and any other matter required by the Act or these Bylaws or as directed by the Board.
- 2.7 Dues – Membership and Registrant dues for all Members and registered participants will be determined annually by the Board.
- 2.8 Resignation – A Member may resign from the *Association* by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board.
- 2.9 May Not Resign – A Member may not resign from the *Association* when the Member is subject to disciplinary investigation or action of the *Association*.
- 2.10 Arrears – A Member will be expelled from the *Association* by way of Ordinary Resolution of the Board for failing to pay membership dues or money owed to the *Association* by the deadline dates prescribed by the *Association* or otherwise fails to comply with all other registration policies of the *Association*. Notwithstanding expulsion from the membership, a former member remains liable for any membership dues owing prior to expulsion.
- 2.11 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the *Association* in accordance with the *Association's* policies and procedures relating to discipline of Members.
- 2.12 Removal by Board – A Member may be removed by Ordinary Resolution of the Board at a properly constituted Board Meeting, provided the Member has been given at least five (5) business days' notice of and the opportunity to be present and to be heard at such a meeting.
- 2.13 Termination – Membership 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 these Bylaws; or
 - c) Death or dissolution of the Member (as applicable).
- 2.14 Definition of Good Standing – A Member of the *Association* 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 and certifications, if necessary, as required by the *Association*;
 - d) Has complied with the Bylaws, policies, procedures, rules and regulations of the *Association*;

- e) Is not subject to a disciplinary investigation or action by the *Association*, 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) Had paid all required membership dues, fees, fines, invoices, monies and sanctions.
- 2.15 Privileges – Subject to these Bylaws and other governing documents of the *Association*, Members in good standing may be entitled to the following privileges:
- a) To vote, subject to these Bylaws.
 - b) To attend and participate in the meetings and affairs of the *Association*, subject to these Bylaws;
 - c) Participate in sanctioned competitions/activities, training camps, or clinics of the *Association*; and
 - d) Participate in other events associated with the *Association*.
- 2.16 Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above. For greater certainty, the final determination of whether a Member is in good standing shall be solely in the discretion of the Board, acting reasonably.

ARTICLE III MEETINGS OF MEMBERS

- 3.1 Types of Meetings – Meetings of Members will include an Annual General Meeting and Special General Meetings.
- 3.2 Annual General Meeting – The Annual General Meeting will be held annually in or near the month of December but no later than fifteen (15) months from the last Annual General Meeting.
- 3.3 Special General Meeting – A Special General Meeting of the Members may be called at any time by the Chair and/or Vice-Chair, or by the Board. Notice to all voting Members will be given in accordance with the Act at least 21 days prior to the date of such meeting. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called. The *Association* shall file every “Special Resolution” passed by the *Association* with the Registrar of Companies in accordance with the Act.
- 3.4 Location and Date – The *Association* will hold meetings of Members at such date, time and place as determined by the Board.
- 3.5 Meetings by Electronic Means – A meeting of voting Members may be held by video conference or alternate electronic means that permit each Director to communicate adequately with each other. Any voting Member unable to attend a meeting of members may participate by video conference or other communications technology. Voting members who participate in a meeting by video conference or other communications technology are considered to have attended the meeting.
- 3.6 Notice – Notice of meetings of Members will be posted on the *Association’s* Website at least thirty (30) days prior to the date of the meeting and written notice, including electronic notice via e-mail will be given to all voting Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

