

**BYLAWS OF THE  
ALBERTA WEIGHTLIFTING ASSOCIATION**

Incorporated 1974

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# BYLAW N0.1

## DEFINITIONS

The following defined terms are used in the Bylaws of the Association, and they have the meanings set forth below:

Act	means the <i>Societies Act</i> , R.S.A. 2000, c. S-14.
Annual General Meeting	means the general meeting of the Voting Members of the Association held annually as required by the Bylaws.
Advisory Committees	means committees of the Association established, from time to time, pursuant to the Bylaws.
AWA	means the Alberta Weightlifting Association, a not-for-profit association incorporated under the <i>Societies Act</i> (Alberta).
Bylaw	means a bylaw of the Association from time to time in force.
Director	means a member of the Executive elected to serve as a Director, whether or not the member serves as an Officer.
Executive	means the Executive Board of the Association as elected by the voting Members, comprising the Officers of the Association, namely President, Vice President -Technical, Vice President -Administration, Secretary, and Treasurer, each serving concurrently as a Director. The Executive may, in its discretion, create additional Executive positions within the limits prescribed by the Bylaws.
General Meeting	means a meeting of the Voting Members of the Association held pursuant to the Bylaws.
Governance and Nominating Committee	means the Governance and Nominating Committee of the Executive.
Member	means an individual who is a member of one or more classes of membership in the Association.
Notice Board	means the place, places or website from time to time designated by the Executive for the posting of official notices pursuant to the Bylaws.
Registrar	means Registrar as defined in the <i>Business Corporations Act</i> .
Special Meeting	means a meeting of the Voting Members of the Association other than an Annual General Meeting or General Meeting held pursuant to the Bylaws.
Special Resolution	means

- (i) a resolution passed
  - (A) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
  - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
- (ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
- (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

Voting Member

means an individual who qualifies as a voting member of the Association pursuant to the Bylaws.

The Preamble and Definitions above are expressly incorporated into and form a part of the Bylaws of the Association.

#### **ARTICLE 1 - NAME**

The name of the Association is "The Alberta Weightlifting Association". The Alberta Weightlifting Association may also be correctly referred to as the "AWA" or the "Association".

#### **ARTICLE 2 - PURPOSE**

These Bylaws related to the general conduct of the affairs of the Association, a Society incorporated under the *Societies Act*. The Association shall be organized, directed, controlled, and governed by its members, through the Board of Directors and their duly elected or appointed delegates.

#### **ARTICLE 3 - AWA AFFILIATIONS**

The Association shall be affiliated with other Olympic weightlifting associations in Canada through membership in the Canadian Weightlifting Federation Halterophile Canadienne ("**CWFHC**"), and with other Olympic weightlifting organizations throughout the world through the International Weightlifting Federation, or any other organization as the Association deems beneficial.

#### **ARTICLE 4 - MEMBERSHIP**

The membership of the Association shall comprise individuals who are in sympathy with the purpose and objectives of the Association and who comply with the provisions and regulations for membership set forth in the Association's Bylaws.

## **ARTICLE 5 - BYLAWS**

The Association shall be governed by the terms of these Bylaws duly adopted from time to time.

## **ARTICLE 6 - AMENDMENTS TO BYLAWS**

Amendments to the Bylaws shall be made by special resolution.

Any change to the Bylaws will come into force upon registration of the amended Bylaws by the Registrar, as defined in the *Business Corporations Act*.

## **BYLAW N0.2**

### **ARTICLE 1- HEAD OFFICE**

- 1.1** The head office of the Association shall be located in the address of the President of the Association or at such place in Alberta as the Executive may from time to time determine.

### **ARTICLE 2 - ASSOCIATION MEMBERSHIP**

- 2.1** **Categories of Membership.** The Association shall have three categories of membership: Class A, Class B, and Class C, each with privileges and responsibilities as set forth in this Article.

**2.2** **Class A Membership**

- (i) Class A Membership in the Association shall comprise individuals who are in sympathy with the purpose and objectives of the Association and who participate in any activity or function of the Association as athletes, coaches, officials, and members of the Executive.
- (ii) Class A Membership confers voting privileges at Annual General Meetings, General Meetings and Special Meetings of the Association.

**2.3** **Class B Membership**

- (i) The Class B Membership shall comprise sponsors of the Association, whether by natural or legal persons, whether the sponsorship is through the financial support of the Association, donation of equipment, provision of special services to the Association or otherwise as approved by the Executive.

