

# Club Bylaws

## BY LAWS OF THE SOUTHWEST CHINOOK SOCCER ASSOCIATION

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### South West Chinook Soccer Association

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### **BY-LAWS OF THE “SOUTH WEST CHINOOKS SOCCER ASSOCIATION”**

#### **Article 1: GENERAL**

*1.1 In the By-laws, unless the content otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender as the case may be, and vice-versa.*

#### **Article 2: NAME and OBJECT of SOCIETY**

- 1. The South West Chinooks Soccer Association will hereinafter be called the “Society”.*
- 2. The mission of the Society is to prepare players for life by giving them the opportunity to participate in a high performance, team oriented, development focused, professionally run soccer Club. The Chinooks Club will build, create and foster a vibrant community of members dedicated to a lifelong passion for the game of soccer. The Society will be the organization that will provide instruction, training and other resources to support the attainment of the Society’s objective and mission.*

#### **Article 3: MEMBERSHIPS**

##### **Section 1: Classes.**

*3.1.1 There shall be three (3) classes of membership in the Society, namely playing family member, associate member and life member.*

*3.1.2 A playing family member is a family having one or more individuals playing for a soccer team of the Society.*

3.1.3 A playing family member, if in good standing, shall be entitled to one (1) vote at all meetings of the Society. The vote may be used only by one member of the family that is over 18 years of age. Voting by Proxy is not permitted.

3.1.4 An associate member is a coach or manager of any soccer team of the Society, as well as any person demonstrating an interest in the Society who is asked by the Board of Directors to join and who accepts membership in the Society.

3.1.5 An associate member, if in good standing, shall be entitled to one (1) vote at all meetings of the Society.

3.1.6 A life member is an individual who has made a significant contribution to Society. A life member shall be nominated by a two-thirds majority of the Board of Directors and confirmed by a simple majority at the next Annual meeting of the membership. A life member will not be required to pay membership dues but will comply with all other requirements of a member. A life member shall be entitled to one (1) vote at all meetings of the Society.

## **Section 2: Membership Requirements**

3.2.1 A member shall be in good standing by ensuring they are not in arrears with annual dues requirements or registration fees. The Board of Directors shall set the annual dues payable by a family member and an associate member. The Board of Directors at its discretion may grant relief from dues requirements.

3.2.2 A member must conduct themselves in accordance with the Code of Conduct of the Alberta Soccer Association (which is attached to these By-Laws as Appendix A) as well as the Harassment in Sport Guidelines of the Alberta Soccer Association (which are attached to these By-Laws as Appendix B). A member may not engage in any activity that may discredit the Society. If a member engages in such activity the Board of Directors, by majority vote, may revoke the individual's membership and remove the individual from the Register of Members. In the case where an individual whose membership has been revoked seeks readmission to the membership such members may be re-admitted to membership at the discretion of the Directors upon such evidence as the Directors may consider being satisfactory.

## **Section 3: Membership Privileges**

3.3.1 A member, if in good standing, shall be entitled to vote at all meetings of the Society.

3.3.2 A member, if in good standing, shall be entitled to participate in all activities of the Society.

3.3.3 A member may at any time withdraw from the Society without prejudice as long as any indebtedness to the Society has first been removed.

3.3.4 A membership shall be valid for the twelve (12) month period following the placing the member's name on the Register of Members.

3.3.5 Memberships are not transferable.

3.3.6 A member who pays registration fees remains a member for 12 months from the date that the fees are paid.

3.3.7 At the discretion of the Board of Directors, an individual's membership can be extended for an additional time interval not exceeding six (6) months.

3.3.8 A member may have only one vote.

## **Article 4: MEETINGS**

### **Section 1: Annual Meeting.**

4.1.1 The Annual Meeting of the Society shall be held in Calgary on such date during the last quarter of each calendar year as the Board of Directors by resolution determines.

4.1.2 At the Annual Meeting the order of business shall be as follows:

- Call to Order
- Call for Additional Agenda Items
- Minutes of the Prior Annual Meeting
- Business Arising from the Minutes of the Prior Annual Meeting
- Correspondence
- Reports:
  - President
  - VP Operations
  - VP Administration
  - Treasurer
  - Registrar
- Other Business
- Election of Directors
- Adjournment

4.1.3 Prior to the Annual Meeting of the Society the Board of Directors shall meet to review all reports that will be provided at the Annual General Meeting. At each annual general meeting the Treasurer will be responsible for ensuring that interim financial statements for the current fiscal year and financial review statements for the last complete fiscal year are available. The annual meeting will not be conducted unless financial review information is available.

