

**SOCIETY
BY-LAWS
FOR:**

ALBERTA SPORT DEVELOPMENT CENTRE: NORTHEAST

1. MEMBERS

- a. The Alberta Sport Development Centre shall have three membership categories as follows:
 - i. **Individual-** Any individual wishing to support the collaborative development of sport opportunities in Northeastern Alberta not already a member by virtue of affiliation with a member organization.
 - ii. **Organizational-** Any sport organization in Northeastern Alberta that provides opportunities for Northeastern Albertans to learn, practice and/ or participate in sports and maintains an annual membership roster. All current members of any such organization shall be considered members of the Alberta Sport Development Centre.
 - iii. **Affiliate-** Any commercial and/ or non-profit organization that supports the development of athletes and/ or sport, yet does not maintain a membership roster for the purpose of participation in sports activities.
- b. Any member may be represented at any meeting of the Alberta Sport Development Centre by attending in person or in the case of an organization or affiliate, their selected delegate.
- c. Any member may withdraw from membership provided the member's duties and obligations to the Centre have been met.
- d. The Board of Directors may expel any members from the Centre for reasons deemed sufficient. The expelled member must be notified in writing of this action.
- e. Any Director upon a majority vote of all members in good standing may be removed from office for any cause which the Centre may deem reasonable.

2. MEETINGS OF THE MEMBERS

- a. The Alberta Sport Development Centre shall conduct an Annual General Meeting (AGM) no later than May 30th of each year. The business of the AGM shall include:
 - i. Election of the Board of Directors
 - ii. Appointment of an auditor

- iii. Reports from Executive Committee and Committee Chairpeople.
 - iv. Business as determined by the Executive of the Centre
 - v. Presentation of the audited financial statements.
- b. Special Meetings of the Members may be held if requested by the Board of Directors or upon request by three members. Notice of Special meetings will be given by mail or telephone or email to the last known address or telephone number or email address of each member, delivered by mail and postmarked one month prior to such meeting. If notice is by telephone or email, contact shall be made at least seven (15) days prior to such meeting.
 - c. 60% of Alberta Sport Development Centre's members constitutes a quorum at any Annual General Meeting, General Meeting or additional meetings of the Members.
 - d. No business shall be conducted at a meeting of Members unless a quorum of Members is present.
 - e. If there is no quorum 30 minutes from the appointed time for the meeting, the meeting adjourns to the same day, 30 minutes later, If a quorum so not present at the adjourned meeting, the Members present are the quorum for that occasion only. The only exception to this is if the Members requested the meeting and then the meeting will simply end.
 - f. Any notice of the Annual General Meeting, General Meeting or additional meeting of the Centre shall be communicated to the registered members at least one month in advance of the meeting. The notification will be made by phone, email or mail.
 - g. The Chairperson of any meeting in order of availability are:
 - i. President
 - ii. Vice-President
 - iii. Past-President

If neither I,II or III are available fifteen (15) minutes after the meeting is to begin, the Members by majority vote shall select who is present at the meeting to chair the same.

- h. The Chairperson of a meeting, may, with consent of the Members, adjourn the meeting, and the only business conducted at the adjourned meeting is the unfinished business. No notice of the adjourned meeting is provided unless a meeting adjourns for more than 10 days.
- i. Member organizations will have one vote per organization. Any member not represented by an organization will have one (1) vote. All votes must be made in person (no proxies allowed). Votes shall be made by show of hands.

3. BOARD OF DIRECTORS

- a. A Board shall manage the business and administration of Alberta Sport Development Centre-Northeast and shall not exceed 12 members.
- b. Any members of the Board of Directors must be a member of the Alberta Sport Development Centre and is elected at the AGM for a two (2) year term or a three one year terms if selected as Vice-President.
- c. A member cannot be a member of the Board of Directors for more than six (6) consecutive years.
- d. If a member of the Board of Directors retires, resigns or leaves his/her position prior to the expiration of his or her term, the Board of Directors will attempt when possible, to replace the vacancy on the Board of Directors. The replacement will begin his/her term at that date and will be ratified at the next AGM.
- e. The Board of Directors must elect a President from the members of the Board in their first, second, third, fourth or fifth year of their 6-year maximum term. The President is then able to hold the office for one term before holding the Past-President position in his/her sixth year.
- f. The duties of the Board of Directors include:
 - i. Managing the business of the Centre including the investing and borrowing of funds,
 - ii. Following the Bylaws of Alberta Sport Development Centre: Northeast
 - iii. Obeying all applicable municipal, provincial and federal laws
 - iv. Forming any committees in addition to those set out in the Bylaws,
 - v. Hiring individuals or corporations to carry out the work or object of the Centre
 - vi. Reporting it's activities to a meeting of the members at least once a year at the Annual General Meeting.
- g. Any director or officer, upon a majority vote of all members in good standing, may be removed from the office for any cause which the society may deem reasonable.

