



Medicine Hat Soccer Association

Bylaws

ARTICLE 1 PREAMBLE

- 1.1 The name of the organization is the **Medicine Hat Soccer Association**, which may also be referred to as **MHSA** or the **Association**.

The following articles set forth the **Bylaws** of the **MHSA**.

ARTICLE 2 **DEFINING AND INTERPRETING THE BYLAWS**

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 **ACT**: means the Societies ACT R.S.A. 1980, Chapter S-18 as Amended, or any statute substituted for it.
- 2.1.2 **Alberta Soccer Association (ASA)**: means the provincial governing body for the sport of soccer known as the Alberta Soccer Association.
- 2.1.3 **Annual General Meeting (AGM)**: means the Annual General Meeting described in Article 5 of these Bylaws.
- 2.1.4 **Association**: means the Medicine Hat Soccer Association, or the MHSA.
- 2.1.5 **Board**: means the Board of Directors of this Association.
- 2.1.6 **Bylaws**: means the Bylaws of the MHSA and any Amendments registered in accordance with the Societies Act.
- 2.1.7 **Canadian Soccer Association (CSA)**: means the governing body of soccer for all of Canada.
- 2.1.8 **Confederation of North, Central American and Caribbean Association Football (CONCACAF)**: means the governing body of soccer for all members of North America, Central American and Caribbean Soccer Associations.
- 2.1.9 **Director**: means any person elected or appointed to the Board. This includes the President and Past President.
- 2.1.10 **District of Medicine Hat**: means the geographical boundaries of the City of Medicine Hat as defined by the ASA.
- 2.1.11 **Executive Committee**: means a committee comprised of the President, Past-President, Treasurer, Secretary and Vice President.
- 2.1.12 **Federation Internationale de Football Association (FIFA)**: means the governing body for soccer throughout the world.
- 2.1.13 **General Meeting**: means the Annual General Meeting and any Special General Meetings.
- 2.1.14 **Member**: means any member of the MHSA as described in Article 4 of these Bylaws.

- 2.1.15 **Officer:** means any officer of the MHSA as described in Article 6.
- 2.1.16 **Ordinary Resolution:** means any decision passed by a majority of the votes cast by the members who voted in respect to the decision.
- 2.1.17 **Policy Governing Board:** is a board that governs the association by making policy. The policy determines the long-term direction of the organization. The board hires or contracts a Director of Operations to implement the board's policies and to manage the day to day business of the organization.
- 2.1.18 **Registered Office:** means the official registered address for the Association in the City of Medicine Hat.
- 2.1.19 **Register of Members:** means the register maintained by the Board containing the names of the members of the Association.
- 2.1.20 **Season:** means the period of time between October 1st to March 31st for the Indoor Season and April 1st to Sept 30th for the Outdoor Season.
- 2.1.21 **Special General Meeting (SGM):** means the special general meeting described in Article 5 of these Bylaws.
- 2.1.22 **Special Resolution:** means a resolution passed at a General Meeting of the membership of the MHSA. There must be approval by a vote of 75% of the voting members who vote in person.
- 2.1.23 **Staff:** means any individual hired or contracted by the Association to meet its' objectives.
- 2.1.24 **Voting Member:** means a Member entitled to vote at the meetings of the MHSA as described in Article 4 of these Bylaws.

2.2 **Interpretations**

The following rules of interpretation must be applied in the interpreting of these Bylaws.

- 2.2.1 **Singular and Plural:** words indicating the singular number also include the plural and vice – versa.
- 2.2.2 **Corporation:** words indicating persons also include corporations.
- 2.2.3 **Headings:** are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.
- 2.2.4 **Masculine and Feminine:** the masculine gender shall include the feminine and vice-versa.

ARTICLE 3 AFFILIATIONS

3.1 The MHSA is affiliated to the following organizations in the following manner.

3.1.1 The MHSA is affiliated directly with the ASA and is governed by their Bylaws and Rules and Regulations.

3.1.2 The ASA is affiliated directly with the CSA and is governed by their Bylaws and Rules & Regulations.

3.1.3 The CSA is affiliated directly with the CONCACAF and is governed by their Bylaws and Rules and Regulations.

3.1.4 The CONCACAF is affiliated directly with the FIFA and is governed by their Bylaws and Rules and Regulations.

ARTICLE 4 MEMBERSHIP

4.1 Classification of Members

There are four categories of members:

- a) Full Members
- b) Associate Members
- c) Life Members
- d) Honorary Members

4.1.1 Full Members

To become a full member, an individual must:

- a) Pay the seasonal membership fees during the current calendar year.
- b) Be 18 years of age or older if registered with the Association as a player.
- c) Be a parent or guardian of a registered player under the age of 18. A family is entitled to one (1) membership.

