

CALGARY SOUTH WEST UNITED SOCCER ASSOCIATION

OFFICERS' CERTIFICATE

The undersigned hereby certifies, for and on behalf of Calgary South West United Soccer Association ("CSWU"), in his capacity as Secretary of CSWU and not in his personal capacity and without personal liability, that attached hereto as Schedule "A" is a true, correct and complete extract of the special resolution of the members of CSWU (the "**Resolutions**") which were duly passed by the members of CSWU at an annual meeting on April 21, 2018 and remain in full force and effect, unamended, as of the date hereof and no proceedings have been taken or are pending to amend, supplement, cancel or repeal the Resolutions as of the date hereof.

DATED the 23rd day of April, 2018.

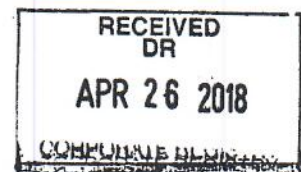
CALGARY SOUTH WEST UNITED SOCCER
ASSOCIATION

Per:



Name: Bruce Hibbard

Title: Secretary



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CALGARY SOUTH WEST UNITED SOCCER ASSOCIATION

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Schedule "A" – Resolutions

THE FOLLOWING SPECIAL RESOLUTION WAS PASSED AT A MEETING OF THE MEMBERS OF CALGARY SOUTH WEST UNITED SOCCER ASSOCIATION ("CSWU") HELD ON APRIL 21, 2018:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT the by-laws of CSWU be amended so as to implement the changes to such by-laws presented to the members of CSWU and attached to the Notice of Annual Meeting of CSWU dated March 19, 2018 and that the prior by-laws of CSWU be repealed."





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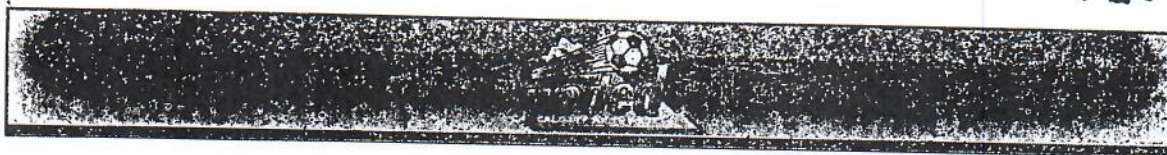
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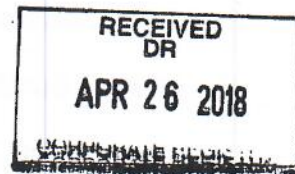
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ARTICLE 1
PREAMBLE



1.1 Prior Bylaws

These Bylaws shall supercede and replace in their entirety the Bylaws of CSWU dated May 29, 2014.

1.2 CSWU

The name of the Society is Calgary South West United Soccer Association, which may also be known or referred to as "CSWU" or "SWU".

1.3 Bylaws

The following articles set forth the Bylaws of Calgary South West United Soccer Association.

ARTICLE 2
DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 "Act" means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 "Annual General Meeting" means the annual general meeting described in Article 6.1.
- 2.1.3 "Associate Member" means an individual meeting the requirements of Section 5.1.3.
- 2.1.4 "Board" means the Board of Directors of CSWU.
- 2.1.5 "Bylaws" means the Bylaws of CSWU as amended.
- 2.1.6 "CSWU" or the "Society" means Calgary South West United Soccer Association.
- 2.1.7 "Club Member" means an individual meeting the requirements of Section 5.1.2.
- 2.1.8 "Director" means any person elected or appointed to the Board.
- 2.1.9 "Executive Committee" means those individuals described in Section 7.6.2(a).
- 2.1.10 "Finance Committee" means those individuals described in Section 7.6.3.

2.1.11 **"General Meeting"** means the Annual General Meeting or a Special Meeting.

2.1.12 **"Good Standing"** means for:

- (a) Club Members, such person or family has one or more family members registered in a soccer program with CSWU, has paid when due (or other accommodation has been made for the payment of such fees consistent with CSWU's practices) its or their applicable fees to CSWU for such soccer program and has not been suspended in accordance with Section 5.6 hereof; and
- (b) Associate Members, such member has paid when due its applicable membership fee.

2.1.13 **"Grassroots Committee"** means those individuals described in Section 7.6.4.

2.1.14 **"Members"** means those persons described in Article 5.

2.1.15 **"Officer"** means any Officer listed in Section 7.2.