- (ii) Class B Membership shall be granted at the sole discretion of the Executive.
- (iii) Class B Membership confers no voting privileges at Annual General Meetings, General Meetings and Special Meetings of the Association.

## **2.4 Class C Membership**

The Executive may from time to time recognize individuals with 25 years of membership or honorary life executive memberships as "Builders" and award them with Class C Membership, conferring voting privileges at Annual General Meetings, General Meetings and Special Meetings of the Association.

- 2.4.1** No voting member of the Association (Class A or Class C members) may hold a paid position with the Association or otherwise be paid for services rendered to the Association. Members may be reimbursed for reasonable out-of-pocket expenses incurred on behalf of the Association, as approved by the Executive.

- 2.5 Applications for Membership.** Applications for Membership shall be addressed to the Secretary of the Association or to the duly appointed Membership Secretary.

## **2.6 Members in Good Standing**

- (i) Members in good standing shall be those who have paid all required fees to the Association, who are not serving a suspension from the Association, and who are otherwise deemed by the Executive to be in support of the stated mission of the Association. Members in good standing shall have the right to inspect the books and the Association by providing reasonable notice to the Executive and at a time and place agreed to by the Executive and the member.
- (ii) Members deemed not to be in good standing do not have voting rights.
- (iii) Members deemed not in good standing in another provincial weightlifting association shall not be deemed to be in good standing in the Association.

## **2.7 Transfer of Membership.**

- (i) No right or privilege of any Membership is transferable to another person.

- (ii) All rights and privileges of Membership cease when the Member resigns from the Association, dies, or is expelled from the Association.

**2.8 Resignation from Membership.** A Member may resign from the Association upon giving written notice to the Secretary. Membership fees for any unexpired term shall not be refunded unless the Executive, in its sole discretion, determines otherwise. Upon resigning from the Association, the Member shall forfeit all rights arising from or associated with membership in the Association.

**2.9 Revocation of Membership.**

- (i) The Executive may, by written resolution, expel or suspend any Member from the Association whose conduct the Executive deems to be improper, unbecoming, or likely to endanger the interests or reputation of the Association, or who willfully commits a breach of the Association's Bylaws, or policies and procedures.
- (ii) Any Member expelled or suspended by the Executive shall immediately forfeit all rights arising from or associated with membership in the Association until reinstated or until the expiry of the period of suspension.
- (iii) Any Member expelled or suspended by the Executive shall have the right to appeal the expulsion or suspension order and may appear before an Appeal Committee appointed by the Executive to state his or her case and reasons for his or her actions. The Appeal Committee shall comprise one coach, one official, and one other Member selected at large. The expelled or suspended Member may present to the Appeal Committee evidence of probative value in support of his or her case for the Appeal Committee's consideration. During the appeal process, the expelled or suspended Member shall stand suspended from participation in all Association activities.
- (iv) Upon consideration of the submissions and evidence presented by the expelled or suspended Member the Appeal Committee may by majority vote reinstate the Member.

**ARTICLE 3 - EXECUTIVE**

**3.1 Numbers and Qualifications of Directors and Officers.** Each member who serves as an Officer on the Executive shall also serve concurrently as a director of the Association. Directors need not serve as officers on the Executive, but rather may serve on the Executive at large. The Executive shall consist of not less than 3 and not more than 7 individuals.

Each director shall be 18 or more years of age and shall be in sympathy with the purpose and objectives of the Association.

No member of the Executive may hold a paid position with the Association, while serving as a member of the Executive.

**3.2 Powers and Duties of the Executive.** The Executive shall be responsible for the affairs of the Association and to advance the purpose and objectives of the Association. Subject to the Bylaws, the Executive shall have the power and authority to manage the business and affairs of the Association including, without restricting the generality of the foregoing, the authority to acquire, dispose of and encumber the assets of the Association, set operating and capital budgets, remunerate and indemnify any person for services rendered or liabilities incurred in connection with the business and affairs of the Association, and generally to establish policies and make rules and regulations for the operation of the Association. The Executive may from time to time delegate to such one or more directors, Officers or Committees or Members as may be designated by resolution of the Executive such authority, and in such manner, as the directors shall determine at the time of the delegation.

