



BY-LAWS OF MSB UNITED SOCCER CLUB

May 6, 2019

Table of Contents

Article 1 General

Article 2 Name and Object

Article 3 Memberships

Article 4 Meetings

Article 5 Board of Directors

Article 6 Election of the Board of Directors

Article 7 Officers of the Club

Article 8 Committees

Article 9 Finance and Fiscal Year

Article 10 By-Law Amendments

Article 11 Other Regulations

Article 12 Indemnification

Article 13 Dissolution of the Club

Article 14 Laws of the Game

Article 15

Article 16



BY-LAWS OF MSB United Soccer Club

Article 1: GENERAL

1.1 Definitions:

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Societies Act* from the Province of Alberta including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "Age of Majority" means of the legal voting age in the Province of Alberta.
- c. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d. "board" means the board of directors of the Corporation and "director" means a member of the board;
- e. "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- f. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- g. "ordinary resolution" means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- j. "player" is an individual currently registered to play for a soccer team of the Club.



1.1 In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Article 2: NAME of CLUB

2.1 MSB United Soccer Club will hereinafter be referred to as the Club.

Article 3: MEMBERSHIPS

Section 1: Classes

3.1.1 There shall be two (2) classes of membership in the Club, namely Playing Member, and Associate Member.

3.1.2 A Playing Member is:

- a) The legal guardian of a player(s) registered to play for a soccer team of the Club or a registered player of the Age of Majority.
- b) In good standing as per 3.2.1.
- c) If in good standing, one legal guardian is entitled to (1) vote per registered player at all General or Special meetings of the Club. The vote(s) may only be used by a legal guardian of the Age of Majority, or a registered player of the Age of Majority, on the date of voting. Voting by proxy is not permitted.

The membership term of a Playing Member is 6 months from the start date of the most recent season for which a player is registered and for which all fees have been paid or cleared by the board as per 3.2.1.

3.1.3 An Associate Member is:

- a) Not a Playing Member.
- b) A volunteer, not paid, of the Club.
- c) Asked by the Board to accept membership in the Club.
- d) An individual who has accepted membership in the Club.
- e) In good standing with the Club.
- f) If in good standing, entitled to (1) vote at all meetings of the Club. Voting by proxy is not permitted.

The membership term of an Associate Member is 6 months from the date they accept membership in the Club.

Section 2: Membership Requirements

3.2.1 A member shall be in good standing by ensuring they:



- a) Have an active membership with the Club.
- b) Are not in arrears with any current season dues or registration fees. The Board of Directors shall set the seasonal fees and deadlines payable by a family member or an associate.
- c) The President and 2 other Board members at its discretion may grant relief from any fee requirements. Any such relief must be reported at the next board meeting.
- d) Not undergoing disciplinary action or under suspension in the Club as per 3.2.2.

3.2.2 Member registration fees shall be set Annually or as needed, by the Officers of the Board of Directors (“Executive”) as an Ordinary Resolution of the Board.

Section 3: Membership Privileges

3.3.1 A member, if in good standing, shall be entitled to vote at all general and special meetings of the Club.

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

3.3.3 A member in good standing may be nominated and accept a position with the Board.

3.3.4 A member in good standing may withdraw from the Club without prejudice at any time. Members may withdraw their membership from the Society and have their names removed from the Register of Members by submitting written notice to the Secretary of the Society of their intent.

3.3.5 Memberships are not transferable.

Section 4: Disciplinary Action

3.4.1 Members may be suspended, and/or expelled from membership in the Club for:

- a) Misconduct or for actions detrimental to the Club.
- b) Violation of any part of these bylaws.
- c) Violation of the Calgary Minor Soccer Code of Conduct
- d) Violation of the Calgary Minor Soccer Harassment Policy
- e) Violation of the Canada Soccer Code of Ethics and Conduct

3.4.2 Suspensions may be enacted by a (2/3) majority vote of the board at a meeting, whether Board, general, or special, after an investigation has been made at which the member concerned has been given a hearing. When such a hearing is initiated, notice of such hearing shall be given to all concerned in writing, not less than seven (7) days before such hearing. The hearing may be held by the Board of Directors, a sub-committee of the Board or by a special committee struck by the Board to conduct such a hearing. If the concerned member does not attend the hearing after being duly notified by the Club, the Board shall make a decision in his/her absence.