- 3.7 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 Bylaws.
- 3.8 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 3.9 Agenda – The agenda for the Annual General Meeting will at least include:
- a) Call to order
 - b) Establishment of Quorum
 - c) Approval of the Agenda
 - d) Declaration of any Conflicts of Interest
 - e) Adoption of Minutes of the previous Annual Meeting
 - f) Board, Committee and Staff Reports
 - g) Report of Auditors
 - h) Appointment of Auditors
 - i) Business as specified in the meeting notice
 - j) Election of new Directors
 - k) Adjournment
- 3.10 New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the *Association* at least ten (10) days prior to the meeting date or upon the sole discretion of the Chair or designate.
- 3.11 Quorum for Member meetings – At any meeting:
- a) A quorum for all Member meetings will be the lesser of (i) 25% , or (ii) 15 of the Members then in good standing.
 - b) If quorum is present at the start of a Meeting but ceases to be present after the Meeting has started, the Meeting may continue at the discretion of the chair of the Meeting as if a quorum continued to be present and all decisions of the Members made at such a Meeting will be as valid as if they were made when quorum was present.
 - c) If quorum is not present at the start of a Meeting, the chair of the Meeting may adjourn the Meeting to a time and place announced at the Meeting. A reasonable effort will be made to notify those Members who were not present of the time and place of the adjourned Meeting, however

the requirements of Section 3.6 will not apply and the time and place for the reconvened Meeting will be at the discretion of the chair of the Meeting. If a quorum is not present at the start of the reconvened Meeting, the Meeting may proceed as if a quorum were then present and all decisions of the Members made at such a Meeting will be as valid as if they were made when a quorum was present.

- 3.12 Closed Meetings – Meetings of Members will be closed to the public, except by invitation of the Board.
- 3.13 Voting at Meetings – Members will have the following voting rights at all meetings of Members: Members have one (1) vote each, to be exercised by the Member's appointed Delegate, defined in Section 3.14.
- 3.14 Delegates – Each Member will appoint, in writing, to the *Association*, seven (7) days prior to the meeting of Members, the name of the Delegate to represent the Member. The delegate must be a registered member of the club. Delegates must be at least 18 years of age, of sound mind, and act as the Member's representative. Delegates have only one vote and may not vote by proxy.
- 3.15 Determination of Votes – Votes will be determined by: (i) a show of hands, (ii) in writing (in the case of elections for Directors), or (iii) orally, unless a secret or recorded ballot is requested by the majority of those Members voting.
- 3.16 Majority of Votes – Except as otherwise provided for in the Act or these Bylaws, the simple majority of votes (>50%) of Members present who vote will decide each issue. Any tied votes are deemed to be defeated.
- 3.17 Proxy Votes – There will be no voting by proxy at meetings of the *Association*.
- 3.18 Attendance – The only persons entitled to attend a meeting of the Members are Delegates, Directors, the auditors of the *Association*, 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 voting Members present.

ARTICLE IV GOVERNANCE

- 4.1 Directors – The Board will consist of nine (9) Directors.
- 4.2 Board Observer – An individual (such as the Past Chair or a Key Volunteer) may be invited to serve as a Board Observer and attend meetings of the Board in a non-voting capacity provided the individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. Board Observers are not Directors and may be asked to leave a meeting (or part of a meeting) of the Board at the discretion of the Board at any time.
- 4.3 Past Chair – The immediate Past Chair of the *Association* (or another Past Chair, at the Board's discretion) may be appointed into the position of Past Chair provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. The Past Chair is a Board Observer and not a Director.

Elected Directors

- 4.4 Eligibility – Any individual who is eighteen (18) years of age or older, who meets one or more of the skills and attributes defined in the following section, who has the power under law to contract, is a Registrant of the *Association* in good standing, have not been declared incapable by a court in Canada or in another country and not have the status of bankrupt may be nominated for election as a Director.

4.5 Skills and Characteristics – Directors will have one or more of the following skills and/or attributes:

Attributes:

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director.
- b) Knowledge about roles and responsibilities of a Director, Board and Staff.
- c) Experience in formulating policy.
- d) Experience in thinking strategically.
- e) Knowledge about the sport of volleyball.
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks.
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report.
- h) Strategic connectivity to key clients.
- i) Ethical and values-based behavior.
- j) Representative of client population (athlete, coach and official).
- k) Other attributes valued by the Board of Directors.