2.1.16 **"Register of Members"** means the register maintained by the Board of Directors containing the names of the Members of CSWU.

2.1.17 **"Registered Office"** means the registered office for CSWU.

2.1.18 **"Special Meeting"** means a special meeting described in Article 6.2.

2.1.19 **"Special Resolution"** as defined in the Act as requiring, amongst other things:

- (a) a resolution passed at a General Meeting or Special Meeting of the Members entitled to vote and approved by a vote of 75% of the Voting Members in attendance and who cast a vote; or
- (b) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.20 **"Technical Committee"** means those individuals described in Section 7.6.5.

2.1.21 **"Technical Director"** means the person hired as Technical Director by the Executive Director and supervised by, and reporting directly to, the Executive Director of CSWU.

2.1.22 **"Voting Member"** means a Member entitled to vote at the meetings of CSWU.

2.2 Interpretation

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

- 2.2.1 Singular and Plural: the singular shall include the plural and vice-versa. Masculine shall include the feminine and vice-versa.
- 2.2.2 Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.3 Liberal Interpretations: These Bylaws shall be interpreted broadly and generously.

ARTICLE 3 **OBJECTS OF CSWU**

3.1 Objects of CSWU

- 3.1.1 The objects of CSWU are detailed in the Article of Incorporation.

ARTICLE 4 **AFFILIATION**

4.1 CSWU Affiliations

CSWU shall be affiliated with Calgary Minor Soccer Association (CMSA), Alberta Soccer Association (ASA) or any other soccer, sports or other association that the Board deems appropriate in order to advance the objects of CSWU.

ARTICLE 5 **MEMBERSHIP**

5.1 Classification of Members

For the purposes of this Article 5, "family" shall be deemed to include legal guardians of a minor child.

5.1.1 Categories of Members

There are two categories of Members:

- (a) Club Members; and
- (b) Associate Members.

5.1.2 Club Members

To become a Club Member, an individual must have a child registered in a soccer program with CSWU. Each family is entitled to one vote as a Club Member, regardless of the number of family members registered in a soccer program with CSWU.

5.1.3 Associate Members

To become an Associate Members, such individual must be:

- (a) registered as a coach with a soccer team of CSWU;
- (b) an elected director of CSWU;
- (c) a volunteer of CSWU; or
- (d) such other individual as the Board may determine by majority vote.

5.2 Admission of Members

5.2.1 Club Members and Associate Members

Any individual or family may become a Club Member or an Associate Member by meeting the requirements set forth in Sections 5.1.2 or 5.1.3. The individual or family will be entered as a Member under the appropriate category in the Register of Members.

5.3 Membership and/or Registration Fees

5.3.1 Setting Membership and/or Registration Fees

The Board may charge an annual membership and/or registration fee for each category of Member and for players registered in a soccer program with CSWU at its discretion.

5.4 Rights and Privileges of Members

5.4.1 Any Member in Good Standing is entitled to:

- (a) receive notice of meetings of the membership of CSWU;
- (b) attend any meeting of the membership of CSWU;
- (c) subject to Section 5.4.2, speak at any meeting of the membership of CSWU; and
- (d) exercise other rights and privileges given to each category of Member, as applicable, in these Bylaws.

5.4.2 Voting Members

The only Members who can vote at meetings of CSWU are Club Members in Good Standing and who are at least eighteen (18) years old at the time of the vote. Associate Members may attend, but not vote at, any General Meeting.

5.4.3 Number of Votes

Each Voting Member is entitled to one (1) vote at a meeting of CSWU.

5.5 Code of Conduct

5.5.1 Members, Directors, Officers, employees and contractors of CSWU:

- (a) have an obligation to abide by the Bylaws, policies, practices and regulations of CSWU, including those of the Board and its subcommittees, and to act in a manner that is consistent with the best interests of CSWU as a whole and not in manner that is, provides the potential for, or the appearance of, an opportunity for personal benefit at the expense of CSWU, wrongdoing or unethical conduct;
- (b) shall at all times conduct themselves with integrity and in a manner that upholds CSWU's reputation;
- (c) shall not use information gained as a result of being Members, Directors, Officers, employees or contractor of CSWU in a manner so as to disadvantage CSWU or provide an advantage to another organization providing similar services and opportunities; and
- (d) without limiting the generality of the foregoing, shall not harass another Member by actions that include, but are not limited to, unwelcome remarks, invitations, social media contact, dissemination, posting or otherwise, gestures or physical contact that, whether direct or indirect or explicit, has the purpose or effect of humiliating, interfering with or creating an intimidating situation for that other Member. Racial, cultural, sexual or other discriminatory comments or actions will not be tolerated.