3.4.3 The board may enact a temporary suspension for the reasons specified in 3.4.1, in advance of and leading up to a hearing.

Article 4: MEETINGS

Section 1: Board/Management General Meetings

4.1.1 The Club management meeting(s) shall be held in Calgary as determined by the President and the Board of Directors, a minimum of once each calendar quarter.

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

Section 2: General or Special Membership Meetings

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

Section 3: Notice

4.3.1 Notice of the time and place of all (General or Special Meetings) meetings and the general nature of the business to be transacted shall be communicated to each member by club website, or by a newspaper advertisement, or by telephone calls, or electronic mail, at least ten (10) days before the time fixed for the holding of such meeting.

Section 4: Procedural Rules

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

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

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

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

4.4.5 A motion, with the exception of a special resolution, will be passed by a simple majority. In case of a tie, the President will cast the deciding vote.

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

Article 5: BOARD OF DIRECTORS

Section 1: General



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

5.1.2 The Board of Directors shall consist of not more than nine (9) members but no less than five (5) members. The Board positions are:

- a) President
- b) Vice President 1 (Operations)
- c) Vice President 2 (Administration)
- d) Secretary
- e) Past President
- f) 4 Directors

5.1.3 Each member of the Board shall be elected and hold office for 2 year terms as follows:

- a) During Odd numbered Calendar years: President, Vice President 2 (Administration), Secretary and Registrar
- b) During Even numbered Calendar years: Vice President 1 (Operations), Treasurer, 2 Directors
- c) Past President is not an elected position but is fulfilled by the immediate past president of the Club for a duration not exceeding 2 years.

In the event that an elected Board Member does not fulfil their full term, an interim board member may be elected at a General or Special meeting of the Club to fill the remainder of the vacated term.

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

Section 2: General Powers

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

Section 3: Specific Powers

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

- Establish policy to carry out the objectives/mission of the Club.
- Levy such assessments and set compensation rates as may be necessary to promote and conduct the purposes of the Club.
- Exercise for the Club all powers, duties and authority vested in or delegated to the Club.
- Ratify appointments made by the President of additional officers, directors, and agents for the Club.

Section 4: Specific Duties

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

- Cause to be kept a complete record of all its acts and affairs and to present a statement thereof at the annual meeting of the Club.



- Supervise all officers, managers, staff, volunteers of the Club, and to see that their duties are appropriately performed.
- Cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate.
- File such annual reports as may be required.

Section 5: Vacancy in office

5.5.1 In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Club or member of the Board by 2/3 vote. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a director (if a necessary qualification of appointment); or
- d. such officer's death.

If the office of any officer of the Club shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy until the next meeting of the membership.

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

Section 6: Execution of Documents

5.6.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by the President of the Board and any 1 additional officer. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Club to be a true copy thereof.

Section 7: Compensation

5.7.1 No Director shall receive compensation for services but shall be entitled to be paid any out-of-pocket expenses incurred during the course of discharging any duty for the Club.

Section 8: Quorum

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

Section 9: Manner of Acting



5.9.1 Each member of the Board of Directors shall have one vote at any regular or special meeting of the Board of Directors. Except as otherwise provided by law, or by these By-Laws, the action of a majority vote of the Directors present at a meeting in person, shall be the act of the Board of Directors.

Section 10: Officers of the Board of Directors

5.10.1 The President of the Club shall serve as the Chairman of the Board of Directors. The Secretary of the Club shall serve as Secretary of the Board of Directors.

Section 11: Meeting of the Board of Directors

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

5.11.2 The Board of Directors may hold its meetings at such place or places within the Province of Alberta as it may from time to time determine, provided that no more than three (3) months shall elapse between meetings.

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

5.11.4 In default of the previous statement, notice of meetings shall be delivered, telephoned or sent by electronic mail to each director not less than seven (7) days before the meeting is to take place, or shall be mailed to each director not less than ten (10) days before the meeting is to take place.

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

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

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

5.11.8 A directors meeting shall be held without notice, immediately following the Annual Meeting of the Club or a General Meeting called for the election of directors.

