



**PROPOSED BY-LAWS  
OF THE  
ALBERTA NETBALL ASSOCIATION**

## **Proposed Changes to ANA Bylaws**

### **Term of Directors -**

1. The serving terms for the Vice-president, Treasurer and Secretary have been increased from 1 year to 2 year terms.
2. The President and Secretary shall be elected at the same AGM on odd years.
3. The Vice-President and Treasurer shall be elected at the same AGM on even years.

### **Executive Board -**

1. The Board shall consist of at least 5 and no more than 11 positions. This was not previously specified.
2. Board members now need to be members of ANA. Previously this was not a requirement.
3. The Board and the Executive are now the same thing, with the Executive encompassing elected Board members. Previously the Executive was President, Vice-President, Treasurer and Secretary.
4. Calgary League and Edmonton League representative roles are no longer on the Board and have been replaced with Southern Alberta and Northern Alberta Representatives.
5. A quorum of the Board is now 4 instead of 3.

### **Gender neutral language -**

1. Previously she or he was mentioned, now the use of they is employed.

### **Resident Canadian -**

1. Language change from "landed immigrant" to "permanent resident" as "landed immigrant" is no longer used by Immigration, Refugees and Citizenship Canada.

### **Membership:**

1. Duties of members are now defined in the bylaws.
2. Definition of "good standing" has been provided.
3. Clarification around each member having one vote. If a parent or guardian votes on behalf of a member then it is one vote.
4. Clarification that organizations can be Associate Members, with some additional requirements.

Additional changes to clarify language and to improve readability of the Bylaws have been made without changing the underlying intent of the Articles.

## Table of Contents

Table of Contents.....	3
<b>Article 1 – Defining and Interpreting the Bylaws.....</b>	<b>5</b>
1.1 Definitions.....	5
<b>Article 2 – Membership.....</b>	<b>6</b>
2.1 Classification of Members.....	6
2.2 Application.....	7
2.3 Duties of Members.....	7
2.4 Admission of Members.....	7
2.5 Good Standing.....	7
2.6 Membership fees and Dates.....	8
2.7 Suspension and Removal of Members.....	8
a. Decision to Suspend or Remove.....	8
b. Notice to the Member.....	8
c. Decision of the Executive.....	8
d. Decision to Remove.....	8
2.8 Grievances.....	8
2.9 Right to withdraw membership.....	8
2.10 Transmission of Membership.....	8
2.11 Continued Liability for Debts Due.....	9
2.12 Limitation on the Liability of Members.....	9
<b>Article 3 – Meetings of the Association.....</b>	<b>9</b>
3.1 Annual General Meeting.....	9
3.2 Special Meetings.....	9
a. Calling of Special Meeting.....	9
b. Notice for Special Meeting.....	10
c. Agenda for Special Meeting.....	10
d. Procedure at the Special Meeting.....	10
3.3 General Meetings.....	10
3.4 Proceedings at the Annual, General or a Special Meeting.....	10
a. Attendance by the Public.....	10
b. Failure to Reach Quorum.....	10
c. Presiding Officer.....	10
d. Record date for notice.....	10
The record date for determining Members entitled to receive notice of a meeting is the day before notice is sent, or, if no notice is given, the day of the meeting.....	10
e. Persons entitled to be present.....	10
f. Waiver of Notice.....	10
g. Adjournment.....	10
3.5 Voting at General, Annual General or Special Meetings.....	11
3.6 Written Resolution of all the Voting Members.....	11
3.7 Failure to Give Notice of meeting.....	11
<b>Article 4 - The Governance of the Association.....</b>	<b>11</b>

4.1. The Executive Board.....	11
a. Governance and Management of the Association.....	11
b. Powers and Duties of the Board.....	11
c. Conflict of Interest.....	12
4.2 Composition of the Board.....	13
4.3 Executive Responsibilities.....	13
a. President.....	13
b. Vice-President.....	14
c. Secretary.....	14
d. Treasurer.....	14
4.4 Election of the Executive Members and the President.....	15
a. Eligibility.....	15
b. Consent.....	15
4.5 Resignation or Removal of a Director.....	15
4.6 Board Vacancy.....	15
4.7 Meetings of the Board.....	15
4.8 Committees of the Board.....	16
a. Transaction of Committee business.....	16
b. Committee Procedure.....	16
c. Termination of Committee membership.....	16
4.9 Removal or expulsion of an Executive Member.....	17
<b>Article 5 – Finance and Other Management Matters.....</b>	<b>17</b>
5.1 The Registered Office.....	17
5.2. Finance and Auditing.....	17
5.3 Seal of the Association.....	17
5.4 Cheques and Contracts of the Association.....	17
5.5 The Keeping and Inspection of the Books and Records of the Association.....	18
5.6 Banking Arrangements.....	18
5.7 Borrowing Powers.....	18
5.8 Lending Power.....	19
5.9 Custody of Securities.....	19
5.10 Payments.....	19
5.11 Protection and Indemnity of Directors and Officers.....	19
<b>Article 6 – Amending the Bylaws.....</b>	<b>19</b>
<b>Article 7 – General.....</b>	<b>20</b>
7.1 Representative colours and logo.....	20
7.2 Affiliations.....	20
<b>Article 8 – Rules of Order.....</b>	<b>20</b>
8.1 Robert’s Rules of Order.....	20
<b>Article 9 – Distributing Assets and Dissolving the Association.....</b>	<b>20</b>