4.1.2 Associate Members

To become an Associate member, an individual must be a volunteer in any of the following capacities:

- a) Board Member
- b) Committee Member
- c) Registered Coach
- d) Registered Manager
- e) Registered Coordinator

Associate Members are not required to have any children registered with the Association.

4.1.3 Life Members

To become a life member, an individual must:

- a) have been a Full Member and Associate Member for at least fifteen (15) calendar years, or
- b) have been an Associate Member for at least fifteen (15) calendar years, and
- c) apply to, or be nominated to, become a Life Member.

4.1.4 Honorary Member

An individual may become an Honorary Member if the Voting Members at a General Meeting pass a resolution recognizing the outstanding contribution of the individual to the Association or its objectives.

4.2 Admission of Members

Any individual may become a member in the appropriate category by meeting the requirements in ARTICLE 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership Fees

4.3.1 Membership Year – Outdoor

The Membership year for Outdoor Soccer is April 1st to September 30th.

4.3.2 Membership Year – Indoor

The Membership year for Indoor Soccer is October 1st to March 31st.

4.3.3 Setting Membership Fees

The Board decides the seasonal membership fee for each category of Member.

4.3.4 Payment Date for Fees

The membership fees are due no later than the posted Registration Deadline for both the Outdoor and Indoor Seasons.

4.3.5 Extraordinary Circumstances

No one under the age of 18 shall be denied membership because of an inability to pay the registration fees. The Board shall determine the appropriate way to come to this determination.

4.4 Rights and Privileges of Members

4.4.1 Any member in good standing is entitled to:

- a) Receive notice of meetings of the Association
- b) Attend any meeting of the Association provided a written request is submitted seven (7) days prior to the meeting.
- c) Speak at any meeting of the Association, and,
- d) Exercise the rights and privileges given to Members in these By-Laws.

4.4.2 Voting Members

The only members who can vote at a meeting of the Association are:

- a) Full Members and Associate Members in good standing who are at least 18 years of age; and
- b) Life Members in good standing.

4.4.3 Member in Good Standing

A member will be considered as being in “good standing” provided that:

- a) The member has paid the registration fee and/or other required fees to the MHSA.
- b) The Member is not suspended as a Member as provided for under ARTICLE 4.5.

4.5 **Suspension of Membership**

4.5.1 Decision to suspend

The Board on the recommendation of a Discipline Committee formed to consider written allegations against a Member, at a Special General Meeting called for that purpose, may suspend a Member's membership for not more than one (1) year, for one of the following reasons:

- a) if the Member has failed to abide by the Bylaws,
- b) if the Member has been disloyal to the Association,
- c) if the Member has disrupted meetings or functions of the Association, or
- d) if the Member's action or lack of action is judged to be harmful to the Association.

4.5.2 Notice to the Member

4.5.2.1 The affected Member shall receive written notice at least ten (10) business days before the Special Meeting (Discipline Hearing).

4.5.2.2 The notice will be sent by registered mail or courier to the last known address of the Member shown in the records of the MHSA. The notice may also be delivered by an Officer of the Board.

4.5.2.3 The notice will state the reasons why the suspension is being considered.

4.5.3 Decision of the Board

4.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

4.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.5.3.4 The decision of the Board is final.

4.6 Termination of Membership

4.6.1 Resignation

4.6.1.1 Any Member may resign from the Association by sending or delivering a written notice to the President or designate of the Association.

4.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased to be a Member on the date his name is removed from the Register of Members.

4.6.2 Death

The membership of a Member is ended upon his death.

4.6.3 Deemed Withdrawal

If a Member has not paid the seasonal membership fees within three (3) months following the date fees or other financial obligations are due, the Member is considered to have submitted his resignation.

4.6.4 Expulsion

4.6.4.1 The MHSA may, by Special Resolution at a Special General Meeting called for such a purpose, expel any member for any cause which is deemed sufficient in the interests of the MHSA.

4.6.4.2 The decision is final.

4.6.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a member on the date his name is removed from the Register of Members.

4.7 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies or is expelled from the Association.