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

5.11.10 Motions arising at any meeting of directors shall be passed by a majority of votes as indicated by a show of hands. In case of an equality of votes the motion shall be determined by a vote from the President.

Section 12: Conflict of Interest

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



5.12.2 A Director shall declare a conflict of interest and abstain from voting on any discussion matter relating specifically to his/her involvement with another soccer organization, private business interest or outside not-for-profit or charitable organization, or matters which pertains to their own child(ren);

5.12.3 Any Director who, by personal or business conduct violates any part of this section may be suspended from the Board of Directors by a two-third (2/3) majority vote of the Board concerned after an investigation has been made at which the Director concerned has been given a hearing. When such a hearing is initiated, notice of such hearing shall be given to all concerned, in writing, not less than seven (7) days before such hearing.

Article 6: ELECTION OF THE BOARD OF DIRECTORS

Section 1: General

6.1.1 The Board of Directors shall be elected during an Annual Meeting as per the schedule specified in 5.1.3. Notice will be posted on the website and electronic mail to the membership at large a minimum of 10 days prior the Annual Meeting.

Election of the Board of Directors shall be by secret ballot.

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

6.1.3 Additional nominees if present and duly nominated and seconded can be nominated up to (3) business days prior to the AGM and added to the list of candidates, only if agreed to by the nominee.

6.1.4 To be nominated, a nominee must be a member of the Club in good standing.

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

6.1.6 If there is only one nominee for a position they shall be declared the winner by acclamation.

6.1.7 The ballots shall be tabulated by a committee of non-voting member(s) named by the President of the Club.

6.1.8 The nominee receiving the largest number of votes for a position shall be declared elected for that position.

6.1.9 Each director at the time of his election shall be deemed to be a member of the Club for the next current term.

6.1.10 The President of the retiring Board of Directors may, if he desires, accept the position of Past-President on the new Board of Directors for a term not exceeding two (2) years.

Article 7: OFFICERS OF THE CLUB

Section 1: Officers



7.1.1 The Officers of the Club shall be a President, a Vice-President of Operations, a Vice-President of Administration, a Registrar, a Treasurer and a Secretary.

Section 2: Consecutive Terms

7.2.1 A member may serve in the position of President, Vice-Presidents and Treasurer for only three (3) consecutive terms before stepping down from that Officers role. A member may serve an unlimited number of terms as an Officer provided they comply with all by-laws. Said members that have served as an Officer for minimum of 1 year after stepping down, may be eligible to run for any of the listed 2 year terms for a max of two (2) consecutive terms thereafter.

Section 3: Resignation

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

Section 4: Duties

7.4.1 The Officers of the Club shall perform the duties hereinafter mentioned, notwithstanding any other duties, which may or may not be contained in the CLUB By-Laws.

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

7.4.3 The Vice Presidents in their order, VP of Operations (#1) and VP of Administration (#2), shall perform the duties of the President in the event of their absence or resignation, in addition to other duties and appointments, and if they or any such director that the Board of Directors may from time to time appoint for that purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

7.4.4 The Treasurer with the permission of the President can ask another director to act as Treasurer in their absence. The Treasurer or his substitute shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of accounts. The Treasurer shall deposit all monies and or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Club under the direction of the board of Directors, taking proper vouchers therefore and render to the board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Club. The Treasurer and Executive shall be responsible for providing oversight on all financial matters of the Club. The Treasurer shall direct the preparation of an annual budget and other financial analysis as required. The Treasurer shall ensure that



the Club-appointed bookkeeper (if required) executes their duties in a timely and accurate manner. The Treasurer shall perform other duties as may from time to time be determined by the Board of Directors.

7.4.5 The Registrar with the permission of the President can ask another director to act as Registrar in his (or her) absence. The Registrar or his substitute lead and assist with Club registration, team evaluations and formation, submission of team rosters to Calgary Minor Soccer Association, receiving and answering emails, telephone messages regarding Club, attending monthly Board meetings, communicating information to Board Members, Calgary Minor Soccer, contacting and working with volunteers, club coaches and managers.

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

Article 8: COMMITTEES

Section 1: Appointment

8.1.1 The President shall appoint and the Board of Directors shall confirm the appointments to and chairmen of such fixed, ad hoc, and specific committees as are deemed necessary to advance the work of the Club.