## Preamble

The Name of the Association is the Alberta Netball Association which may also be known as ANA, Netball Alberta or the Association. The Alberta Netball Association is a registered Association, incorporated under the Societies Act in the Province Alberta.

## Article 1 – Defining and Interpreting the Bylaws

The following articles set forth Bylaws of the Alberta Netball Association. The Bylaws represent the rules and regulations used by the Association in fulfilling its registered objectives.

### 1.1 Definitions

When construing the Bylaws, reference shall be made to the Alberta Societies Act. Words and expressions used in the Bylaws shall, unless otherwise stated in the context, have the same meaning as used in the Act. In these Bylaws, the following words have these definitions:

**Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

**Annual General Meeting** means the annual general meeting described in Article 5.

**Association** means the Alberta Netball Association.

**Appoint** means selected by a group or committee, to fulfill a temporary position in an area of the Association, whereas elect means selected by the membership by a vote.

**Board** means the Executive Board of this Association

**Bylaws** mean the Bylaws of this Association as amended and stamped as approved by the Provincial Registries.

**Canadian Resident** means an individual who is ordinarily resident in Canada and, in any case:

- a. is a Canadian citizen, or
- b. has been lawfully admitted to Canada with permanent resident status.

**Executive** means the Executive Board of the Association composed of the voting members of the Board

**Member** means a Member of the Association as defined in Article 3.

**Ordinary resolution** means a resolution (motion) passed by a majority of the votes cast at any meeting of the Board, organization or committees.

**Recorded Address** means, in the case of a Member, the address as recorded in the records of the Association.

**Register of Members** means the official register maintained by the Board of Directors containing the names of the Members of the Association, usually maintained by the Secretary.

**Registered Office** means the registered address for the Association.

**Signing Authorities** means, in relation to any instrument, any two or more individuals authorized to sign the same on behalf of the Association by virtue of Article 6 of this By-law or by a resolution passed pursuant thereto.

**Special Meeting** means the special meeting described in Article 5.

**Special Resolution** means:

- a. resolution passed at a General Meeting of the membership of this Association. There must be at least 21 days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members in attendance; or
- b. resolution proposed and passed as a Special Resolution at a General Meeting with less than 21 days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree.

**Volunteer** means a group or individual that performs Alberta Netball Association activities without mutual agreement for compensation or favor.

**Voting Member** means a Member entitled to vote at the meetings of the Association.

## **Article 2 – Membership**

Any person residing in the Province of Alberta is eligible for membership in the Association if they:

- a. Accept and agree with the Association's objectives;
- b. Is able to assist in furthering the goals and objectives of the Association;
- c. Agrees to abide by the duties of members; and
- d. Applies for membership and pays any applicable fee.

### **2.1 Classification of Members**

The Association shall have the following categories of Member: Full or Voting Members, Associate Members, Inactive Members and Honorary Life Members.

a. **Full Members:**

Any person who has paid a Provincial membership fee to ANA is eligible to participate in ANA sanctioned activities during our financial year. All Full Members have the right to receive notice of Member meetings. Full Members aged 18 and over have the right to vote at any meeting of the Members. Full Members under the age of 18, may appoint their parent or legal guardian (as listed on the membership application) to vote on their behalf. Executive Board members are categorized as Full members, have voting rights and pay any applicable fee.

b. **Associate Members**

Associate members are classified as individual and organizational. Associate members are any persons or entities who wish to support ANA and believe in the objectives of the Association. They may attend meetings but do not have the right to receive notice of any meeting or the right to vote.

c. **Inactive Members**

Former Full Members may remain as an Inactive Member. Inactive members have the right to receive notice of any meeting of the Members, participate in sanctioned activities and are entitled to receive newsletters and invitations to all ANA sanctioned activities. Inactive members may attend meetings but do not have the right to vote and can opt out of Inactive Member status at any time.

d. **Honorary Life Members**

Persons who are admitted as Honorary Life Members by a Special Resolution of the Executive in recognition of extraordinary achievement or contribution to the Association, or the sport of netball. Honorary Life Members have the right to receive notice of, to attend, and to vote at, any meeting of the Members. Honorary Life members are entitled to receive newsletters and invitations to all ANA

sanctioned activities, however they can opt out at any time. Honorary Life Members shall not be required to pay membership fees.