4.8 Continued Liability of Debts Due

Although a member ceases to be a Member, by death, resignation, or otherwise, he is liable for any debts owing the Association at the date of ceasing to be a member.

4.9 Limitation of the Liability of Member

No Member is, in his individual capacity, liable for any debt or liability of the Association.

ARTICLE 5 MEETINGS OF THE ASSOCIATION

5.1 The Annual General Meeting (AGM)

- 5.1.1 The annual general meeting of the Association shall be held within the Province of Alberta in the City of Medicine Hat, no earlier than September 1st and no later than November 30th at a time and place fixed by the Board of Directors.
- 5.1.2 Notice of the time and place of the AGM shall be communicated no later than 21 days before the holding of the AGM. The notice will be placed in local media and on the Association's website. The notice states the place, date, and time of the AGM and any business requiring a Special Resolution.
- 5.1.3 Agenda for the Meeting
The order of business at the AGM will be as follows:
- (a) Adoption of the Agenda
 - (b) Adopting the minutes of the last AGM
 - (c) Considering business arising out of the minutes
 - (d) Considering the Directors' Reports
 - (e) Considering the Auditors Report
 - (f) Appointment of the Auditor for the next financial audit
 - (g) Staff Reports
 - (h) Goals and Workplans
 - (i) Amendments to the Bylaws
 - (j) Electing the President
 - (k) Electing Members of the Board
 - (l) Adjournment
- 5.1.4 Quorum
Attendance by not less than ten (10) Full or Associate Members at the Annual General Meeting is a quorum.

5.2 Special General Meeting (SGM)

- 5.2.1 Calling of a Special General Meeting
A Special General Meeting may be called at any time:
- a) by a resolution of the Board of Directors to that effect, or
 - b) on the request of at least five (5) Directors, or
 - c) on the written request of at least one-third (1/3) of the Full Members eligible to vote. The request must state the reason for the SGM and the motion intended to be submitted at this SGM.
- 5.2.2 Notice shall be as stated in section 5.1.2 for an AGM.

- 5.2.3 Agenda for a Special General Meeting
Only the matter(s) set out in the notice for the SGM are considered at the SGM
- 5.2.4 Procedure at the Special General Meeting
Any SGM has the same method of voting and the same quorum requirements as the AGM.

5.3 Proceedings at the AGM or a SGM

- 5.3.1 Attendance by Public
General Meetings of the MHSA are open to the public. A majority of the Members present may ask any individuals who are not Members to leave.
- 5.3.2 Failure to Reach Quorum
At any meeting of Members, a quorum shall consist of not less than ten (10) Full or Associate Members being present in person at the meeting.
If a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the President. No notice shall be required of any adjournment and the adjournment may be made even though no quorum is present.
A quorum at the adjourned meeting shall be those Members present at the adjourned meeting but a meeting cannot be held unless there are five (5) Members present in person.
- 5.3.3 Presiding Officer
 - 5.3.3.1 The President chairs every general meeting of the Association. Either an Acting Chair or the Vice President chairs in the absence of the President.
 - 5.3.3.2 If neither the President, Acting Chair or the Vice President is in attendance within 30 minutes after the time set for the start of the general meeting, the members present choose one (1) of the Members present to chair the general meeting.
- 5.3.4 Adjournment
 - 5.3.4.1 The President may adjourn any General Meeting with the consent of the Voting Members at the meeting. The adjourned General Meeting conducts only unfinished business from the initial meeting.
 - 5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
 - 5.3.4.3 The Association must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice is the same as for the AGM or SGM.

5.3.5 Voting

- 5.3.5.1 A show of hands decides every vote at any General Meeting. A ballot is used if five (5) voting members request it.
- 5.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote the motion is defeated.
- 5.3.5.3 A voting member may not vote by proxy.
- 5.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided as a Special Resolution.
- 5.3.5.5 The President 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.
- 5.3.5.6 Members may withdraw their request for a ballot vote.
- 5.3.5.7 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.3.6 Failure to Give Notice of the Meeting

No action taken at a General Meeting is invalid due to:

- a) accidental omission to give notice to any Member;
- b) any member not receiving any notice; or
- c) an error in any notice that does not affect the meeting.

5.3.7 Written Resolution of ALL the Voting Members

All voting members present may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE 6 THE GOVERNMENT OF THE SOCIETY

6.1 The Board of Directors

6.1.1 Governance and Management of the Society

The Board of the MHSA is a Policy Governing Board with an Executive Director in charge of the day to day running of the Association.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Association, except as stated in the Societies Act.