Skills:

- l) Accounting designation (CA, CPA, CMA, CGA).
- m) Legal designation (LLB/JD).
- n) Professional qualifications (MD, PhD, MBA, Sport Science).
- o) Personnel Management (Human Resource Professional designation).
- p) Media/Marketing/Public Relations contacts/experience.
- q) Fundraising and funding source contacts.
- r) Administration/Management experience.
- s) Government relations/contacts.
- t) Organizational development/Strategic Planning experience.
- u) Other skills valued by the Board of Directors.

- 4.6 Senior Staff Restriction – No individual currently serving as an employee of the *Association* may be a Director. No Director may become the Chief Executive Officer or interim Chief Executive Officer of the *Association* during their term as a Director or for twelve months thereafter.
- 4.7 Nominating Committee – The Board may appoint a Nominating Committee which will be comprised of at least three individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in Section 4.5 for the election of the Directors and may nominate additional candidates for the election of Directors.
- 4.8 Diversity – The Nominations Committee will endeavour to solicit nominations from a diverse mix of candidates. There are many dimensions of diversity, including (but are not limited to) gender, gender identity, age, ethnicity, geographic background, physical ability, sexual orientation, and citizenship status.
- 4.9 Nomination – Any nomination of an individual for election as a Director will be submitted as outlined by the Nominations Committee in the Call for Nominations. Nominations will not be accepted from the floor.
- Independency Goal – The Nominations Committee will endeavour to have at least forty percent (40%) of the Directors be Independent. With nine (9) Directors on the Board, the *Association* aims to maintain at least four (4) Directors be Independent.
- 4.10 Incumbents – Directors currently on the Board of Directors that wish to be eligible for re-election are not subject to nomination but must notify the Nominating Committee prior to the close of the Call for Nominations process.
- 4.11 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.
- 4.12 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.
- 4.13 Election – A minimum of three (3) Directors will be elected at each Annual Meeting.
- 4.14 Decision – Elections will be decided in accordance with the following:
- a) One Valid Nomination – Elected Director is declared by Ordinary Resolution.
 - b) Two or More Valid Nominations – Elected Director is the nominee receiving the greatest number of votes. 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 than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by Ordinary Resolution.
- 4.15 Term – Elected Directors will serve terms of three (3) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their

office. If the *Association* does not meet its Independence targets, terms may be reduced to 1-year, at the discretion of the Board, with the goal of seeking an Independent Director to fill the remainder of the term.

- a) Term Maximum – Directors will serve up to a maximum of nine (9) consecutive years except Directors serving at the time of the ratification of these Bylaws who have exceeded the maximum term limit of nine (9) consecutive years will retain their positions for the remainder of the term.

Resignation and Removal of Directors

- 4.16 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 request is approved by the Board.
- 4.17 Vacate Office – The office of any Director will be vacated automatically if:
 - a) The Director is found by a court to be of unsound mind;
 - b) The Director becomes bankrupt;
 - c) The Director being suspended/expelled from the *Association*;
 - d) Upon the Director's death; or
 - e) Upon the Director being absent from three (3) consecutive Board meetings without permission of the Chair.
- 4.18 Removal – A Director may be removed by Special Resolution at a meeting of the Members, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.
- 4.19 Vacancy – Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified member to fill the vacancy with an Ordinary Resolution for the remainder of the unexpired term.

Meetings of the Board

- 4.20 Meetings of the Board may be held at any time and place to be determined by the Board, provided that forty-eight (48) hours' written notice of such Meeting shall be given to each Director. There shall be at least two (2) meetings per year of the Board, one of which shall be held on or around the date of the Annual Meeting. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 4.21 Quorum – At any meeting of the Board of Directors, quorum will consist of fifty percent (50%) of the Directors then holding office.
- 4.22 Voting – Each Director is entitled to one vote unless otherwise stated in these bylaws. Voting will be by a show of hands, orally or electronic ballot, unless most Directors request a secret ballot. Resolutions will be passed by Ordinary Resolution. Any tied resolutions are deemed to be defeated.
- 4.23 No Proxies – Directors will not vote via proxy at meetings of the Board of Directors.