### **Section 2: General or Special Membership Meetings**

4.2.1 Other meetings of the members, whether general or special, may be convened by the order of the Board of Directors for any time and at any place.

### **Section 3: Notice**

4.3.1 Notice of the time and place of all (Annual Meeting or General or Special Membership Meetings) meetings and the general nature of the business to be transacted shall be communicated to each member by pre-paid post deposited in a post office or letter box, or by a newspaper advertisement, or by telephone calls, or electronic mail, at least ten (10) days before the time fixed for the holding of such meeting.

#### **Section 4: Procedural Rules**

4.4.1 *A quorum for the transaction of business at any meeting of members shall consist of not less than five (5) members in good standing present in person.*

4.4.2 *At all meetings, Robert's Rules of Order shall govern the conduct of the meetings*

4.4.3 *Each member in good standing in the Society shall be entitled to vote at a meeting of members.*

4.4.4 *All votes, except for the election of the Board of Directors, shall be by a show of hands*

4.4.5 *A motion, with the exception of a special resolution, will be passed by a simple majority. In case of a tie, the motion is defeated.*

4.4.6 *Passage of a special resolution shall mean a resolution passed by a majority of not less than two-thirds of members in good standing as are present in person at a meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.*

#### **Article 5: BOARD OF DIRECTORS**

##### **Section 1: General**

5.1.1 *The affairs of the Society shall be managed by the Board of Directors and the Board may exercise all such powers of the Society and do, on behalf of the Society, all such acts as are contemplated within these by-laws.*

5.1.2 *The Board of Directors shall consist of not more than fifteen (15) members but no less than five (5) members. If less than six (6) directors are elected at the Annual General Meeting, or for a reason a vacancy on the Board of Director occurs, any such vacancy may be filled by appointment by the Board of Directors.*

5.1.3 *Each director shall be elected to hold office for the next current year, or until he resigns, or unless he has been dismissed from the board.*

5.1.4 *If a quorum of directors no longer exists, then the remaining directors shall forthwith call a General Meeting of members to elect a new Board of Directors.*

##### **Section 2: General Powers**

5.2.1 *The governing power of the Society shall be vested in the Board of Directors, the members of which shall possess all the powers and responsibilities conferred upon Directors by law.*

##### **Section 3: Specific Powers**

5.3.1 The Board of Directors shall have the specific power to:

- Establish policy to carry out the objectives/mission of the Society.

- Levy such assessments and set compensation rates as may be necessary to promote and conduct the purposes of the Society.
  - Exercise for the Society all powers, duties and authority vested in or delegated to the Society.
- Ratify appointments made by the President of additional officers, directors, and agents for the Society.*

#### **Section 4: Specific Duties**

*5.4.1 It shall be the specific duty of the Board of Directors to:*

- Cause to be kept a complete record of all its acts and affairs and to present a statement thereof at the annual meeting of the Society.
- Supervise all officers, agents and employees of the Society, and to see that their duties are properly performed.
- Cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate.
- File such annual reports as may be required.

#### **Section 5: Removal**

*5.5.1 Any Director may be removed by the Board of Directors whenever, in its sole judgement, the best interests of the Society will be served thereby or the director who is absent from three (3) consecutive board meetings without prior permission from the Board of Directors or the receipt of a petition, signed by thirty members in good standing, requesting the dismissal of that director to the Board of Directors.*

*5.5.2 A Director subject to removal and all other members of the Board of Directors must be notified in writing by the VP Administration at least seven (7) days prior to a meeting at which a proposed removal will be considered.*

*5.5.3 A two-thirds (2/3) vote of the Board of Directors present and voting shall be necessary to remove a director.*

#### **Section 6: Compensation**

*5.6.1 Directors, as such, shall not receive any compensation for being a Director of the Society. Like any member, a Director may receive an honorarium for additional services that are provided to the Society. However, any Director may be reimbursed for actual expenses incurred in the performance of their duties.*