The powers and duties of the Board include:

- a) promoting the objectives of the Association;
- b) promoting membership in the Association;
- c) hiring or contracting staff to operate the Association;
- d) regulating staffs' duties and setting their salaries;
- e) maintaining and protecting the Associations assets and property;
- f) approving an annual budget for the Association;
- g) paying all expenses for operating and managing the Association;
- h) investing any extra monies;
- i) financing the operations of the Association, and borrowing or raising funds;
- j) making Policies for managing and operating the Association;
- k) approving all contracts for the Association;
- l) maintaining all accounts and financial records for the Association;
- m) appointing legal counsel as necessary;
- n) selling, disposing of, or mortgaging any or all of the property of the Association; and
- o) without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or a paid administrator of the Association.

6.1.3 Composition of the Board

The Board of Directors will have a minimum of eight (8) and a maximum of thirteen (13) directors.

The Board consists of:

- | | |
|-----------------------|-----------------------------|
| 1. President | 8. Mini Soccer Director |
| 2. Past President | 9. Minor Soccer Director |
| 3. Vice President | 10. Referee Director |
| 4. Secretary | 11. Communications Director |
| 5. Treasurer | |
| 6. Senior Director | |
| 7. Equipment Director | |

6.1.4 Election of the Directors and the President

The Board of Directors shall be elected at the AGM.

6.1.4.1 The following directors will be elected to a two year term on odd years:

1. Vice President
2. Equipment Director
3. Secretary
4. Referee Director
5. Communication Director

6.1.4.2 The following directors will be elected to a two year term on even years:

6. President
7. Senior Director
8. Mini Soccer Director
9. Minor Soccer Director
10. Treasurer

6.1.4.3 The Past President sits as a full member of the Board for a two (2) year term, subject to annual extensions by the Board.

6.1.4.4 Voting members may re-elect any Director of the Board for a maximum of four (4) consecutive terms.

6.1.5. Resignation, Death, or Removal of a Director

6.1.5.1 A Director including the President and Past President may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice or on the date the Board accepts the resignation.

6.1.5.2 Voting members may remove any Director including the President and the Past President, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.

6.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of Past President. This position remains vacant until the next AGM.

6.1.6 Meetings of the Board

6.1.6.1 The Board meets once a month at a date agreed to at the last Board Meeting. No notice of these meetings needs to be sent.

6.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

6.1.6.3 A majority of Directors present at any Board meeting is a quorum.

6.1.6.4 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least four (4) Directors present at this later meeting is a quorum.

6.1.6.5 Each Director, including the President and Past President has one (1) vote.

- 6.1.6.6 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 6.1.6.7 Meetings of the Board are open to Members of the Association with seven (7) days written request to attend. Only Directors may vote. A majority of the Directors present may ask any other member, or other Persons present to leave.
- 6.1.6.8 All Directors may agree to sign a resolution. This resolution is as valid as one passed at any Board Meeting. It is not necessary to give notice or to call a Board Meeting. The date on the resolution is the date it is passed.
- 6.1.6.9 A meeting of the Board may be held by conference call. Directors who participate in this call are considered present for the meeting.
- 6.1.6.10 No formal notice of any Director's Meetings shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting in their absence.
- 6.1.6.11 A Board Meeting may also be held without notice, immediately following the AGM of the Association.

6.2 Officers of the Association

- 6.2.1 The officers of the Association are the President, Past-President, Treasurer, Secretary and the Vice President.
- 6.2.2 The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objectives of the Association. These officers do not need to be selected from the Board of Directors. The Officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

6.3 Duties of Officers (Executive Members)

- 6.3.1 The President:
- a. supervises the affairs of the Board,
 - b. supervises the Executive Director,
 - c. when present, chairs all meetings of the Association, the Board and the Executive Committee,
 - d. is an ex-officio member of all committees except the Nominating Committee,
 - e. acts as the Spokesperson for the Association,
 - f. chairs the Executive Committee,
 - g. shares with the Executive Director the recruitment of volunteers,
 - h. carries out other duties as assigned by the Board, and
 - i. signs all resolutions of the Association.