## **2.2 Application**

Membership applications must be submitted annually with the applicable fee. Applicants under 18 require written consent of a parent or legal guardian. The Executive reserves the right to accept or reject any application and this decision will be final. Electronic applications or consents will fulfill the requirement for written documentation.

## **2.3 Duties of Members**

Members are required to:

- a. uphold the Constitution, Objects and Bylaws of the Association as well as any other rules, policies and guidelines as may from time to time be made by ANA.
- b. adhere to the Association's Code of Conduct, as established and amended by the Board from time to time
- c. inform ANA, in writing, of any changes to their personal information for the purpose of receiving notices from the Association.

Organizational associate members are further required to:

- a. maintain adequate insurance as defined by the Association;
- b. appoint a delegate who shall receive Association communications;
- c. maintain ethical conduct in alignment with the Association's values;
- d. maintain a positive reputation and operate with integrity, avoiding any activities that could harm the Association's standing or conflict with its values.
- e. abide by an agreed upon set of mutually beneficial expectations determined at the time of application for association membership.
- f. keep its contact information up-to-date and respond promptly to Association communications.

## **2.4 Admission of Members**

Any person may become a Member in the appropriate category by meeting the requirements in Article 2.1. The persons will be entered as a Member under the appropriate category in the Register of Members.

## **2.5 Good Standing**

A Member is in good standing when:

- a. the Member has paid membership fees or other required fees to the Association; and
- b. the Member is not suspended as a Member as provided for under Article 3.7.

A Member is not in good standing when:

- a. the Member has failed to pay the applicable membership fee, or any other subscription or debt due and owing by the Member to ANA; or
- b. the Member has failed to adhere to the Code of Conduct; or
- c. the Member has failed to adhere to ANA Bylaws, Policies, Procedures, or Standards and Operating Guidelines; or
- d. the Member is suspended as provided for in these Bylaws under Suspension of Membership.

## **2.6 Membership fees and Dates**

The membership year runs from September 1 to August 31 and the Executive sets the annual membership fees for each category and has discretion to adjust fees in exceptional cases. Membership fees may include charges for Netball Canada and World Netball, along with any successor organizations. All applicable fees must be paid at least 30 days before a General or Special Meeting.

## **2.7 Suspension and Removal of Members**

### **a. Decision to Suspend or Remove**

The Executive, at a hearing called for that purpose, may suspend a Member's membership for not more than three months, for one or more of the following reasons:

1. failed to abide by the Bylaws;
2. been disloyal to the Association;
3. disrupted meetings or functions of the Association;
4. has done or failed to prevent anything judged to be harmful to the Association

### **b. Notice to the Member**

The affected member will receive written notice of the Executive's intention to review their membership status at least two weeks' before the hearing. The notice will be delivered by single registered mail or electronic mail to the last known address of the Member shown in the records of the Association. The notice may also be delivered in person by an Executive member or duly authorized person.

### **c. Decision of the Executive**

At the hearing, the Member shall have the opportunity to appear before the Executive to respond, with permission to bring an accompanying person. The Executive will decide the process of dealing with the matter, including response time, and may exclude the Member from discussions and the final vote. The Executive's decision is final. Suspended Members may apply for reinstatement, which requires a 75% vote of the Executive and to be restored as a member in good standing.

### **d. Decision to Remove**

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

## **2.8 Grievances**

Any Member with a complaint or grievance regarding an Executive decision or Association action may submit it to the President in accordance with ANA's Policies and Procedures.

## **2.9 Right to withdraw membership**

A Member may resign from the Association at any time by submitting written notice to the Secretary. Upon receipt, the Member's name is removed from the Register of Members, and membership ends effective on the removal date.

## **2.10 Transmission of Membership**

No right or privilege of any Member is transferable to another person or organization except where members under 18 delegate voting rights to a parent or guardian. All rights and privileges cease when the Member resigns, dies, or is expelled from the Association.



## **2.11 Continued Liability for Debts Due**

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

## **2.12 Limitation on the Liability of Members**

No Member, in their individual capacity, is liable for any debt or liability of the Association except in cases of fraud, neglect of duty and intentional or wilful mismanagement.

## **Article 3 – Meetings of the Association**

There are four types of meetings held by the Association, not including committee meetings: Annual General Meeting, Special General Meetings, General Meetings and Executive Meetings.