**3.3 Election of the Executive.**

- (i) Each year, the Executive shall appoint a governance and nominating committee to prepare a list of continuing Executive members and nominations for new members of the Executive. Such list (the "**Nominating Committee Report**") shall be posted on the Notice Board at least 21 days prior to the Annual General Meeting, and the list shall be submitted to the Annual General Meeting.
- (ii) Each member of the Executive may be nominated for a term of two years. Notwithstanding the expiry of the term of any member of the Executive, such individual shall in any event remain and continue as a member of the Executive until duly replaced as provided in the Bylaws.
- (iii) In addition to nominations from the Governance and Nominating Committee, any Voting Members of the Association shall be entitled to submit a nomination or nominations for consideration and voting at the Annual General Meeting. A statement of willingness to stand must accompany such nominations.
- (iv) Each Voting Member, when voting on the ballot, holds only one vote per nominee. Such votes shall be by secret ballot. Any ballot containing more votes than the number of vacancies to be filled shall be declared a spoiled ballot.

**3.4 Disqualifications of Members of the Executive.** The office of any member of the Executive shall be vacated in the event that he or she:

- (i) is incapable of carrying out his or her responsibilities as a member of the Executive by virtue of being of unsound mind or serious illness;



- (ii) has the status of bankrupt;
- (iii) is removed from office by resolution of the Voting Members as provided for in these Bylaws; or
- (iv) provides the Association written notice of resignation.

**3.5 Removal of Member of the Executive.** The Voting Members of the Association may, by a resolution passed by at least two-thirds of the votes cast at a General Meeting of Voting Members of which notice specifying the intention to pass such resolution has been posted to the Notice Board not less than 21 days prior to the General Meeting, remove any one or more members of the Executive before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any individual in his or her stead for the remainder of his or her term.

**3.6 Vacancies Filled by Executive.** Vacancies on the Executive, however caused, may be filled by the Executive then in office if those members see fit to do so, the term being until the next General Meeting. In the absence of quorum, the remaining Directors shall forthwith call a General Meeting of voting members for the express purpose of filling the vacancy and may, in the interim, exercise the authority of the Executive.

#### **ARTICLE 4 - MEETINGS OF THE EXECUTIVE**

**4.1 Place of Meetings.** Meetings of the Executive may be held at any place as the Executive may, from time to time, determine.

**4.2 Notice.** Notice of meetings of the Executive shall be delivered, telephoned, faxed, e-mailed, or mailed to each Director at least five days before the date on which the meeting is to take place. The Executive may, by resolution, appoint a day or days in any month or months for regular meetings at a time to be named. A copy of such resolution shall be sent to each Director forthwith after being passed, and thereafter no other notice shall be required for such regular meetings. **If**, in any event, a quorum of Directors is present at a meeting without objection to notice, then proceedings of the meeting shall be valid notwithstanding a lack of any proper notice.

**4.3 Frequency of Meetings.** Meetings of the Executive shall be held at least four times a year, generally on a quarterly basis, and at such other times as the Executive may determine from time to time. The President, or in his or her absence, a Vice President, may call a meeting of the Executive whenever said officer deems it necessary. The President or Vice President must call a meeting within **14** days of having received a written and individually signed request from 3 or more members of the Executive.

**4.4 Waiver of Notice.** A member of the Executive may at any time and in any manner waive notice of or otherwise consent to a meeting of the Executive

and may approve and ratify any and all proceedings of any such meeting and attendance at a meeting is a waiver of notice except where a member of the Executive attends for the express purpose of objecting to the transaction of business.

- 4.5 **Quorum.** A simple majority of the Executive shall form a quorum for the transaction of business at any meeting of the Executive.
- 4.6 **Meetings by Telephone.** Any or all members of the Executive may participate in a meeting of the Executive or of a committee of the Executive by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and an Executive member participating in such a meeting by such means is deemed to be present at the meeting.
- 4.7 **Voting.** Questions arising at any meeting of the Executive shall be decided by a majority vote given by a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting of each Director present. The chair of the meeting may vote on any matter. In the case of an equality of votes, the chair of the meeting shall not have a second vote.
- 4.8 **Authority Exercised By Resolution.** The authority of the Executive, and any committee of the Executive to which authority has been delegated, shall be exercised by the passage of one or more resolutions.
- 4.9 **Signed Resolution in Lieu of Meeting.** A resolution in writing signed by all of the members of the Executive is as valid as if it has been passed at a meeting of the Executive.
- 4.10 **Conflict of Interest.** Any member of the Executive who is a party to, or who is a Director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Association shall disclose to the Association the nature and extent of his or her interest as soon as such conflict comes to his or her attention. Such a member of the Executive shall not vote on any resolution that deals with the subject matter of the member of the Executive's interest.