5.6 Suspension of Membership

5.6.1 Decision to Suspend

The Board, at a special meeting of the Board called for that purpose, may suspend a Member's membership (the "**Affected Member**") for one or more of the following reasons:

- (a) if the Member has failed to abide by the Bylaws or any other contravention of Section 5.5;
- (b) if the Member has been disloyal to CSWU;
- (c) if the Member has disrupted meetings or functions of CSWU; or
- (d) if the Member has done, or failed to do something, resulting in harm to CSWU.

5.6.2 Notice to the Member

5.6.2.1 The Affected Member will receive written notice of the Board's intention to consider the suspension of such Affected Member. The Affected Member will receive at least fourteen (14) days' notice of the special meeting of the Board.

5.6.2.2 The notice may be sent by electronic mail to the most recent address recorded on CSWU's records or by single registered mail to the last known address of the Affected Member shown in the records of CSWU. The notice may also be hand-delivered by a Director or Officer.

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

5.6.3 Decision of the Board

5.6.3.1 The Affected Member will have an opportunity to appear before the Board to address the matter. The Board, acting reasonably, may allow one other person to accompany the Affected Member.

5.6.3.2 The Board will determine how the matter will be dealt with, and may limit, acting reasonably, the time given to the Affected Member and his or her invitee, to address the Board.

5.6.3.3 The Board may exclude the Affected Member from the Board's discussion of the matter, including the deciding vote.

5.6.3.4 The decision of the Board is final.

5.7 Termination of Membership

5.7.1 Resignation

5.7.1.1 Any Member may resign from CSWU by sending or delivering a written notice to the Secretary or President of CSWU.

5.7.1.2 Club Members and Associate Members resignation is effective once the notice is received and the Club Member or Associate Member's name is removed from the Register of Members.

5.7.1.3 The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members.

5.7.2 Death

The membership of a Member, if a person, is ended upon his or her death and if a corporation, society or other organized entity, upon the decision to dissolve such entity.

5.7.3 Expulsion

5.7.3.1 CSWU may, by Special Resolution at a special meeting of the Board called for such a purpose, expel any Member:

5.7.3.1.1 if a suspension pursuant to 5.6 has continued for more than six (6) months or if a Member has been suspended twice in two (2) years; or for any cause which in the opinion of the Board is required to protect the interests of the Members of CSWU.

5.7.3.2 Any decision to expel a Member is final.

5.7.3.3 On passage of the Special Resolution, the Secretary shall be directed to remove the name of the Member from the Register of Members on such date as the Board determines. The Member is considered to have ceased being a Member on the date his or her name is removed from the Register of Members and shall not be entitled to be a Member for at least one year from the date of such expulsion.

5.8 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member ceases to be a Member, including upon resignation, death or expulsion from CSWU.

5.9 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he, she or it remains liable for any debts owing by such Member to CSWU at the date of ceasing to be a Member.

5.10 Limitation on the Liability of Members

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

ARTICLE 6 **MEETINGS OF CSWU**

6.1 The Annual General Meeting

6.1.1 CSWU shall hold its Annual General Meeting no later than fifteen (15) months from the preceding Annual General Meeting, in Calgary, Alberta. The Board shall set the place, day and time of the meeting.

6.1.2 The Secretary shall give notice by email and on the CSWU website of the Annual General Meeting at least twenty-one (21) days before the Annual General Meeting. The notice shall

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state the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

6.1.3 Agenda for the Meeting

The Annual General Meeting shall deal with the following matters:

- (a) reviewing the financial statements setting out CSWU's income, disbursements, assets and liabilities and the auditor's report;
- (b) appointing the auditors;
- (c) electing the members of the Board; and
- (d) considering matters specified in the meeting notice.

6.1.4 Quorum

Attendance by 20 Club Members, in person or by proxy, at the Annual General Meeting shall constitute a quorum.

6.2 Special Meeting of CSWU

6.2.1 Calling of Special Meeting

The President will call a Special Meeting within 60 days of receipt of:

- (a) a resolution of the Board of Directors to that effect; or
- (b) the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at the Special Meeting; or
- (c) the written request of at least five percent of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at each Special Meeting.