Section 2: Fixed Committees

8.2.1 The Fixed Committees shall include:

a) Evaluations

This committee shall be responsible for the planning and execution of annual player evaluations, scheduling, and process. This will be led by the Evaluation Coordinator coach appointed by the President. A group of same coaches attending all age group scrimmage evaluations to help with the process. The 6 evaluation coaches with a minimum of one Director, along with the particular age group coordinator of the session, will assist with the evaluations process.

b) District Connection

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



c) Appointments

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

d) Financial Planning

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

Section 3: Ad Hoc and Specific Committees

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

Article 9: FINANCE AND FISCAL YEAR

Section 1: Fees

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

Section 2: Funds

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

Section 3: Borrowing

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

Section 4: Fiscal Year

9.4.1 The fiscal year end of the Club shall begin on the first day of February, and end on the last day of January.

Section 5: Books and Records



9.5.1 The books and records shall at all times be subject to inspection by any active member of the Club during reasonable business hours, in accordance with by-law. Written requests will be responded to within seven (7) business days.

Section 6: Financial Statements

9.6.1 Financial statements, which at a minimum shall consist of an income statement and balance sheet for the previous period and the fiscal year to date, showing the financial condition of the Club shall be prepared for regular meetings of the Board of Directors.

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

Section 7: Auditors

9.7.1 Accounts of the Club shall be audited annually by two (2) officers of the Club selected by the Board of Directors.

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

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

Section 8: Authority to Execute

9.8.1 No obligation on the part of the Club shall be entered upon without the prior approval of the Board of the Directors, except as to day to day expenditures previously authorized through budget resolution and matters involving amounts less than \$ 500. All cheques and negotiable instruments signed or executed on behalf of the Club shall be signed and executed by the President and the Treasurer.

9.8.2 Signing authority must be changed over within 30 days following the AGM, in the event that the president or treasurer is a new member. During the transition, the Past President or Outgoing Treasure may be signing authority. The minutes from the AGM must be made available to the Outgoing President or Outgoing Treasure within seven (7) days following the AGM. The AGM minutes are required to present to the bank(s) to have the signing authority changed.

Article 10: BY-LAW AMENDMENTS

Section 1: General

10.1.1 Future changes may be made only by a special resolution of the members as defined in Section 1(d) of the Societies Act. No proposed amendments to the By-Laws shall be made or accepted unless written notice signed by two (2) Directors has been received by the Secretary of the Club.

10.1.2 Such notice and the proposed amendments must reach the Secretary Thirty (30) days prior to the Annual -General Meeting, and shall be circulated to all members Twenty-One (21) days prior to the



Annual General Meeting. Proposed amendments shall be placed on the Annual General Meeting agenda.

10.1.3 Any proposal for amendments to the By-Laws at the Annual General Meeting not carried by a 75% vote of the members present shall not be reintroduced for two (2) years, unless the Board of Directors deem its reintroduction advisable and necessary.

Article 11: OTHER REGULATIONS

Section 1: General

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

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

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

ARTICLE 12: INDEMNIFICATION

Section 1: Who May Be Indemnified

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

Section 2: Misfeasance

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

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

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



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

Section 3: Application

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

Article 13: DISSOLUTION OF THE CLUB

Section 1: General

13.1.1 Dissolution of the Club can only be proposed by a special resolution.

13.1.2 If the resolution is passed by the members, then all capital assets of the Club will be evaluated as to their monetary value, this amount will be added to the liquid assets of the Club, then the total assets of the Club will be dispersed as decreed in the statement of the special resolution.

13.1.3 Duplicate copies of Article of Dissolution will be filed with the Registrar of Corporations if the members pass the special resolution.

Article 14: LAWS OF THE GAME

Section 1: General

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

Article 15: Invalidity of any Provisions of this By-law

15.1 The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

Article 16: Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Club has provided notice in accordance with the by-laws or any error in any notice not affecting its substance



shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

These said Club Bylaws are approved on this ____ Day, in the Month of May, 2019.

President, Peter Porco

Signature: _____

Vice President Operations, Dale Hindmarsh

Signature: _____

Vice President Administration, John Aiello

Signature: _____

Past President, Greg Gerritsen

Signature: _____

Witness:

Secretary, Colin May

Signature: _____