### **3.1 Annual General Meeting**

The Association holds its Annual General Meeting no later than April 30 of each financial year. The Executive shall determine the location, date and time of the Annual General Meeting. The Secretary shall deliver notice to each Member at least 21 days before the Annual General Meeting. This notice shall include the location, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

The Executive shall make available to the membership at an Annual General Meeting the:

- a. membership list of the Association for the current fiscal year; and
- b. detailed financial statement prepared by the Association's auditors or reviewers; and
- c. detailed statement of the assets and liabilities of the Association; and
- d. report of the activity carried out by the Association during the current financial year.

The Annual General Meeting will address the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. considering the President's report; including the Provincial regional reports
- d. reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the reviewers or auditors;
- f. electing the Members of the Board;
- g. considering matters specified in the meeting notice;
- h. other specific motions that any members have given notice of before the meeting is called.

Quorum for an Annual General Meeting is met by attendance by at least 20 Voting Members.

### **3.2 Special Meetings**

#### **a. Calling of Special Meeting**

A Special Meeting may be called at any time:

1. by a motion of the Executive; or
2. on the written request of at least five Executive members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
3. on the written request of at least 10 full members of the Association. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting.

**b. Notice for Special Meeting**

The Secretary shall notify each member at least 21 days prior to the Special Meeting. The notice period may be reduced by the Executive upon request, and shall not be unreasonably denied. The notice shall include the location, date, time and purpose of the Special Meeting.

**c. Agenda for Special Meeting**

A Special Meeting will only address matters specified in its notice. If called for purposes other than financial reviews, reports, or Executive elections, the notice must outline the business and include any "special resolution" text.

**d. Procedure at the Special Meeting**

A Special Meeting follows the voting method and quorum requirements as the Annual General Meeting.

**3.3 General Meetings**

A General Meeting of the membership may be called at any time by the Executive, or by any ten full Members of the Association. Notice shall be provided in accordance with 3.2.b. The quorum for a General Meeting of the Members shall be the attendance of 20 Voting Members of the Association, personally present, notwithstanding that a quorum remain present throughout the entire meeting.

**3.4 Proceedings at the Annual, General or a Special Meeting**

**a. Attendance by the Public.**

General Meetings of the Association are open to the public; however, a majority vote of the Members present may request that non-Members leave.

**b. Failure to Reach Quorum**

The meeting shall not commence if quorum is not present within ½ hour after the set time. The meeting shall be scheduled for one week later at the same time and place where possible. At the second meeting if quorum is not reached within ½ hour after the set time the meeting will proceed with the Members in attendance.

**c. Presiding Officer**

The President chairs every General Meeting of the Association. The Vice-President chairs in the absence of the President. If neither the President nor the Vice-President is present within ½ hour after the set time for the meeting, the Members present choose one of the Members to chair the meeting.

**d. Record date for notice**

The record date for determining Members entitled to receive notice of a meeting is the day before notice is sent, or, if no notice is given, the day of the meeting.

**e. Persons entitled to be present**

Only voting Members, the Executive Board, and those required or permitted by the By-laws may attend a meeting of Members. Any other person may be admitted by invitation of the Chairperson or with the meeting's consent.

**f. Waiver of Notice**

A Member may waive notice of a meeting and attendance at the meeting constitutes such a waiver unless the Member attends specifically to object to the meeting's validity on the grounds that it was not lawfully called.

**g. Adjournment**

The President may adjourn any General Meeting with the consent of the Members present. The adjourned General Meeting will address only the unfinished business from the initial meeting. No notice is required if the meeting is adjourned for less than 30 days. However, if adjourned for 30 days or more, the Association must provide notice in accordance with 3.2.b.

### **3.5 Voting at General, Annual General or Special Meetings**

Each Voting Member has one vote. Votes at meetings, including for electronic attendees, are decided by a show of hands unless at least five members request a ballot. The Chair may set the location, time and method for a ballot vote and members may withdraw their ballot request. In the event of a tie, the motion is defeated. The Chair does not have a second or casting vote.

A majority of the Voting Members present decides each issue and resolution unless a Special Resolution is required. The Chair declares a resolution carried or defeated and this statement is final and does not have to include the number of votes for and against the resolution. The result of the vote or ballot is the resolution of the Meeting. The Chair decides any dispute on any vote in good faith this decision is final.

### **3.6 Written Resolution of all the Voting Members**

All Voting Members 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.

### **3.7 Failure to Give Notice of meeting**

Action(s) taken at a Member meeting is not considered invalid as a result of:

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

## **Article 4 - The Governance of the Association**

### **4.1. The Executive Board**

#### **a. Governance and Management of the Association.**

The Board governs and manages the affairs of the Association. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the President.