## **ARTICLE 5-REMUNERATION OF THE EXECUTIVE**

- 5.1 Members of the Executive shall serve as such without remuneration and no member of the Executive shall directly or indirectly receive any profit from his or her position as such.
- 5.2 Members of the Executive may be reimbursed for reasonable expenses incurred in the performance of his or her duty, as approved by the Executive.

## **ARTICLE 6– DUTY OF CARE AND INDEMNITY OF THE EXECUTIVE**

- 6.1 **Duty of Care.** Every member of the Executive, in exercising his or her powers and discharging his or her duties, shall:
- (i) act honestly and in good faith with a view to the best interests of the Association; and
  - (ii) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.
- 6.2 **Indemnification of the Executive.** The Association shall indemnify every member of the Executive, and every former member of the Executive, to the fullest extent permissible by law, against all costs, charges, damages, losses and expenses which such member of the Executive may incur or for which he or she may become liable, including reasonable legal expenses, by reason of any contract entered into or act or thing done or not done by him as a member of the Executive, or in any way in the discharge of his or her duties except if such costs, charges, damages, losses or expenses are occasioned by his or her default of the duty of care set forth in the Bylaws, or the within indemnity is otherwise limited by law.

## **ARTICLE 7 – COMMITTEES OF THE EXECUTIVE**

- 7.1 **Committees.** The Executive may from time to time constitute and dissolve such other committees and task forces as it sees fit and shall, as the occasion requires, issue to any committees or task forces a directive or directives stating the policy and duties to be performed by any such committees or task forces. The Executive may delegate such of its authority as it may determine, to one or more committees provided, however, that such committee is comprised entirely of members of the Executive. The Executive may appoint such individuals as it may determine to other committees and task forces and the membership of such other committees or task forces need not be restricted to members of the Executive or individuals who, at the time of their appointment, are members of the Association.

## **ARTICLE 8 - ADVISORS TO THE EXECUTIVE**

- 8.1 Advisors to the Executive.** The Executive may, in its discretion, appoint a maximum of three Advisors to the Executive chosen among individuals who have made an outstanding contribution to the work of the Association and/or the community and who are in sympathy with the objectives and purpose of the Association.
- 8.2 Term of Appointment.** Advisors to the Executive may be for an indefinite term or a fixed term, and the Executive may at any time revoke the appointment of an advisor.
- 8.3 Attendance at Executive Meetings.** Advisors to the Executive shall be entitled to notice of and to attend all meetings of the Executive and to participate in the discussion of all matters brought before the Executive, but shall not be entitled to vote at such meetings of the Executive, their duty and function being from time to time to counsel and advise the Executive with respect to matters pertaining to the Association.

## **ARTICLE 9 - EXECUTIVE OFFICERS**

- 9.1 The Executive Officers of the Association shall be:** President; Vice President Technical; Vice President Administration; Secretary; Treasurer. Each Officer shall be elected by the Membership. The Executive may appoint additional Officers and Agents as deemed necessary.
- 9.2 Term of Office of Executive Officers.** The term of office for each member of the Executive shall be two years or until successors are appointed, and the term of office of all other officers shall be as fixed by the Executive.
- 9.3 President to Preside.** The President shall, when present, preside at all Annual General Meetings, all General Meetings, and all meetings of the Executive. During the absence or incapacity of the President, the duties and powers of that office shall be exercised by a Vice President, or in the absence of both Vice Presidents, either the Secretary or the Treasurer, or another individual as the Executive may appoint for that purpose.
- 9.4 Other Officers.** The Executive may delegate to the other officers such power and authority and such responsibilities as the Executive may from time to time determine to be appropriate.
- 9.5 Powers and Duties**
- (a) President:

- (i) The President shall be the Chief Executive Officer for the Association and shall be directly responsible to the membership and the Executive to provide leadership in regards to policy, planning, implementation and administration for the overall supervision and administration of the Association.
  - (ii) The President shall act as chairperson for all Executive meetings and shall also chair meetings and coordinate the activities of the Executive, including the preparation of agendas for meetings of the Executive, ensuring that all policies and actions approved by the Executive are properly implemented, acting as the Association's official spokesperson and representative to all its affiliated Associations and to all parties interested in Association activities.
  - (iii) The President is responsible for the registration of all Association participants at national events.
  - (iv) The President is responsible for sending results of the Alberta Championships to the CWFHC Secretariat as per CWFHC Bylaws.
  - (v) The President shall oversee the Association's anti-doping program.
- (b) Vice President – Administration (“VPA”):
- (i) The VPA shall, in the absence of disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall, from time to time, be imposed upon him or her by the Executive.
  - (ii) Upon the vacancy before the end of the term in the office of President, the Vice President shall assume the office, until the vacancy is filled by a vote of the membership at the Annual General Meeting, or General Meeting or Special Meeting.
- (c) Vice President -Technical (“VPT”):
- (i) The VPT is responsible for the overall supervision and technical affairs of the Association.
  - (ii) The VPT shall chair the Technical Development Committee and shall supervise the Junior Development Coordinator, coaching clinics, officials' clinics, NCCP program, Master Coach/Official program, and coordination of Association events between officials and coaches.
- (d) Treasurer:

- (i) The Treasurer shall collect and have custody of all funds of the Association and disburse monies after securing approval from the Executive.
  - (ii) The Treasurer shall maintain complete and accurate records of accounts of all receipts and disbursements of the Association in proper books of account.
  - (iii) The Treasurer shall cause annual financial statements to be prepared and to be audited in accordance with the directions of the Executive and the bylaws, and shall submit a report to the annual general meeting of Members of the Association.
  - (iv) The Treasurer has the duty to ensure that all monies received are deposited in a current or other appropriate account with a chartered bank, trust company or credit union and that no monies are withdrawn there from except with the signature of the Officers and/or Directors designated by the Executive.
  - (v) The Treasurer shall deliver to his or her successor in office all funds, books, documents, vouchers and other property of the Association that he or she may have in his or her possession or for which he or she is accountable.
  - (vi) Upon the vacancy before the end of the term in the office of VPA, the Treasurer shall assume the office until the vacancy is filled pursuant to a vote by the membership.
- (e) Secretary:
- (i) The Secretary shall issue all Association meeting notices and write such official letters as the Association may designate, and preserve a record of the proceedings of the Association. In particular, the Secretary has the duty to maintain a set of books in accordance with the Act.
  - (ii) The Secretary shall be responsible for reporting minutes of both the Executive and general meetings of the Association.
  - (iii) The Secretary shall have custody of the corporate seal and have the duty of certifying documents issued by the Association.
  - (iv) Upon the vacancy before the end of the term in the office of Treasurer, the Secretary shall assume the office until the vacancy is filled pursuant to a vote by the membership.

#### **ARTICLE 10 - MEETINGS OF THE ASSOCIATION**

**10.1 Annual General Meeting.** The annual general meeting of voting members

of the Association shall be held within 6 weeks following the end of the fiscal year for the purpose of reviewing reports of the Executive, election of Executive officers, and the transaction of such other business as may be properly before the meeting.

- 10.2 Date of Meeting and Notice.** The date, time and place of each Annual General Meeting shall be fixed by resolution of the Executive. Notice of the Annual General Meeting shall be posted on the Association's website and delivered, by email or hard copy, to Members at least 21 days prior to the date fixed for the Annual General Meeting and stating the time, date, and location of the meeting.
- 10.3 Quorum.** Five Voting Members personally present shall form a quorum for the transaction of business at the Annual General Meeting.
- 10.4 General Meetings.** The President or, in his or her absence, a Vice President may call General Meetings. Notice of a General Meeting shall be posted on the Notice Board at least 14 days prior to the date of the general meeting and shall state the starting time, date and of the meeting, and the object or purpose of the meeting. A quorum shall be the same as specified for an Annual General Meeting.
- 10.5 Special Meetings.** Special Meetings may be called and held within 21 days following receipt at the head office of the Association of a written request signed by 33% of Voting Members and stating the object or purpose of such meeting. Notice of a Special Meeting shall be posted on the Notice Board at least 14 days prior to the date of the Special Meeting and shall state the starting time, date and location of the meeting, and the object or purpose of the meeting. A quorum shall be the same as specified for an Annual General Meeting.
- 10.6 Conduct of Meetings.** The President shall preside and conduct proceedings at the Annual General Meeting and all General Meetings and Special Meetings. In the President's absence, a Vice President shall preside. The presiding officer shall designate at the commencement of such meeting an individual to act as secretary of the meeting to take minutes and also to conduct any votes held at any such meeting and such secretary shall report the result of each vote to the individual presiding and the declaration by that individual of the result of the vote shall be final. The presiding officer shall determine all matters of procedure and his or her determinations shall be final.
- 10.7 Votes to Govern.** Unless otherwise specifically set out in the Bylaws, at all meetings of Voting Members, every question shall be determined by a simple majority of the votes cast on the question at the meeting unless otherwise dictated by law. The presiding officer may vote on all matters provided that in case of an equality of votes, the presiding officer of the meeting shall not be entitled to a second or casting vote.