*5.6.2 Honoraria, as such, that may be paid from time to time to members of the Society may be reviewed from time to time by the Board.*

#### **Section 7: Quorum**

*5.7.1 A quorum for the transaction of business at any meeting of the Board of Directors shall consist of not less than one-half of the board plus one.*

#### **Section 8: Manner of Acting**

*5.8.1 Each member of the Board of Directors shall have one vote at any regular or special meeting of the Board of Directors. Except as otherwise provided by law, or by these By-Laws, the action of a*

*majority vote of the Directors present at a meeting in person, shall be the act of the Board of Directors.*

### **Section 9: Officers of the Board of Directors**

*5.9.1 The President of the Society shall serve as the Chairman of the Board of Directors. The Secretary of the Society shall serve as Secretary of the Board of Directors.*

### **Section 10: Meeting of the Board of Directors**

*5.10.1 At all meetings, Robert's Rules of Order shall govern the conduct of the meetings*

*5.10.2 The Board of Directors may hold its meetings at such place or places within the Province of Alberta as it may from time to time determine, provided that no more than two (2) months shall elapse between meetings.*

*5.10.3 The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent.*

*5.10.4 In default of the previous statement, notice of meetings shall be delivered, telephoned or sent by electronic mail to each director not less than two (2) days before the meeting is to take place, or shall be mailed to each director not less than five (5) days before the meeting is to take place.*

*5.10.5 The statement of the Secretary or Presidents that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.*

*5.10.6 No formal notice of any such meeting shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence.*

*5.10.7 Directors meetings may be formally called by the President, the Vice-President or the Past-President, or by the Secretary on direction of the President or Vice-President or Past-President, or by the Secretary by a request in writing from two (2) directors.*

*5.10.8 A directors meeting shall be held without notice, immediately following the Annual Meeting of the Society of a General Meeting called for the election of directors.*

*5.10.9 The directors may consider or transact any business, either special or general at any meeting of the Board of Directors.*

*5.10.10 Motions arising at any meeting of directors shall be passed by a majority of votes as indicated by a show of hands. In case of an equality of votes the motion shall be defeated.*

### **Section 11: Conflict of Interest**

5.11.1 A Member shall not benefit directly or indirectly from any transaction with the Society, unless it is to the clear advantage of the Society as determined by a majority of the Board of Directors.

5.11.2 A Director shall declare a conflict of interest and abstain from voting on any discussion matter relating specifically to his/her involvement with another soccer organization, private business interest or outside not-for-profit or charitable organization;

5.11.3 Any Director who, by personal or business conduct violates any part of this section may be suspended from the Board of Directors by a two-third (2/3) majority vote of the Board concerned after an investigation has been made at which the Director concerned has been given a proper hearing with a full opportunity to explain his/her action. When such a hearing is being initiated, notice of such hearing shall be given to all concerned, in writing, not less than seven (7) days before such hearing. Such suspension will remain in effect until ratified by the membership of the Society concerned at its next General Meeting.

## **Article 6: ELECTION OF THE BOARD OF DIRECTORS**

### **Section 1: General**

6.1 The Board of Directors shall be elected during each Annual Meeting. Election of the Board of Directors shall be by secret ballot unless the number of nominees is equal to or less than the number of positions when the election of Directors shall be declared unanimous.

6.2 A nomination list of consenting people, prepared by a nominating committee shall be presented to the members for consideration to fill the positions of the Board of Directors.

6.3 Additional nominees if present and duly nominated and seconded can be nominated from the floor and added to the list of candidates if agreed to by the nominee.

6.4 All nominees will be allowed to vote on the election of the directors.

6.5 If the list of nominees is less than or equal to the maximum number of directors to be elected, the list of nominees will be declared elected by acclamation.

6.6 If the list of nominees is greater than the number of directors to be elected, each voter shall select from the list of nominees a list of names equal to the number of directors to be elected, and write these names on a ballot.

6.7 The ballots shall be tabulated by a committee named by the President of the Society.

6.8 The nominee receiving the largest number of votes shall be the first director elected, the nominee receiving the next largest number of votes shall be the second director elected, and so on until all positions have been filled.

6.9 Each director at the time of his election shall be deemed to be a member of the Society for the next current year.

6.10 Immediately following the Annual Meeting to elect directors, the new Board of Directors shall set a date following not exceeding fourteen (14) days for a meeting of directors to elect officers.