4. FINANCIAL AFFAIRS

- a. The fiscal year for Alberta Sport Development Centre: Northeast shall be June 30th- July 1st.
- b. The Board of Directors determines the institutions(s) that have the Alberta Sport Development Centre: Northeast bank accounts, however, it must be an institution that has a R1 rating.
- c. The books of Alberta Sport Development Centre must be audited at least once each year prior to the Annual General Meeting. The audit must be performed in accordance with the regulations as set out by Alberta Municipal Affairs and the Societies Act.

- d. The books and records of the Secretary and Treasurer may be inspected by any member of the society at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.
- e. The Board of Directors may authorize the investment of Albert Sport Development Centre funds in any securities approved by the Government and the Province of Alberta for Trustee Investments.
- f. The Board of Directors may borrow money using the credit of Alberta Sport Development Centre on whatever terms it determines appropriate. The Board of Directors can use any property of the Centre to obtain the loan. The Board of Directors can appoint any person on behalf of Alberta Sport Development Centre to sign all documentation necessary to obtain the loan. Debentures can only be issued by special resolution of the members with approval vote of $\frac{3}{4}$ of the members or delegates entitled to vote, at a meeting of Alberta Sport Development Centre.
- g. No members of the Centre shall be paid for their work as a member, a member of the Board of Directors, an officer or a member of any of the committees unless otherwise provided.

5. OFFICERS- EXECUTIVE COMMITTEE

- a. The Board of Directors shall maintain an Executive Committee. The Executive Committee's duty is to supervise and direct the general work and administration of the Alberta Sport Development Centre and shall consist of the following officers: Past President, President, Vice-President, and a Secretary and Treasurer. The President, Vice President, Secretary and Treasurer are elected by and from the members of the Board of Directors.
- b. The President will serve a one (1) year term and all others will serve two year terms. When a Vice-President is elected they are elected for three one year terms as they transition through the terms of Vice-President, President and Past President. Reappointment is at the discretion of the Board of Directors in the case of the President, Vice-President and Treasurer.
- c. The duties of the Executive Committee are as follows:
 - i. **Past President-** to assist the President in the operations of the Board of Directors of where no Past President exists, a Member at Large shall assume those duties.
 - ii. **President-** to call and chair all meetings of the Board of Directors and to call special meeting whenever it is necessary or as provided for as set out in Section 6 below.
 - iii. **Vice-President-** to perform the duties of President when necessary and to maintain a liaison with all committee chairpeople.

- iv. **Treasurer-** to chair the committee responsible for finance, manage and keep records of all financial transactions, establish and monitor an annual budget.
- v. **Secretary-** to record minutes and maintain records of all meetings of the organization. Keeps records of the by-laws and policy statements. Records all motions and decisions in meetings. Files the annual return, amendments to the bylaws and other incorporating documents with the Corporate Registry.

6. MEETINGS OF THE BOARD OF DIRECTORS

- a. Regular meetings of the Board of Directors shall be held throughout the year at the times and location determined by the President, but must be held at least quarterly.
- b. The Board of Directors must hold a meeting no more than fourteen (14) days after the AGM of the members for the purpose of electing officers, appointing committees and transacting any other business as may be necessary.
- c. Special meetings of the Board of Directors may be requested any time by the President or if requested in writing by at least three (3) members of the Board of Directors.
- d. Meetings of the Board shall be called by 30 days notice to each Director.
- e. 60% of the members of the Board of Directors at any meeting constitutes a quorum.

7. OTHER COMMITTEES

Committees and their chairs may be appointed from time to time by the Board of Directors. The membership of the committee and the time and place of their meeting shall be defined by that appointed chair. The majority of any committee constitutes a quorum.

8. LIQUIDATION OR TERMINATION OF THE SOCIETY

The Society shall be terminated voluntarily whenever a Special Resolution is passed requiring the Society to be so terminated. In the event of liquidation, dissolution or termination of the Society, the property of the Society shall be distributed as follows:

- a. Where funds are held by the Society in trust for and on behalf of any organization, all such funds shall be returned to such organization
- b. Where funds are held by the society in trust to be used as directed by a funding or gaming application, all such funds shall be returned to such organizations.

- c. Any remaining funds held by the society shall be directed into the capital funds of the Games Legacy Grant held by the Municipality of Wood Buffalo.
- b. for the objects and purposes stated in these By-laws; or
- c. as otherwise directed by a Justice of the Court of Queen's Bench of Alberta.

9. GENERAL PROVISIONS

- a. The bylaws of Alberta Sport Development Centre: Northeast can only be changed by a special resolution. A special resolution passed at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members in attendance who, if entitled to do so, vote in person.
- b. Changes to the bylaws do not come into effect until the special resolution is registered at Corporate Registry.
- c. The address of the Alberta Sport Development Centre: Northeast and its associated records including financial records, and minutes shall be located and inspected during regular business hours by its members at:

Alberta Sport Development Centre: Northeast
 c/o Keyano College
 Box 10
 8115 Franklin Ave
 Fort McMurray AB
 T9H 2H7

Dated.....

Signature: _____ Print Name: _____	Address: (including Postal Code)
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WITNESS

Signature: _____ Print Name: _____	Address: (including Postal Code)
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