#### **b. Powers and Duties of the Board**

The Board has the powers of the Association, except as stated in the Alberta Societies Act. The powers and duties of the Board include:

1. Promoting the objects of the Association;
2. Promoting membership in the Association;
3. Maintaining and protecting the Association's assets and property;
4. Approving an annual budget for the Association;
5. Paying all expenses for operating and managing the Association;
6. Paying persons for services and protecting persons from debts of the Association;
7. Investing any extra monies;
8. Financing the operations of the Association, and borrowing or raising monies;
9. Making policies for managing and operating the Association;
10. Approving all contracts for the Association;

11. Maintaining all accounts and financial records of the Association;
12. Appointing legal counsel as necessary;
13. Making policies, rules and regulations for operating the Association and using its facilities and assets;
14. Working within Provincial and Societal regulations, sell, dispose of, or mortgage any or all of the property of the Association; and
15. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Association;
16. The Board shall approve or by resolution appoint the President and/or another designated person to approve all publications and communications of the Association
17. Shall serve on a voluntary basis without remuneration by the Association for their Directorship. No expenses approved will be compensated prior to their occurrence.
18. Appoint those standing committees required to meet the objectives of the Association. The Board will provide every committee with the necessary detailed direction as to its responsibility

The powers of the Executive may be exercised by resolution passed at a meeting at which a quorum is present, or, by resolution in writing signed by all the Executive entitled to vote on that resolution, signifying their agreement thereto, and such resolution shall be effective from and relate back to the date stated thereon.

**c. Conflict of Interest**

If an Executive member, officer, or any of their immediate family members has a direct or indirect financial interest in any matter, or is involved in a material contract (or proposed contract) or holds a material interest in any entity associated with a material or proposed contract (a “Conflicted Matter”) before the Executive Board or its committees (excluding matters related to remuneration, reimbursement, indemnity, or protection in their capacity as an Executive Member), the Executive Member (a “Conflicted Executive Member”) must fully disclose the nature and extent of this interest. This disclosure may be made in writing or verbally at any Executive Board or committee meeting, and it will be recorded in the minutes. The Conflicted Executive Member must then withdraw from the meeting during discussions and voting on the matter provided however that:

- a. such Conflicted Executive Member may be permitted by the President of the particular meeting to participate in some or all the discussions pertaining to such matter (but not to vote or to remain in attendance during any vote on the matter) if and to the extent that such President deems it in the interests of the Association that such Conflicted Executive member do so; and
- b. a quorum shall be deemed to be present for the purposes of voting on the Conflicted Matter if, and only if, a majority of the Executive or committee (as applicable) who are not a Conflicted Executive member with respect to that Conflicted Matter are present at the time of such vote.
- c. Without limitation to the foregoing, no Conflicted Executive Member shall seek to in any manner influence a decision made, or to be made by or on behalf of the Association (and whether by the Executive Board or through the agency of any officer, agent, contractor or employee of the Association) in respect of any Conflicted Matter.

For the purposes of this Article 4.1(c), the term “Conflicted Matter” shall include potential, perceived or actual conflicts of interest where:

- a. a potential conflict of interest occurs when an Executive Board Member has knowledge that the performance of a duty or function or exercise of power may result in a direct or indirect personal gain, including a gain for his or her private interest and/or a related person but has not yet performed that duty or function;
- b. a perceived conflict of interest occurs when there is a perception formed by a reasonable, informed third party that a conflict of interest exists; and
- c. an actual conflict of interest occurs when the Executive Board Member exercises a power or performs a function or duty with the knowledge that there may be a personal gain, including a gain for his or her private interest and/or a related person.

The term “related person” includes:

- a. a corporation or other entity or organization which a person directly or indirectly owns or controls;
- b. an employee of such corporation or other entity or organization; and
- c. an affiliate (as that term is defined in the Business Corporations Act (Alberta))
- d. a family member or relative

Should a conflict of interest be discovered after such a vote, the vote of that individual and the motion in question shall be considered null and void. Any costs incurred in this process may be pursued through the fraudulent vote.

#### **4.2 Composition of the Board**

The Executive Board must consist of at least:

- a. The President of the Association
- b. Vice President of the Association
- c. The Secretary of the Association
- d. The Treasurer of the Association and
- e. Not fewer than one and not more than seven other Executive Members who may be appointed or elected at the Annual General Meeting in accordance with the bylaws.

The Executive Board members may hold office until re-elected and served three terms or until a successor is elected.

#### **4.3 Executive Responsibilities**

##### **a. President**

The President shall be the Chief Executive Officer of the Association and preside at all General Meetings of the Members and meetings of the Executive. Subject to the direction of the Executive, the President shall have general and active management of the business and affairs of the Association, and, without limitation to the foregoing:

1. Supervises the affairs of the Board,
2. Acts as the spokesperson for the Society;
3. When present, presides over all meetings of the Society, and the Board;
4. Shall submit the annual report of the Executive, and submit, or may direct the submission of, reports on the business and affairs of the Association to the Annual General Meeting. From time to

time shall report to the Executive on all matters within their knowledge, which the interests of the Association require to be brought to their attention.