6.11 The President of the retiring Board of Directors may, if he desires, accept the position of Past-President on the new Board of Directors for a term not exceeding one (1) year.

## **Article 7: OFFICERS OF THE SOCIETY**

### **Section 1: Officers**

7.1.1 The officers of the Society shall be: a President, a Past-President, a Vice-President Administration, a Vice-President Operations, a Treasurer, and a Secretary and other such officers as the Board of Directors may determine from time to time.

### **Section 2: Election**

7.2.1 The officers will be elected generally at the first meeting of the Board of Directors but no later than the second meeting of the Board of Directors.

### **Section 3: Term**

7.3.1 The President, Vice-Presidents and the Treasurer shall serve a term of one year following their election or serve until their successors are elected and qualified. A member may serve in the position of President, Vice-Presidents and Treasurer same for only three (3) consecutive terms before stepping down from that Officer role. For further clarity a member may serve an unlimited number of terms as an Officer provided they comply with all by-laws.

7.3.2 All officers other than those referred to in section 7.3.1 shall serve a term on one year following their election or serve until their successors are elected and qualified. A member may serve as an officer in an officer position other than those indicated in section 7.3.1 for an unlimited number of terms.

### **Section 4: Vacancies**

7.4.1 A vacancy in any office, arising because of death, resignation, removal or otherwise shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors, although the remaining Directors may be less than a quorum.

### **Section 5: Removal**

7.5.1 Any officer may be removed by the Board of Directors whenever, in its sole judgment, the best interest of the Society will be served thereby.

7.5.2 An Officer subject to removal and all other members of the Board of Directors must be notified in writing by the VP Administration at least seven (7) days prior to a meeting at which a proposed removal will be considered. A two-thirds (2/3) vote of the Board of Directors present and voting shall be necessary to remove an officer. Voting shall be conducted by secret ballot and the President shall be the scrutinizer of the votes.



## **Section 6: Resignation**

7.6.2 Any officer may resign at any time by giving written notice to the President or the Secretary. Such resignation will take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **Section 7: Duties**

7.7.1 The OFFICERS of the SOCIETY shall perform the duties hereinafter mentioned, notwithstanding any other duties, which may or may not be contained in the SOCIETY By-Laws.

7.7.2 The President shall, when present, preside at all meetings of members of the Society and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Society. The President with the Secretary or other officer appointed by the Board of Directors for the purpose shall sign all resolution and any membership certificates. The President will be an ex-officio member of all committees of the Board of Directors.

7.7.3 The Vice President(s) in their order, shall perform the duties of the President in the event of his absence or resignation, in addition to other duties and appointments, and if they or any such director that the Board of Directors may from time to time appoint for that purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

7.7.4 The Treasurer with the permission of the President can ask another director to act as Treasurer in his absence. The Treasurer or his substitute shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of accounts. The Treasurer shall deposit all monies and or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Society under the direction of the board of Directors, taking proper vouchers therefore and render to the board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Society. The Treasurer shall perform such other duties as may from time to time be determined by the Board of Directors.

7.7.5 The Secretary with the permission of the President can ask another director to act as Secretary in his absence. The Secretary or his substitute shall attend all meetings of the directors and members, and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices that are required to be given to members and to directors. The Secretary shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he shall deliver up only when authorized by a resolution of the Board of Directors to do so, and to only such person or persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

7.7.6 The Treasurer shall be responsible for providing oversight on all financial matters of the Society. The Treasurer shall direct the preparation of an annual budget and other financial analysis as required. The Treasurer shall ensure that the Club-appointed bookkeeper executes their duties in a timely and accurate manner. The Treasurer shall perform other duties as may from time to time be determined by the Board of Directors.