6.2.2 Notice

The Secretary shall give notice by email and on the CSWU website at least twenty-one (21) days before the Special Meeting. The notice shall state the place, date, time and purpose of the Special Meeting.

6.2.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

6.2.4 Quorum

Attendance by 20 Club Members, in person or by proxy, at a Special Meeting shall constitute quorum, provided that if the Voting Members request a Special Meeting in accordance with Section 6.2.1(c), attendance, in person or by proxy, of at least 20 club members together with at least 50% of the Members requesting the Special Meeting shall constitute a quorum.

6.3 Proceedings at the Annual or Special Meeting

6.3.1 Failure to Reach Quorum

The President shall adjourn the General Meeting if a quorum is not present within one-half (1/2) hour after the set time in the notice for the meeting. If adjourned, the meeting shall be rescheduled for seven (7) days later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance and quorum shall be deemed to be achieved.

6.3.2 Presiding Officer

6.3.2.1 The President shall chair every General Meeting of CSWU. The Vice-President shall chair the meeting in the absence of the President.

6.3.2.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present shall choose one (1) of the Members to chair.

6.3.3 Adjournment

6.3.3.1 The chair may adjourn any General Meeting with the consent of the Members at the meeting. Any adjourned General Meeting shall only conduct the unfinished business from the initial meeting.

6.3.3.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

6.3.3.3 CSWU must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be made in accordance with Section 6.1.2.

6.3.4 Voting

6.3.4.1 Votes at meetings of Members may be given by Members in person or, if determined by the Board prior to delivery of the notice of such meeting, in the Board's discretion, by proxy. Subject to Section 6.3.4.4, every question submitted to any meeting of Members must be decided on a show of hands except when a ballot is required by the chair of the meeting or is demanded by at least ten (10) Voting Members or proxyholders entitled to vote at the meeting.



A Member or proxyholder may demand a ballot before the declaration of the result of any vote by a show of hands. At every meeting at which Members are entitled to vote, each family who includes a Member in good standing present in person and every proxyholder shall be entitled to one vote per family on a show of hands or on a ballot. A majority of votes cast at the meeting decides each issue, unless the issue needs to be decided by Special Resolution pursuant to the Act or these Bylaws. In the case of a vote by ballot, the President or the presiding chair may set the time, place and method for a ballot vote. The result of the ballot shall be a valid resolution of the General Meeting. Members may withdraw their request for a ballot.

- 6.3.4.2 The President does not have a second or casting vote at meetings of Members in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 6.3.4.3 If permitted by the Board, at their discretion, a Member or any other person entitled to attend a meeting of Members may participate in the meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other, and a person participating in such a meeting by any such means is deemed for the purposes of these Bylaws to be present at the meeting.
- 6.3.4.4 Any person participating in a meeting of Members by electronic means, telephone or communication facility under Section 6.3.4.3 and entitled to vote at the meeting may vote by electronic means, telephone or other communication facility that CSWU has made available for that purpose. Notwithstanding Section 6.3.4.1, any vote referred to in Section 6.3.4.1 may be held entirely by electronic means, telephone or other communication facility if CSWU makes available such a communication facility.
- 6.3.4.5 Where determined by the Board to be permissible pursuant to Section 6.3.4.1, every Member entitled to vote at a meeting of Members may, by means of proxy, appoint a proxyholder and one or more alternate proxyholders, to attend and act as his representative at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy is valid only at the meeting in respect of which it is given or any adjournment of that meeting. A form of proxy shall be in writing executed by the Member or his attorney. Any such proxyholder must be a Member in good standing.

The form of proxy shall be circulated with the notice of the meeting of Members and the Board may specify in such notice a time not exceeding 72 hours, excluding Saturdays, Sundays and holidays, preceding the meeting or an adjournment of the meeting before which time proxies to be used at such meeting must be deposited with CSWU or its agent. A proxy shall be acted upon only if: (a) prior to any such time so specified in such notice, it has been deposited with CSWU or an agent thereof specified in such notice; or (b) if no

such time is specified in such notice, it has been received by the Secretary or the chair of the meeting prior to the time of voting.

- 6.3.4.6 The President, or any other duly appointed chair of the meeting of Members, shall conduct the proceedings at the meeting and the chair's decision with respect to any matter or thing, including, without limitation, any question regarding the validity or invalidity of any instruments of proxy and any question as to the admission or rejection of a vote, shall be conclusive and binding upon the Members.