5. Shall be ex-officio a Member of all standing Sub-Committees;
6. Shall, at first instance, receive, consider, and dispose of any grievance or complaint by a Member in relation to any decision of the Executive or action of the Association;
7. Shall, together with the Secretary, sign all By-Laws.
8. Carries out other duties assigned by the Board.

**b. Vice-President**

The Vice President shall:

1. Preside at meetings in the President's absence. If the Vice-President is absent, the other Vice president presides, if both are absent the Executive members elect a Chairperson for the meeting.
2. Replace the President at various functions when asked to do so by the President or the Board;
3. Chair the Personnel Committee; and
4. Carries out other duties assigned by the Board.

**c. Secretary**

The Secretary shall:

1. Attends all meetings of the Society and the Board,
2. Ensures that accurate minutes of these meetings are kept and available;
3. Has charge of the Board's correspondence;
4. Ensures a record of names and addresses of all Members of the society is kept;
5. Ensures all notices of various meetings are sent;
6. Shall arrange safe and secure storage of the books, papers, records and other documents belonging to the Association, and shall, at all reasonable times, exhibit same to any Director upon request;
7. Keeps the Seal of the Society;
8. Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
9. Together with the President, sign all By-Laws;
10. Carries out other duties assigned by the Board.

**d. Treasurer**

The Treasurer shall:

1. Keep proper accounting records;
2. Be responsible for the deposit of money, the safekeeping of securities and the disbursements of the Association;
3. Ensures annual fees are collected and deposited;
4. Be the custodian of all the financial books, papers, records, documents and instruments belonging to the Association, except when some other person has been appointed for that purpose;
5. Render to the Executive, whenever required, an account of all of transactions as Treasurer and of the financial position of the Association, and shall submit the annual financial statements and reports of the Association to the Annual General Meeting;
6. At all reasonable times exhibit the books and accounts to any Director upon request; and

7. Have such other duties and powers as the Executive may specify.

#### **4.4 Election of the Executive Members and the President**

Executive members are elected at each Annual General Meeting. All Executive members, except the President, Vice-President, Treasurer, and Secretary, retire but may be re-elected if eligible. The President, Vice-President, Treasurer, and Secretary serve two-year terms and may also be re-elected if eligible. The President and Secretary are elected in odd years, while the Vice-President and Treasurer are elected in even years. The number of Executive members to be elected matches the current number unless otherwise decided by the Executive or Members. Elections are by majority vote.

##### **a. Eligibility**

To run for election to the Board at the AGM, individuals must be members in one of the categories listed in sections 2.1(a) or 2.1(d) and be in good standing and have held Voting Membership for at least 30 days prior. Individuals aged 16 and 17 may stand for election but cannot vote on financial or legally consequential matters. Candidates must meet Board prerequisites, including Canadian residency, and be nominated and seconded by Voting Members. Within one month of election, all candidates must submit a police check, sign a Conflict of Interest Agreement, and a Code of Conduct Agreement.

##### **b. Consent**

No election or appointment of a person as an Executive member shall be effective unless present at the meeting when elected or appointed and did not refuse to act as a Executive member; or consents in writing to act as an Executive member before election or appointment or within ten days thereafter, or acts as an Executive member pursuant to the election or appointment.

#### **4.5 Resignation or Removal of a Director**

An Executive member, including the President, may resign by providing one month's written notice. The resignation takes effect either at the end of this notice period or on the date the Board accepts it. Voting Members may also remove any Executive member, including the President, before the end of their term by majority vote at a Special Meeting called for this purpose, following all applicable Special Meeting rules.

#### **4.6 Board Vacancy**

If a Board vacancy occurs, a quorum of remaining Executive members may appoint a Member in good standing to serve until the next AGM. If the minimum number of Executives required by the Bylaws is not met, the current Executives must promptly call a Special Meeting of Members to fill the vacancy. If they fail to do so, or if no Executives are in office, any Member may call the meeting. Members may also fill any Board vacancy at a duly called meeting. A vacancy due to the removal of an Executive member may be filled by Members at the removal meeting or, if not filled then, by appointment from a quorum of the Executive.

The number of appointed Executive members must always be fewer than the number of elected Executive members. If it is impossible to achieve quorum by following this directive, a Special Meeting shall be called immediately to hold elections by the membership.

#### **4.7 Meetings of the Board**

The Board holds a minimum of six (6) regular meetings each year and may hold its meetings at any location suitable to its members. No formal notice of any Board meeting shall be necessary if all Directors are present at the time of announcement. The Board may specify any time in the month for their regular meeting.