## **Section 8: Restrictions**

*7.8.1 A Board member may serve in an Officer role immediately after having been elected as a member of the Board, with the exception that 3 of 5 members in an Officer role must have served at least one term as a Board member.*

## **Article 8: EXECUTIVE COMMITTEE**

### **Section 1: General**

*8.1.1 There shall be a President, a Past-President if applicable, a Vice-President Administration, a Vice-President Operations, the Treasurer and Secretary and other such officers as the Board of Directors may determine from time to time.*

*8.1.2 One person may hold more than one office except the offices of President and Vice-President.*

*8.1.3 Non-elected officers appointed by the Board of Directors may attend meetings of the Board of Directors but they are not entitled to vote on motions before the board.*

## **Article 9: COMMITTEES**

### **Section 1: Appointment**

*9.1.1 The President shall appoint and the Board of Directors shall confirm the appointments to and chairmen of such standing, ad hoc, and special committees as are deemed necessary to advance the work of the Society.*

### **Section 2: Standing Committees**

9.2.1 The Standing Committees shall include:

*a. Community Liaison*

*This committee shall be responsible for communicating and working with community soccer associations. This could include marketing and technical development. This committee will be formed annually at the first regular meeting of the Board of Directors. The committee shall be comprised of a minimum of two Directors and will report to the Board of Directors.*

*b. Nominations*

*This committee shall be responsible for soliciting individuals to join the Board of Directors. The objective of the committee will be to present a slate of directors for election at the upcoming Annual meeting. The committee will be formed no later than at the meeting of the Board of Directors that is held annually. This committee shall report to the President and will provide a final report no later than 30 days prior to the last regular meeting of the current Board of Directors. The committee shall be comprised of a minimum of two Directors.*

*c. Finance and Budgets*

*This committee shall be responsible for coordinating financial planning and analysis, and budgeting and providing oversight of the Treasurer. This committee will be formed annually at the first regular meeting of the Board of Directors. One member of the Committee will be from the Executive Committee and one member of the Committee will be from the Directors at Large. The committee will report to each regular monthly meeting of the Directors, on matters not addressed by the Treasurer.*

### **Section 3: Ad Hoc and Special Committees**

*9.3.1 Ad Hoc and/or Special Committees may be formed, from time to time at the discretion of the Board of Directors or the President to perform such functions as assigned.*

## **Article 10: FINANCE AND FISCAL YEAR**

### **Section 1: Fees**

*10.1.1 The Board of Directors may assess and collect fees and levies, as it deems necessary to support the operation of the Society. The Board will oversee the financial matters of the Society in a prudent and responsible manner.*

### **Section 2: Funds**

*10.2.2 The funds of the Society shall be deposited in such banks, trust companies or credit unions as the Board of Directors shall designate, and shall be withdrawn upon the cheque or order signed by the Treasurer and the President of Society.*

### **Section 3: Borrowing**

*10.3.1 For the purpose of carrying out the objectives of the Society, the Board of Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular by the issue of debentures, provided the debentures shall not be issued without the sanction of a special resolution of the Society.*

### **Section 4: Fiscal Year**

*10.4.1 The fiscal year of the Society shall begin on the first day of October and end on the last day of September.*

### **Section 5: Books and Records**

*10.5.1 The books and records shall at all times be subject to inspection by any active member of the Society during reasonable business hours, in accordance with by-law*

### **Section 6: Financial Statements**

*10.6.1 Financial statements, which at a minimum shall consist of an income statement and balance sheet for the past month and the fiscal year to date, showing the financial condition of the Society shall be prepared for regular monthly meetings of the Board of Directors.*

*10.6.2 The Board of Directors shall cause to be prepared, no later than thirty days after the conclusion of the fiscal year a statement of physical and financial condition of the Society for the concluding fiscal year, and a consolidated balance sheet showing the assets and liabilities of the Society.*

10.6.3 A financial review statement, signed by the designated officers shall be presented to the members at the Annual Meeting and a copy to be attached to the Annual Return for filing at the Alberta Corporate Registry.

### **Section 7: Auditors**

10.7.1 Accounts of the Society shall be reviewed annually by two (2) officers of the Society selected by the Board of Directors.

10.7.2 The Board of Directors will appoint annually two members at large to review the accounts for the past fiscal year or for such period of time as the Board of Directors determine.

10.7.3 For the purposes of financial review, the accounts of the Society for the current year shall be closed at the end of the fiscal year, or at least thirty (30) days before the Annual Meeting.

### **Section 8: Authority to Execute**

10.8.1 No obligation on the part of the Society shall be entered upon without the prior approval of the Board of the Directors, except as to day to day expenditures previously authorized through budget resolution and matters involving amounts less than \$ 250. All cheques and negotiable instruments signed or executed on behalf of the Society shall be signed and executed by any two of the President, the Treasurer, the VP Administration or the VP Operations.