- 10.8**            **Voting Procedure.** Each question and resolution before a meeting of Voting Members shall be decided by a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting by each individual voting.

**ARTICLE 11- FINANCIAL MATTERS AND CONTRACTS**

- 11.1**            **Fiscal Year.** The fiscal year of the Association shall terminate on April 30 of each year or on such other date as the Executive may from time to time determine.

- 11.2**            **Signing Authorities -Banking Documents.** All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as the Executive determines from time to time. Unless otherwise determined by a resolution of the Executive, any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of or "for deposit" with the bankers of the Association in accordance with the proper signing protocol. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement or balances and releases or verification slips.

Signing authority may be assigned only to an officer of the Executive, and that signing authority cannot be delegated to another person by the assigned Executive member.

- 11.3**            **Banking Arrangements.** The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies, or such other financial institutions as may be selected by the Executive or by such individual designated by the Executive from time to time to make such decisions. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Executive, signed by such Officer or Officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Executive and such authority may be general or confined to specific instances. Two current elected members of the executive must sign all documentation, including banking documents, related to Alberta Gaming and Liquor Commission funding. The institutions which may be so selected as custodians of the Executive shall be fully protected in acting in accordance with the directions of the Executive and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.



**11.4**            **Borrowing Authority.** For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in any manner it thinks fit, upon the authorization of the Executive. The Association shall exercise its borrowing authority only in compliance with these Bylaws and governing legislation, and in no case shall it issue debentures without the sanction of a special resolution of the Association.

**11.5**            **Signing Authority - Other Documents.** Contracts, documents or other instruments in writing not otherwise provided in these Bylaws and requiring the signature of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as the Executive determines from time to time. Two current elected executive members must sign all documentation, including banking documents, related to Alberta Gaming and Liquor Commission funding.

#### **ARTICLE 12 - AUDITORS**

**12.1**            **Appointment of Auditors.** The Executive may in its discretion appoint one or more auditors to hold office until the Annual General Meeting approves the audited statements, and if an appointment is not so made, the auditor in office, if any, shall continue in office until a successor is appointed. The appointment is to be confirmed at the next ensuing Annual General Meeting.

**12.2**            **Removal of Auditors.** The Executive may remove any auditor before the expiration of the appointed term of office of that auditor and may appoint another auditor for the remainder of that appointed term. This is to be confirmed at the next ensuing Annual General Meeting.

#### **ARTICLE 12A – INSPECTION OF BOOKS**

**12A.1**            Books and records of the Association may be inspected at the office of the Association by any member of the Association. Members must provide 7 days written notice to the Secretary of the Association to arrange to view the books and records.

#### **ARTICLE 12B - DISSOLUTION**

**12B.1**            In the event of the dissolution of the Association, and after payment of all debts and liabilities, all remaining assets will be distributed to a qualified not-for-profit sport organization(s) with objectives consistent with those of the Association. The distribution of remaining assets will be at the discretion of the Executive and shall comply with any limitations and restrictions imposed by funding bodies, where applicable.

#### **ARTICLE 13 - INTERPRETATION**

- 13.1** In the Bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number and the feminine or neuter gender, as the case may be, and vice versa.

**ARTICLE 14 - COMING INTO  
FORCE AND REPEAL**

- 14.1** These amendments will come into force upon registration of the amendments with the Registrar, at which point the previous bylaws of the Association shall be repealed without prejudice to any action taken under them prior to the new Bylaws coming into force.