- 6.3.2 The Vice President:
- a. presides at meetings in the absence of the President,
 - b. replaces the President at various functions when asked by the President or the Board,
 - c. chairs any Committee as required by the Board,
 - d. is a member of the Executive Committee,
 - e. carries out other duties as required by the Board, and
 - f. ideally has intentions and ability to become the Association's President.
- 6.3.3 The Secretary:
- a. attends all meetings of the Board and Executive Committee,
 - b. records accurate minutes of the meetings,
 - c. oversees Board correspondence,
 - d. ensures that a record of names and addresses of all Members of the Association is kept,
 - e. ensures all notices of various meetings are sent,
 - f. ensures the safekeeping of the Seal of the Association,
 - g. ensures that the Annual Returns, changes in Directors of the Association, Amendments to the Bylaws of the Association and other incorporating documents are filed with Corporate Registries of the Alberta Government,
 - h. is a member of the Executive Committee, and
 - i. carries out other duties as required by the Board.
- 6.3.4 The Treasurer:
- a. oversees that all monies paid to the Association are deposited in a Chartered Bank, Credit Union, Treasury Branch, or Trust Company chosen by the Board,
 - b. ensures that a detailed account of revenues and expenditures is presented to the Board as requested,
 - c. supervises the Executive Director on all financial aspects of the Association,
 - d. ensures that an audited statement of the financial position of the Association is prepared and presented to the AGM,
 - e. is a member of the Executive Committee, and
 - f. carries out other duties as required by the Board.
- 6.3.5 The Past President:
- a. chairs the Constitution and Bylaws Committee, and
 - b. carries out other duties as required by the Board.

6.4 Board Committees

6.4.1 The Board may appoint Committees to advise the Board.

6.4.2 General Procedures for Committees

6.4.2.1 A Board Member Chairs each committee created by the Board.

6.4.2.2 The Chairperson calls Committee Meetings. Each Committee:

- records minutes of its meetings,
- distributes these minutes to committee members and to the Chair of all other Committees,
- Provides reports at each Board Meeting.

6.4.2.3 Seven (7) days notice of committee meetings is given to each member stating the date, time and place of the meeting. Committee Members may waive notice.

6.4.2.4 A majority of committee members present at a meeting is a quorum.

6.4.2.5 Each member of the committee, including the Chairperson has one vote at the Committee Meeting. The Chairperson does not have a second or casting vote in case of a tie.

6.4.3 Standing Committees

The Board establishes the following standing committees:

6.4.3.1 Appeals/Discipline

- (a) It shall be the duty of this Committee to hear all appeals made against the decision of a Committee of the Board or the Board itself.
- (b) The Committee shall investigate all written complaints made respecting any Member or registrant of the Association who is alleged to be guilty of unethical practice detrimental to the game. The committee shall render a decision within five (5) business days of the complete investigation.
- (c) The President and Treasurer will be Co-Chairs of this committee.

6.4.3.2 Finance/Executive

- (a) It shall be the duty of this Committee to oversee all financial matters of the association.
- (b) This committee shall prepare the Association's Budget on a seasonal basis.
- (c) The President and Treasurer will be Co-Chairs of this committee.

6.4.3.3 Constitution and Bylaws

- (a) It shall be the duty of this Committee to be responsible for all matters relating to the Constitution and Bylaws and for proposed amendments thereto,

- (b) This Committee shall receive and review all resolutions submitted to the Association and present them to the Membership at the AGM.
- (c) The Chair of this committee will be the Past President or be appointed by the Board.

6.4.3.4 Technical

- (a) It shall be the duty of this Committee to be responsible for all matters relating to the development of players, coaches, referees and the game of soccer in general within the Boundaries of the Association.
- (b) The Chair of this Committee will be appointed by the Board.

6.4.3.5 Nominations

A committee to nominate candidates for each Board of Directors Vacancy slated for election at the AGM shall be appointed by the Board of Directors six (6) months prior to the AGM. The nominations committee shall attempt to present to the AGM at least one (1) nominee for each Board of Director's Vacancy. Additional nominations may be made from the floor of the AGM, but the nominee must be present and give their consent to be considered for election.

6.4.3.6 Other

The Board shall create other Committees as it deems necessary to ensure the efficient administration of its affairs.