6.3.5 Failure to Give Notice of Meeting

Provided that reasonable efforts are made to comply with the notice requirements provided for in these Bylaws, no action taken at a General Meeting is invalid due to:

- (a) accidental omission to give any notice to any Member;
- (b) any Member not receiving notice; or
- (c) any error in any notice that does not omit pertinent information required to understand the business for the meeting.

ARTICLE 7 **THE GOVERNMENT OF CSWU**

7.1 The Board of Directors

7.1.1 Governance and Maintenance of CSWU

The Board governs and manages the affairs of CSWU. The Board may hire an Executive Director as a paid administrator to carry out management functions under the direction and supervision of the Board.

7.1.2 Powers and Duties of the Board

Subject to the Act, the Board has the powers to do or cause to be done, any and all acts and things necessary, convenient or incidental to the accomplishment of the objects of CSWU. The Board may delegate to the Executive Director or other employees any of the powers and duties of the Board. The powers and duties of the Board include but are not limited to:

- (a) promoting the objects of CSWU;
- (b) promoting membership in CSWU, including seeking new communities and individual members;
- (c) hiring an Executive Director to carry out the objects of CSWU;

- (d) regulating the duties and compensation of employees and contractors of CSWU;
- (e) maintaining and protecting CSWU's assets and property;
- (f) approving an annual budget for CSWU;
- (g) paying all expenses for operating and managing CSWU;
- (h) paying persons for services and protecting persons from debts of CSWU;
- (i) investing any extra monies in short-term, low-risk investment vehicles with a chartered bank or such other financial institution as the Board may determine from time to time;
- (j) borrowing funds and the granting of security in connection with any such borrowing;
- (k) making policies for managing and operating CSWU;
- (l) approving all contracts for CSWU;
- (m) maintaining all accounts and financial records of CSWU;
- (n) appointing legal counsel as necessary;
- (o) making policies, rules and regulations for operating CSWU and using its facilities and assets;
- (p) selling or disposing of any or all of the property of CSWU except where approval of Members is required by the Act; and
- (q) without limiting the general responsibility of the Board and in compliance with the Act, delegating the powers and duties to the Executive Committee, the Executive Director or a Committee of CSWU or such other person or persons as the Board may determine as appropriate in the circumstances.

7.1.3 Composition of the Board

The Board shall consist of eight (8) Directors, four(4) of which shall be elected at each Annual General Meeting by the Voting Members for a two year term in accordance with the provisions of Section 7.1.5.

7.1.4 Qualification of Directors

7.1.4.1 A Director of CSWU:

- (a) must be 18 years of age or older;

- (b) may not be affiliated with another soccer club in Calgary. For the purposes of this Section 7.1.4.1(b), "affiliated" means a board member, executive member or committee member of, another soccer club in Calgary or person who has a child registered in a soccer program with, or acts as a coach, director or volunteer with another soccer club in Calgary; and
- (c) may not have been removed from the register of Members of CSWU within five (5) years of being appointed as a Director.

7.1.5 Election of the Directors

- 7.1.5.1 At the first meeting during which these bylaws are adopted, the voting members shall elect up to four (4) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected. At the first Annual General Meeting of CSWU following the adoption of these Bylaws, the Voting Members shall elect up to four (4) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.
- 7.1.5.2 At each succeeding Annual General Meeting of the Board, Voting Members elect that number of directors who are at the end of their terms, and each such newly elected or re-elected Board member shall serve a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.

7.1.6 Resignation, Death or Removal of a Director

- 7.1.6.1 Any Director, including the President may resign from office by giving two (2) months' notice in writing. The resignation takes effect at the earlier of the end of the notice period, or on the date the Board accepts the resignation. Any Director who misses four (4) meetings in each one year period between Annual General Meetings, without the written approval of the Board, will be deemed to have resigned effective immediately following the fourth missed meeting. For such approval the Director whose attendance is in question shall not be entitled to vote on any such approval.
- 7.1.6.2 Voting Members may remove any Director (whether elected or appointed) including the President in his or her capacity as a Director before the end of his or her term by Special Resolution at a Special Meeting called for this purpose.
- 7.1.6.3 If there is a vacancy on the Board, the remaining Directors may appoint a new Director who meets the qualifications set out in Section 7.1.4, to fill that vacancy for the remainder of the term of the Director who is being replaced.