- 4.24 Meetings by Electronic Means – The Directors may meet by video conference or alternate electronic means that permits each Director to communicate adequately with each other provided that:
- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
 - b) Each Director has equal access to the specific means of communications to be used;
 - c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 4.25 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.26 Powers of the Board – Except as otherwise provided in the Act or these Bylaws, the Board has all the powers of the *Association* and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board may:
- a) Implement policies, procedures and rules for managing the affairs of the *Association*;
 - b) Implement policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
 - c) Implement policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
 - d) Make policies and procedures relating to the discipline of Members and Registered Participants;
 - e) Implement policies, procedures and rules relating to the management of disputes within the *Association* and shall have the authority to deal with all disputes accordingly;
 - f) Implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the *Association* and shall have the authority to manage these accordingly;
 - g) Establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee;
 - h) Appoint, engage or employ such persons as it deems necessary to carry out the work of the *Association* and may delegate certain powers, duties and functions to staff; and
 - i) Except as provided in the Act, the Board shall have the authority to interpret any word, term or phrase in these Bylaws that is ambiguous, contradictory or unclear.
- 4.27 Borrowing Powers – For the purpose of carrying out its objects, the *Association* may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but power shall be exercised only under the authority of the *Association*; and in no case shall debentures be issued without the sanction of a special resolution of the *Association*.

- 4.28 Validity of Acts of Directors – No act of the Board or a Director will be nullified if it is discovered after the fact that the Director was improperly appointed or elected.
- 4.29 No Remuneration – Directors will serve as such without remuneration and no Director will directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of their duties.
- 4.30 Conflict of Interest – Any Director who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the *Association* will disclose fully and promptly the nature and extent of such interest to the Board; 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.

ARTICLE V OFFICERS

- 5.1 Composition – The Officers will be comprised of the Chair, Vice-Chair, Secretary, and Treasurer, which offices may be combined at the discretion of the Board.
- 5.2 Term – The term of the Officers will be a minimum of one (1) year, for the balance of the Director's term, or until they or their successors are elected or appointed.
- 5.3 Election – The Officers of the Corporation 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. Such Officers shall take office immediately.
- 5.4 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for Chair. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:
- a) One Valid Nominee for an Office – Officer appointed by acclamation.
 - b) Two or More Valid Nominees for an Office – Appointed Officer 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.
- 5.5 Duties – the duties of Officers are as follows:
- a) The Chair will preside at the Annual General and Special Meetings of the *Association* and at meetings of the Board, will be the official spokesperson of the *Association*, and will perform such other duties as may from time to time be established by the Board.
 - b) The Vice Chair will support and assist the Chair in all duties, will chair a standing committee and will perform such other duties as may from time to time be established by the Board.
 - c) The Secretary will ensure the documentation of all amendments to the *Association's* constitution and Bylaws, will ensure that all official documents and records of the *Association* are properly kept, and will perform such other duties as may from time to time be established by the Board.

- d) The Treasurer will ensure the proper accounting records as required by the Act; when required will provide the Board with an account of financial transactions and the financial position of *Association*; will aid in the preparation of the annual budget.

- 5.6 Removal – An Officer may be removed by Special Resolution of the Board in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

ARTICLE VI OTHER COMMITTEES

- 6.1 Appointment of Other Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the *Association* and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws.
- 6.2 Standing Committees – The *Association* shall establish and maintain at minimum, the following committees: (i) Nominations, Governance and Ethics, and (ii) Audit and Finance.
- 6.3 Reports – At each regular meeting of the Board, each Committee will report its progress since the last meeting and a final report will be tabled for the benefit of the Board and then for presentation by the voting Members.
- 6.4 Quorum – A quorum for any committee will be the majority of its voting Committee members.
- 6.5 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee members term.
- 6.6 Chair Ex-officio – The Chair will be an ex-officio and non-voting member of all Committees of the *Association*.
- 6.7 Committee Chairs – A Director will be appointed Chair of each committee by Ordinary Resolution.
- 6.8 Removal – The Board may remove any member of any Committee by Ordinary Resolution.
- 6.9 Debts – No committee will have the authority to incur debts in the name of the *Association*.
- 6.10 No Remuneration – All Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.
- 6.11 Conflict of Interest – Any 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 *Association* 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.