6.5 The Executive Director

- 6.5.1. The Board may contract an Executive Director to carry out assigned duties.
- 6.5.2 The Executive Director reports directly to the President and Treasurer of the Association.
- 6.5.3. The Executive Director acts as an advisor to the Board and to all Board Committees. The Executive Director does not have a vote at any meeting.
- 6.5.4. The Executive Director acts as the administrative officer of the Board in
 - a. attending Board and other meetings as required,
 - b. hiring, supervising, evaluating, and releasing all other paid staff or contract workers,
 - c. interpreting and applying the Board's Policies,
 - d. keeping the Board informed about the affairs of the Association,
 - e. maintaining the Association's books in conjunction with the Treasurer,
 - f. preparing budgets for the Board's approval,
 - g. planning programs and services based on the Association's priorities, and
 - h. carrying out other duties as assigned by the Board.

ARTICLE 7 FINANCE AND OTHER MANAGEMENT ISSUES

7.1 The Registered Office

7.1.1 The Registered Office of the Association will be located in Medicine Hat, Alberta.

7.2 Finance and Auditing

7.2.1 The fiscal year of the Association is August 1st to July 31st.

7.2.2 A financial statement setting out the income, disbursements, assets, and liabilities of the Association must be presented at each AGM. A qualified accountant appointed at each AGM must complete this financial statement. At each AGM of the Association, the auditor submits a complete state of the books for the previous year.

7.2.3 Every auditor of the Association shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Association. The auditor is entitled to require from the Directors and officers of the Association such information and explanation as may be necessary for the performance of the duties of an auditor.

7.2.4 The auditors of the Association are entitled to attend any meeting of the Members of the Association at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

7.2.5 The rights and duties of an auditor of the Association shall extend back to the date at which the last financial statement was completed for the Association's books, accounts and vouchers, or, where no financial statement has been completed.

7.3 Seal of the Association

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Signing Authority

7.4.1 Any documents required to be signed by the Association in the ordinary course of the Association's operations shall be signed by the President, Treasurer or Executive Director.

The President, Treasurer or Executive Director shall affix the seal of the Association to such documents as required.

7.4.2 Notwithstanding any provisions to the contrary contained by the Bylaws of the Association, the Board of Directors may at any time by Ordinary Resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

7.4.3 All cheques, bills of exchange or other orders for the payment of money, notes other evidence of indebtedness issued in the name of the Association, shall be signed by the officers, agent or agents of the Association in such manner as shall from time to time be determined by Ordinary Resolution of the Board of Directors.

Any one (1) of the authorized officers or agent may alone:

- (a) endorse notes and drafts for collection on account of the Association through its bankers.
- (b) endorse notes and cheques for deposit with the Association's bankers for the credit of the Association or the same may be endorsed "for collection" or for "deposit" with the bankers of the Association by using the Association's rubber stamp for that purpose
- (c) arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers.
- (d) receive all pay cheques and vouchers and sign all banks' forms or settlement of balances and release or verification slips.

7.5 The Keeping and Inspection of the Books and Records of the Association

- 7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members of the Board.
- 7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.
- 7.5.3 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act or any other statute or laws.
- 7.5.4 A member wishing to inspect the books or records of the Association must give reasonable notice to the President, Treasurer, Secretary or Executive Director of the Association of his intention to do so.
- 7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office during normal business hours.
- 7.5.6 All financial records of the Association are open for such inspection by the Members.
- 7.5.7 Other records of the Association are also open for inspection, except for records that the Board designates as confidential. Distribution of records will comply with the Alberta Freedom of Information and Protection of Privacy Act (FOIPP).

7.6 Borrowing Powers

- 7.6.1 In accordance with MHSA Policy the Directors may from time to time:
- (a) borrow money on the credit of the Association,
 - (b) issue, sell or pledge securities of the Association, and
 - (c) charge, mortgage, or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

Debentures shall not be issued without the sanction of a Special Resolution of the Association.

- 7.6.2 In accordance with MHSA Policy from time to time the Directors may authorize any Director, officer or employee of the Association or any other person to make arrangements for monies to:

- (a) the terms and conditions of the loan,
- (b) the securities to be given for the loan,

The Directors shall have the power to vary or modify the arrangements, terms and conditions and to give additional securities for any monies borrowed or remaining due by the Association, and generally to manage, transact and settle the borrowing of money by the Association.

7.7 Indemnification of Directors

- 7.7.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- 7.7.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.
- 7.7.3 Directors or Officers shall rely on the accuracy of any statement or report prepared by the Association's Auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

7.8 Remuneration of Directors

- 7.8.1 There shall be no remuneration paid by the Association to any Member of the Executive Committee or the Board of Directors, but they may be reimbursed for expenses incurred while engaged in the affairs of the Association.
- 7.8.2 An honorarium may be granted, at the discretion of the Board of Directors, to individuals performing work on behalf of the Association.