- a. The President calls the meetings. The President also calls a meeting if any four Executive members make a request in writing and state the business of the meeting.

- b. At least 14 days notice for Board meetings is sent to each Board member. There may be at least five days notice by telephone or other electronic medium. Board Members may waive notice.
- c. Four of the Executive members (either in person or by electronic medium) present at any Board meeting is a quorum.
- d. If there is no quorum:
  - i. the meeting may proceed but no motions may be made until a quorum is present.
  - ii. the President may adjourn the meeting to the same time, place, and day of the following week.
- e. In the event of vacancies on the Executive which reduce the number of members to 3 or less, a quorum shall be all of the remaining Directors who may exercise all the powers of the Executive.
- f. Each Board position has one vote. In the event of a tie the President has a deciding vote.
- g. Meetings of the Board are open to all Members of the Association, but only Voting Executive Board members may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Executive present may ask any other Members, or other persons present, to leave.
- h. All Executive members may agree to and 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.
- i. A meeting of the Board may be held by electronic means whereby all members can attend and be heard at a meeting. Members who participate in this call are considered present for the meeting.
- j. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- k. An Executive Member may waive formal notice of a meeting.

#### **4.8 Committees of the Board**

The Board may appoint Committees of Directors and members, however designated, and delegate to form Committees with specific duties and responsibilities. The Executive shall define the purpose, terms of reference, and the limits of the authority, of any Committee it creates or appoints.

##### **a. Transaction of Committee business**

A Committee's powers may be exercised either by a resolution passed at a Board meeting with quorum present or by a written resolution signed by all Board Members entitled to vote, indicating their consent. Committee meetings may take place anywhere in Alberta, or outside Alberta if all Committee Members agree. A quorum of Committee Directors, when authorized by the Executive, may appoint non-Directors as ad hoc Members of the Committee. These ad hoc Members may vote on Committee matters only if expressly permitted by the Executive.

##### **b. Committee Procedure**

Unless otherwise determined herein, or from time to time by the Executive, each Committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its Chairman and to regulate its procedure. Terms of reference for each committee are provided by the Board and all committees report back to the Board.

##### **c. Termination of Committee membership**

Members of Committees hold office at the discretion of the Board and may be removed or replaced as the Board may determine.



#### **4.9 Removal or expulsion of an Executive Member**

At a Special Meeting, with proper notice, Members may remove any Executive Member before their term expires by a 75% majority vote. By ordinary resolution, they may also appoint a replacement. Additionally, the Association may, by Special Resolution at a Special Meeting, expel any Member representative if deemed necessary in the Association's interests.

- a. Becomes disqualified under the provisions of the Act
- b. Is convicted of an indictable offence or is imprisoned in excess of 14 days.
- c. Is removed from office under Article 2.
- d. fails without reasonable excuse, and without leave of majority of the other Executive members, to attend duly called Directors meetings on three successive occasions and such removal is then confirmed by a majority of the other Executive members.

A meeting must be held for members to attend with at least a 75% attendance from the then existing Board to consider the expulsion or suspension of a Member.

### **Article 5 – Finance and Other Management Matters**

#### **5.1 The Registered Office**

The Registered Office of the Association is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to the Corporate Registry.

#### **5.2. Finance and Auditing**

The fiscal year of the Association ends on August 31 of each year, or as determined by the Board. There must be an audit of the books, accounts and records of the Association at least once each year. A qualified accountant appointed at each Annual General Meeting or two suitably qualified individuals (not on the Board) must do this audit. At each Annual General Meeting of the Association, the auditor submits a complete statement of the books for the previous year.

#### **5.3 Seal of the Association**

The Board may adopt a seal as the Seal of the Association. The Secretary has control and custody of the seal, unless the Board decides otherwise.

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.

#### **5.4 Cheques and Contracts of the Association**

- a. The designated Executive members of the Board sign all cheques drawn on the monies of the Association as per budget approval. The cheques of the Association must be signed by any 2 of the following: the President, Vice President, Treasurer or Secretary. The Secretary shall register the motion appointing signing authorities with the financial institute.
- b. All contracts of the Association must be signed by the Executive members or other persons authorized to do so by resolution of the Board.
- c. Any unbudgeted expenditure by the Association, in excess of \$1,000, requires the approval of a majority of the Executive Board prior to the expenditure being made.
- d. The Executive or Administration shall not sell, mortgage, lease for over one year, or otherwise dispose of any real property owned by the Association unless authorized to do so at a special meeting of the

Association called for that purpose for which at least one month's notice must be given in the manner provided for calling special meetings.