ARTICLE VII FINANCE AND MANAGEMENT

- 7.1 Fiscal Year – The fiscal year of the *Association* will be September 1st to August 31st, or such other period as the Board may from time to time determine.

- 7.2 Bank – The banking business of the *Association* will be conducted at such financial institution as the Board may designate and all monies received by or on behalf of the *Association* shall be deposited into the accounts of the *Association*.
- 7.3 Auditors – At each Annual General Meeting, the Members will appoint an auditor to audit the books, accounts, and records of the *Association*. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the *Association*. The financial statement shall be filed in accordance with the requirements of the Act.
- 7.4 Books and Records – The necessary books and records of the *Association* required by these Bylaws or by applicable law will be necessarily and properly kept.
- 7.5 Inspection by Director – The books and records of the *Association* may be inspected by any Director at the head office of the *Association* upon giving reasonable notice and arranging a satisfactory time during the *Association's* business hours.
- 7.6 Inspection by Member – The books and records of the *Association*, as described in the Act, may be inspected by any Member of the *Association* at the head office of the *Association* at any time upon giving reasonable notice and arranging a satisfactory time during the *Association's* business hours.
- 7.7 Signing Authority – Signing authority to bind the *Association* will include any two of the Officers (recommended Chair and Treasurer) and/or the Chief Executive Officer. The Board of Directors may authorize other persons to sign on behalf of the *Association* on Ordinary Resolution. Staffing agreements may be signed by the Chief Executive Officer.
- 7.8 Property – The *Association* may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.9 Borrowing – For the purposes of carrying out its objects, the *Association* may borrow or raise or secure the payment of money in such manner as it thinks fit, but in no case shall debentures or charges on real or personal property be issued or made without the sanction of a Special Resolution.

ARTICLE VIII AMENDMENT OF BYLAWS

- 8.1 Voting – These Bylaws may only be amended, revised, repealed, or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise, or repeal these Bylaws. Upon affirmative vote and registration in accordance with the Act, any amendments, revisions, addition, or deletions will be effective immediately.
- 8.2 Notice in Writing – Notice in writing is to be delivered to voting Members twenty-one (21) days or more prior to meeting at which it is to be considered at a General Meeting.

ARTICLE IX NOTICE

- 9.1 Written Notice – In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail courier, e-mail or other similar technologies so used in the future to the address of record of the *Association*, Director, or Member, as the case may be.
- 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 e-mailed, or in writing where the

notice is couriered, or in the case of notice that is provided by mail, five 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 Directors or 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 – In the event of dissolution, the *Association* will comply with the requirements of the Act and all proceeds after payment of all debts and liabilities will be donated to another not-for-profit organization or organizations, which have been voted upon by the Board of Directors.

ARTICLE XI INDEMNIFICATION

- 11.1 Will Indemnify – The *Association* will indemnify and hold harmless out of the funds of the *Association* each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 11.2 Will Not Indemnify – The *Association* will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 11.3 Insurance – The *Association* will, at all times, maintain in force such directors and officers' liability insurance as may be approved by the Board of Directors.

ARTICLE XII ADOPTION OF THESE BYLAWS

- 12.1 Ratification – These Bylaws are ratified by a Special Resolution of the Members of the *Association* present and entitled to vote at a Meeting of Members duly called and held on **January 30, 2025**.
- 12.2 Repeal of Prior Bylaws – In ratifying these Bylaws, the Members of the *Association* repeal all prior Bylaws of the *Association* provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.