7.9 Administration of Disputes

- 7.9.1 Members, registrants, leagues, clubs, players, coaches, referees or officials shall not refer disputes with the Association or any other soccer association to a court of law but shall be required to submit any disagreements to the jurisdiction of the Association.

7.10 Code of Conduct

- 7.10.1 Members have an obligation not only to abide by the Bylaws and Policies of the Association but also to act in a manner that evidences their commitment to the principles and intent of the Bylaws and Policies.
- 7.10.2 All members should expect to be treated equitably and fairly in all matters. Members of the Association shall not discriminate against other members by means of different, unequal or inconsistent treatment applied to individuals or segments of the membership.
- 7.10.3 Private interests shall not provide the potential for or the appearance of an opportunity for benefit, wrongdoing or unethical conduct. It is important to emphasize that conflict of interest relates to the potential for wrongdoing as well as the actual or intended wrongdoing.
- 7.10.4 Information or data entrusted to members for use in their capacity or position shall not be disclosed or disseminated in a manner that may cause embarrassment to the Association, or that betrays a trust or confidence.
- 7.10.5 Members shall at all times exhibit deportment that maintains the Association's reputation and shall at no time harm nor hinder the Association or its ability to represent the sport.
- 7.10.6 No member shall harass another member by actions that include, but are not limited to, unwelcome remarks, invitations, requests, gestures or physical contact that whether indirect or explicit, has the purpose or effect of humiliating, interfering with or creating an intimidating situation for that other member. Harassment shall be considered inappropriate behaviour, be it ethnic, religious, or sexual in nature.
- 7.10.7 The interaction or involvement of members under the jurisdiction of the Association shall not result in threats, intimidation, or inflicted physical distress between such members, whether implied or explicit.

7.11 Conflict of Interest

- 7.11.1 On election to the position of a Director of the Association, the newly elected Director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential conflict of interest and periodically thereafter update such disclosure.
- 7.11.2 A Director of the Association shall not permit his own interest to conflict in any way with his fiduciary responsibilities to the Association.
- 7.11.3 A Director of the Association shall not benefit directly or indirectly from any transaction with the Association, unless it is to the clear advantage of the Association as determined by the Board of the Association.

- 7.11.4 A Director of the Association shall declare a conflict of interest and abstain from voting on any discussion matter relating specifically to his involvement with another individual, organization, private business interest or outside not-for-profit or charitable organization.
- 7.11.5 A Director of the Association shall not receive compensation for his services; except for out of pocket expenses incurred in the performance of his duties on behalf of the Association.
- 7.11.6 Any deviation or perceived deviation from these Conflict of Interest rules shall be acted on only if reported, in writing, by the complainant to the Board of the Association.
- 7.11.7 Any Director who, by personal or business conduct, violates any part of Article 7.11 may be suspended from the Board of Directors by a two-third (2/3) majority vote of the entire Board of the Association 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 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 Association at its next AGM.

ARTICLE 8 AMENDING THE BYLAWS

- 8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any AGM or SGM of the Association.
- 8.2 The twenty-one (21) days' notice of the AGM or SGM of the Association must include details of the proposed resolution to change the Bylaws.
- 8.3 The amended Bylaws take effect after approval of the Special Resolution at the AGM or SGM and accepted by the Corporate Registry of Alberta.

ARTICLE 9 DISTRIBUTING THE ASSETS AND DISSOLVING THE ASSOCIATION

- 9.1 The Association does not pay any dividends or distribute its property among its Members.
- 9.2 If the Association is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Association.

ARTICLE 10 MISCELLANEOUS

- 10.1** All meetings of the Association shall be conducted in accordance with the latest Edition of Robert's Rules of Order, and by any rules established by the Association.
- 10.2** Any dispute which arises from or is in any way related to these Bylaws shall be settled by a single arbitrator pursuant to the Arbitration Act of Alberta. The arbitration shall be conducted in accordance with the Arbitration Rules of the Alberta Arbitration and Mediation Society.

DATED at the City of Medicine Hat, in the Province of Alberta, this ____ day of _____, 20__.

Incorporator

Witness

Incorporator

Witness

Incorporator

Witness

Incorporator

Witness

Incorporator

Witness