7.1.7 Meetings of the Board



- 7.1.7.1 The Board shall hold at least nine (9) meetings each year.
- 7.1.7.2 The President shall call the meetings. The President shall also call a meeting if any four (4) Directors make a request in writing and state the business of the meeting in writing.
- 7.1.7.3 Notice by telephone, email or fax shall be given at least five (5) days before the meeting, provided that a Board Member may waive notice.
- 7.1.7.4 A majority of the Directors present at any Board meeting shall constitute a quorum.
- 7.1.7.5 If there is no quorum, the President shall adjourn the meeting to the same time, place and day of the following week or such other time as at least six (6) Directors shall approve in writing. At least five (5) Directors present at the subsequent meeting shall constitute a quorum.
- 7.1.7.6 Each Director shall have one (1) vote at any meeting of Directors.
- 7.1.7.7 The President, in his or her capacity as a Director, shall not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 7.1.7.8 The Board may invite such Members or other persons to a Board meeting as it may determine, but only Directors may vote. A majority of the Directors present may ask any other Members but not another Director, to leave.
- 7.1.7.9 If all but not less than all Directors sign a written resolution, such 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.
- 7.1.7.10 A meeting of the Board may be held by a conference call or other electronic means that allows all participants to communicate efficiently. Directors who participate in a meeting by conference call or other such electronic means are considered present for the meeting.
- 7.1.7.11 Irregularities or errors made in good faith shall not invalidate acts done by any meeting of the Board.

7.2 Officers

- 7.2.1 The Officers of CSWU shall be the President, the Vice President, the Secretary, the Treasurer, the Grassroots Director and such other positions as the Board may determine from time to time.

7.2.2 At its first meeting after the Annual General Meeting, and in each subsequent year after the Annual General Meeting, the Board shall elect from among the Directors, all Officers for the following year.

7.3 Term of Officer tenure

7.3.1 The Officers shall hold office until the next Annual General Meeting or until a successor is elected.

7.3.2 Each Officer shall serve a term of one (1) year, and then may be re-elected for subsequent one (1) year terms thereafter following the next Annual General Meeting.

7.4 Duties of the Officers of CSWU

7.4.1 The President:

- (a) supervises the affairs of the Board;
- (b) when present, chairs all meetings of CSWU, the Board and the Executive Committee;
- (c) is an ex officio member of all Committees;
- (d) in consultation with the Board, plans agendas for Board meetings;
- (e) acts as the spokesperson for CSWU;
- (f) chairs the Executive Committee;
- (g) chairs all Annual General Meetings of CSWU when present; and
- (h) carries out other duties assigned by the Board.

7.4.2 The Vice President:

- (a) presides at meetings in the President's absence;
- (b) replaces the President at various functions when asked to do so by the President or the Board;
- (c) is a member of the Executive Committee; and
- (d) carries out other duties assigned by the Board.

7.4.3 The Secretary:

- (a) is a member of the Executive Committee;



- (b) attends all meetings of CSWU and the Board, provided that if the Secretary is absent the Director presiding at such meeting shall appoint a secretary for the purposes of such meeting only;
- (c) keeps or causes to be taken, circulated and retained, accurate minutes of these meetings;
- (d) maintains or causes to be maintained, a record of names and addresses of all Members of CSWU;
- (e) ensures that all notices of various meetings are sent;
- (f) keeps the Seal of CSWU, as applicable;
- (g) files the annual return, changes in the Directors of the organization, amendments in the Bylaws and other incorporating documents with Alberta Corporate Registry; and
- (h) carries out other duties assigned by the Board.

7.4.4 The Treasurer:

- (a) shall possess the skills, knowledge and expertise sufficient to ensure the orderly accounting of the finances of CSWU;
- (b) ensures that an account of revenues and expenditures is delivered to the Board monthly regardless of whether or not a meeting is convened;
- (c) ensures that an audited or review engagement statement of the financial position of CSWU is prepared and presented to the Annual General Meeting in accordance with the requirements of Section 8.2;
- (d) chairs the Finance Committee of the Board;
- (e) is a member of the Executive Committee;
- (f) ensures all funds, securities and investments of CSWU are managed in accordance with the direction of the Board and in accordance with Section 7.1.2(i);
- (g) coordinates the preparation and presentation to the Board for approval, of the annual budget of CSWU; and
- (h) carries out other duties assigned by the Board.