## **Article 11: BY-LAW AMENDMENTS**

### **Section 1: General**

11.1.1 The By-Laws of the Society shall not be altered nor added to except by a special resolution of the Society.

11.1.2 Copies of By-Law changes that are passed shall be dated, verified by and officer authorized by the Society, and forwarded to the Registrar of Societies.

11.1.3 Passage of a special resolution shall mean a resolution passed by a majority of not less than two-thirds of members in good standing as are present in person at a meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

## **Article 12: OTHER REGULATIONS**

### **Section 1: General**

12.1.1 The Board of Directors shall, with proper notice, make available for inspection the accounts and books of the Society. Only members of the Society will be entitled to make such a request.

12.1.2 The Secretary or some other officer specially charged by the Board of Directors with that duty shall maintain and have charge of the minute books of the Society, and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and directors.

12.1.3 The books of account shall be kept at such place in Alberta as the Board of Directors think fit, and shall at all time be open to the inspection by the Board.

## **ARTICLE 13: INDEMNIFICATION**

### **Section 1: Who May Be Indemnified**

*13.1.1 The Society shall indemnify each director, officer, or agent against liabilities (including judgments and fines and reasonable attorney's fees, cost, and expenses) incurred by him in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (any of which is hereinafter referred to as a "proceeding"), to which he may be made a party by reason of his being or having been a director, officer, or agent of the Society, except in relation to any proceeding in which he has been adjudged liable because of wilful misconduct, bad faith, or gross negligence involved in the conduct of his office, or in relation to any criminal proceeding in which he had reasonable cause to believe his conduct was unlawful (any of which behaviour is hereinafter referred to as "misfeasance"), provided, however, that even if he is guilty of misfeasance he shall be entitled to such indemnification as shall be finally ordered by a court.*

### **Section 2: Misfeasance**

*13.2.1 In the event of the disposition of any proceeding in which no determination or misfeasance has been made, such indemnity shall be conditioned upon a prior determination that the director, officer, or agent acted in good faith and without misfeasance, and that such payments or obligations are reasonable. Such determination shall be made by:*

*A. the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding, or*

*B. independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a majority of disinterested directors so directs.*

*Directors eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any director, officer, or agent. If the determination is to be made by the Board of Directors, it shall rely, as to all questions of law, on the advice of independent counsel.*

### **Section 3: Application**

*13.3.1 Expenses incurred in defending any proceeding may be paid by the Society in advance of the final disposition of such proceeding, if authorized in the manner set forth in the preceding section, upon receipt or an undertaking by or on behalf of the director, officer, or agent to repay such amount unless it shall ultimately be determined that he is entitled to indemnification. Every reference herein to director, officer, or agent shall include every director, officer, or agent or former director, officer, or agent of the Association and, in all such cases, the heirs, executors, and administrators of such officer, director, or agent. The right of indemnification hereby provided shall not be exclusive of any other right to which any director, officer, or agent may be entitled.*

## **Article 14: DISSOLUTION OF THE SOCIETY**

### **Section 1: General**

*14.1.1 Dissolution of the Society can only be proposed by a special resolution*

*14.1.2 If the resolution is passed by the members, then all capital assets of the Society will be evaluated as to their monetary value, this amount will be added to the liquid assets of the Society,*

*then the total assets of the Society will be dispersed as decreed in the statement of the special resolution.*

*14.1.3 Duplicate copies of Article of Dissolution will be filed with the Department of Consumer and Corporate Affairs if the members pass the special resolution.*

#### **Article 15: PRIOR BY-LAWS**

##### **Section 1: General**

*15.1.1 These By-Laws shall supersede and replace in their entirety the By-Laws of the Society as contained in the application of the Society filed previously with the Registrar of Companies for the Province of Alberta.*

#### **Article 16: LAWS OF THE GAME**

##### **Section 1: General**

*16.1.1 The Association shall support and maintain the principles of the Laws of the Game as established by the Federation Internationale de Football Association (FIFA), the Alberta Soccer Association and the Calgary Minor Soccer Association. Changes shall come into effect in the playing season immediately following their adoption.*