- e. The funds of the Association, however derived, shall not be expended for objects inconsistent with those authorized by the Societies Act.
- f. Subject to the bylaws of the Association, the Executive are authorized to receive and expend grants and other funds of the Association on behalf of the Association.
- g. The Executives are authorized to invest the funds of the Association that are not immediately required only in accordance with the Trustee Act.

#### **5.5 The Keeping and Inspection of the Books and Records of the Association.**

- a. The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board. The President will initial all minutes and financial reports after approval by resolution.
- b. 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. A backup electronic copy of the minutes may also be kept.
- c. The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Alberta Societies Act, or any other statute or laws.
- d. A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of the intention to do so.
- e. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.
- f. All financial records of the Association are open for such inspection by the Members, during normal business hours and with reasonable notice.
- g. Other records of the Association are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

#### **5.6 Banking Arrangements**

The banking business of the Association shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by the Executive. Such banking business or any part thereof shall be transacted under the direction of the Executive.

#### **5.7 Borrowing Powers**

- a. The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- b. The Executive may from time to time on behalf of the Association, without authorization of the Members:
  - 1. borrow money upon the credit of the Association;
  - 2. issue, or reissue promissory notes or other evidence of the indebtedness or guarantee of the Association, whether secured or unsecured;
  - 3. give a guarantee on behalf of the Association, to secure performance of any present or future indebtedness, liability or obligation of any person; and
  - 4. create a security interest in all or any of the property, real or personal, of the Association

### **5.8 Lending Power**

The Executive may not, without authorization of the Members, lend money to or guarantee the debts of any person in any amount in excess of \$250.00. Loans or guarantees up to the amount of \$250.00 shall only be permissible as an advance on disbursements or expenses to be incurred by a person on behalf of the Association.

### **5.9 Custody of Securities**

All shares and securities owned by the Association shall be lodged in the name of the Association with a chartered bank or a trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by the Board.

### **5.10 Payments**

No Member, Executive or Officer of the Association receives payment for their services. Reasonable expenses incurred while performing Association duties may be reimbursed with Board approval and should be budgeted for. This would include baby-sitting costs to attend Board meetings, meals when a meeting extends over a regular mealtime, but not alcohol. Any other reimbursements must be pre-approved before the expense is incurred.

### **5.11 Protection and Indemnity of Directors and Officers**

- a. 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 the role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, wilful negligence, conflict of interest or bad faith.
- b. 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 fraudulent, dishonest or in bad faith.
- c. Directors or Officers can 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.
- d. The Association shall and does hereby indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Association's request as a Director or officer of the Association or a person who undertakes or has undertaken any liability on behalf of the Association, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal, or administrative action or proceeding to which she is made a party by reason of being or having been a Director or officer of the Association or undertaking or having undertaken any liability on behalf of the Association, if:
  1. they acted honestly and in good faith with a view to the best interests of the Association; and
  2. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that her conduct was lawful.

## **Article 6 – Amending the Bylaws**

**6.1** These Bylaws may be rescinded, altered or added to by a Special Resolution as defined in the Societies Act at any Annual General or Special Meeting of the Association.

**6.2** The 21 days' notice of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.

**6.3** The amended bylaws, after approval of the Special Resolution at the Annual General Meeting or Special Meeting, are effective upon acceptance and return stamped by the Corporate Registry of Alberta.

## **Article 7 – General**

### **7.1 Representative colours and logo**

The official colours of the Association shall be green and white. After September 1st, 2002, the uniforms of any team sent, sanctioned, or sponsored by the Association to represent the Province of Alberta in any Inter-Provincial, National or International competition shall be of these colours and no other. The Association may adopt a logo which may be incorporated on any stationery, document, clothing or signage of the Association.

### **7.2 Affiliations**

The Association may maintain its affiliations with Netball Canada, and World Netball, including designated successorship title Association.

## **Article 8 – Rules of Order**

### **8.1 Robert's Rules of Order**

In the event of a situation arising not covered by these Bylaws, parliamentary procedure shall apply, as regulated by Robert's Rules of Order.

In the event of situations arising not mentioned in the Bylaws, procedures shall apply, as regulated by the Board of Director's Manual, the Societies Act or by Canadian federal or local law.

## **Article 9 – Distributing Assets and Dissolving the Association**

9.1. The Association does not pay any dividends or distribute its property among its Members.

9.2. In the event of a dissolution of the Association , the Director may appoint as liquidator one or more persons to adjust and settle the affairs of the Association and for that purpose the persons so appointed have full power to sell and dispose of the assets of the Association (ASA Sect. 42 -1).

APPROVED by the Directors of the Association as of the 4th day of November 2024

and confirmed by the Members of the Association as of the \_\_\_\_\_ day of \_\_\_\_\_