7.4.5 The Grassroots Director, working with the Technical Director and any employee of CSWU who has been hired as the director of Grassroots (or similar title), shall:

- ## 7.5 Board Committees

The Board shall establish the standing committees described in Section 7.6 and may establish such other committees from time-to-time to advise the Board as it deems necessary or expedient. The Board shall determine the terms of reference for each committee so established, such terms of reference to be reviewed periodically with each committee.

A Board Member shall chair each committee created by the Board.

- Committee members may waive notice.

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7.5.2.4 Each member of the committee, including the chairperson, shall have one (1) vote at the committee meeting. The chairperson of a committee shall not have a casting vote in case of a tie.

7.6 Standing Committees

7.6.1 The Board shall establish the following standing committees:

- (a) Executive Committee;
- (b) Finance Committee;
- (c) Grassroots Committee; and
- (d) Technical Committee.

7.6.2 The Executive Committee:

- (a) consists of the President, the Vice President, the Secretary and the Treasurer.
- (b) is responsible for:
 - (i) carrying out emergency and unusual business between Board meetings;
 - (ii) reporting to the Board on any actions taken between Board meetings;
 - (iii) carrying out other duties as assigned by the Board; and
 - (iv) overseeing the Executive Director.
- (c) Meetings of the Executive Committee shall be called by the President or on the request of any two (2) other Officers made in writing to call a meeting together with the business such Officers would like considered at such meeting.
- (d) Decisions of the Executive Committee shall be made by a majority vote and in the event of a tie, the President shall not have a casting vote.
- (e) A meeting of the Executive Committee may be held by conference call or other electronic mean. Officers who participate in this call are considered present for the meeting.
- (f) Irregularities or errors made in good faith shall not invalidate acts done by any meeting of the Executive Committee.
- (g) An Officer may waive formal notice of a meeting.

7.6.3 The Finance Committee:



- (a) Consists of the Treasurer, who shall serve as the chairperson, and three (3) other Members as appointed by the Board. The Finance Committee may engage the services of a non-Member with certain required expertise to participate in the business of the Finance Committee, provided that such non-Member will not have a vote in Finance Committee matters.
- (b) Is responsible for:
 - (i) recommending budget policies to the Board;
 - (ii) investigating and making recommendations to the Board for acquiring funds and property;
 - (iii) recommending policies on disbursing and investing funds to the Board;
 - (iv) establishing policies for Board and committee expenditures;
 - (v) providing monthly financial updates to the Board;
 - (vi) arranging the annual audit of the books by an appropriately qualified person who is not a Board member or a member of the Finance Committee;
 - (vii) preparing budgets for Board approval;
 - (viii) reporting on the year's activities at the Annual General Meeting; and
 - (ix) carrying out other duties assigned by the Board.

7.6.4 The Grassroots Committee:

- (a) Shall consist of the Grassroots Director, the chairperson of the Technical Committee and such other Members as the Board may determine from time to time.
- (b) Is responsible for implementing, maintaining and improving the Grassroots program as set out in the CSWU Grassroots Programs and Policies, as amended from time to time.

7.6.5 The Technical Committee

- (a) has a mandate to lead in innovation, new ideas and advancement of the delivery of soccer, on and off the field. This includes internal, CSWU-focused innovation and extends to externally promoting and advancing initiatives consistent with CSWU's vision to city and province-wide audiences.
- (b) Consists of
 - (i) a Board member, who shall be the chair; and



- (ii) up to six (6) non-Board Members selected by the chair with guidance from the existing committee.
- (c) Shall be advised by the Technical Director, and any applicable director of coaching and player development and director of Grassroots for CSWU. The Technical Director and any applicable director of coaching and player development and director of Grassroots for CSWU shall at the request of the Technical Committee, attend all meetings of the Technical Committee, provided that such attendees shall not have a vote at any such meetings. Additional participants can be invited by the chair of the Technical Committee to attend as and when required.
- (d) Is responsible for designing, implementing, maintaining and improving the technical program of CSWU as set out in the CSWU Technical Programs and Policies, as amended from time to time. The Technical Committee provides oversight and support for the overall delivery of the soccer program at CSWU.
- (e) Provide recommendations of updates and additions to soccer equipment.
- (f) Provide recommendations of additions, removal and changes to facilities and fields utilized.
- (g) Acts as an escalation point for disciplinary discussions for Coaches, Parents and Players.

7.7 The Executive Director

- 7.7.1 The Board may hire an Executive Director to carry out assigned administrative duties and such other staff as it may determine from time-to-time as required to effectively and efficiently fulfill the objects of CSWU referred to in Article 3.
- 7.7.2 The Executive Director shall report to the President and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director shall not vote at any meeting of Directors or Committees.
- 7.7.3 The Executive Director shall act as the administrative officer of the Board in:
 - (a) attending board, and other meetings, as required;
 - (b) in consultation with the Board, hiring, supervising, evaluating and releasing all other paid staff;
 - (c) interpreting and applying the Board's policies;
 - (d) keeping the Board informed about the affairs of CSWU;
 - (e) planning programs and services based on the Board's priorities; and

- (f) carrying out other duties assigned by the Board.

7.8 The Technical Director

- 7.8.1 The Technical Director shall report to the Executive Director, is responsible to the Executive Director, and shall additionally act as an advisor to the Board and to all Board Committees. The Technical Director shall not vote at any meeting of Directors or Committees.
- 7.8.2 The Technical Director is responsible for overseeing the development, resourcing, implementation and delivery of the technical programs and services of CSWU, coach and player development training programs and associated delivery and administrative functions of those programs.

ARTICLE 8 **FINANCE AND OTHER MANAGEMENT MATTERS**

8.1 The Registered Office

The Registered Office of CSWU is located at 10450 50 Street S.E. in the City of Calgary, Alberta. The Registered Office may be changed by resolution of the Board.

8.2 Finance and Auditing

- 8.2.1 The fiscal year of CSWU shall end on November 30 of each year.
- 8.2.2 There must be an audit or, if permitted under the Act, the regulations thereunder and at the discretion of the Board, a review engagement, of the books, accounts and records of CSWU at least once each year conducted in accordance with the Act. At each Annual General Meeting of CSWU, the person appointed to conduct the audit shall submit a report for the previous year.

8.3 Seal of CSWU

- 8.3.1 The Board may adopt a seal as the Seal of CSWU.
- 8.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 8.3.3 The Seal of CSWU can only be used by the President, Vice President, Secretary or Treasurer or, if authorized in writing by the Board, the Executive Director.

8.4 Cheques and Contracts of CSWU

- 8.4.1 All contracts for the benefit of, and/or which impose any obligation on, CSWU shall be entered into in the name of "Calgary South West United Soccer Association".



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8.8 Protection and Indemnity of Directors and Officers

- 8.8.1 CSWU shall indemnify each Director, Executive Director and the Technical Director against all costs or charges that result from any act done in his or her role for CSWU, provided such person was acting in good faith and with a view to the best interests of CSWU. CSWU will maintain insurance for the benefit of its directors and officers, provided that CSWU shall not protect any Director or Officer in the event of fraud, dishonesty, or bad faith.
- 8.8.2 No Director or Officer shall be liable for the acts of any other Director, Officer or employee of CSWU. No Director or Officer shall be responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with CSWU. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act or omission in his or her role for CSWU, unless the act or omission is fraudulent, dishonest or made in bad faith.
- 8.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by CSWU's auditor or other experts retained by the Board. Directors or Officers shall not be held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 9 AMENDING THE BYLAWS

- 9.1.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of CSWU.
- 9.1.2 Any proposed resolution to change the Bylaws shall be included in the notice of the Annual General or Special Meeting of CSWU at which such proposal is presented.
- 9.1.3 The amended Bylaws shall take effect after approval by Special Resolution at the Annual General Meeting or Special Meeting and registered with the Corporate Registry of Alberta.

ARTICLE 10 DISTRIBUTING ASSETS AND DISSOLVING CSWU

- 10.1.1 CSWU does not pay any dividends or distribute its property among its Members.
- 10.1.2 If CSWU is dissolved, any funds or assets remaining after paying all debts shall be paid to another not for profit organization having similar objectives to CSWU at the time of dissolution, in equal proportions.

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ARTICLE 11
MISCELLANEOUS

11.1.1 Severability

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.

MADE by the Board the 14th day of March, 2018.

**CALGARY SOUTH WEST UNITED
SOCCER ASSOCIATION**

Per: _____

Name: BRUCE HIBBARD

Title: SECRETARY

CONFIRMED by the Members in accordance with the Societies Act, the 21st day of April, 2018.

**CALGARY SOUTH WEST UNITED
SOCCER ASSOCIATION**

Per: _____

Name: BRUCE HIBBARD

Title: SECRETARY

Per: _____

Name: _____

Title: _____