

BYLAWS OF THE SWAN CITY FOOTBALL CLUB (SWAN CITY FC)

Revised and passed at a Special Resolution in December 2019

Updated October 2020 for SCFC

BYLAWS

ARTICLE 1 - INTERPRETATION

1.1 **DEFINITIONS GENERALLY.** When interpreting these By-laws, reference shall be made to the Societies Act, R.S.A. 2000, c. S-14, and words and expressions used in these By-laws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

1.2 **DEFINITIONS**

In these by-laws, unless the context otherwise requires:

"Act" means the *Societies Act* being Chapter S-14 of the revised Statutes of Alberta, 2000, as amended from time to time, or any statute of statutes substituted therefore;

"Association" means the "**Swan City FC**" (SCFC);

"Board of Directors" and "Board" means the Board of Directors of the Association;

"By-laws" means these By-laws;

"Director" means a member of the Board of Directors of the Association;

"Officer" means a Director who is also a member of the Executive Committee

"Special Resolution" means a resolution which must be passed as defined in the Act, Section 1(d).

1.3 **MASCULINE AND FEMININE.** Words importing the singular gender include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders and words importing person include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

1.4 **ROBERTS RULES.** In all matters of interpretations or procedures not specifically addressed by the By-laws, Robert's Rules of Order, as amended from time to time, shall apply in the same manner and have the same effect as if were part of these By-laws

1.5 **ARTICLE HEADINGS** The headings used throughout these By-Laws are inserted for reference only, and not intended to qualify, modify or explain the effect of any provisions of any Article.

ARTICLE 2 – BUSINESS MATTERS

2.1 **REGISTERED OFFICE.** The registered office of the Association shall be the current address filed with the Registrar.

2.2 **CORPORATE SEAL.** The corporate seal of the Association shall be in the form as approved by the Board. The corporate seal shall be the responsibility of the President or nominee

of the President and be kept in the registration office. Any two of the President, Vice-President, Secretary or Treasurer are hereby authorized to affix the seal to documents signed on behalf of the Association. Such documents requiring the signature of the Association may be signed by any two of the above-mentioned persons after approval of the Board of Directors. All such contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

2.3 **SPECIAL SIGNING AUTHORITY.** The Directors shall have power from time to time, by resolution, to appoint any person or persons who, together with any one of the aforementioned signing officers, on behalf of the Association to either sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

2.4 **POLICY STATEMENTS.** The Association may from time to time adopt statements of policy concerning the operations of the Association or concerning any issue of concern to the Association. Such policy statements must first be approved by the Board of Directors. Upon approval, the same shall be recorded in an appropriate book of policy and published on the SCFC website. Every effort will be made by the Board of Directors to advance and promote any policy so adopted. Such policy may be changed from time to time by ordinary resolution of the Board of Directors.

ARTICLE 3 - MEMBERSHIP

3.1 **REGISTERED PLAYER.** Membership in the association shall be open to any person upon payment of the registration fee for a soccer player as determined year to year. Payment of the said registration fee shall constitute membership until May 1 of the following year.

3.2 **VOTING RIGHTS.** Each adult member 18 years or older will have one vote. Where a member is under the age of 18 years on the day of the general meeting a parent or guardian of said player shall be considered the member eligible to vote at the general meeting. The parent or guardian will be entitled to one vote regardless of the number of registered children under the age of 18 years. Only one parent or guardian representing the under aged players may vote for the family.

3.3 PLAYER STRUCTURE

3.3.1 The age category to be followed will be as set out by the Alberta Soccer Association.

3.3.2 Membership in the Association is conditional upon the members adhering to this program.

3.4 **NON-PLAYING MEMBER.** Any non-playing person 18 years or older may become a member in the association by becoming involved as a coach, referee league co-ordinator, or member

of the Board of Directors. A non-playing Member will have only one vote regardless of the number of positions held.

3.5 WITHDRAWAL OF MEMBERSHIP. Any member wishing to withdraw from membership may do so upon giving written notice to the Board through the Executive Director of his or her intention to withdraw from membership and shall cease to be a member upon the date specified in the notice or its earlier acceptance by the Board. If any voting member is in arrears with respect to payment of fees or assessments for any year, the voting member shall be automatically suspended at the expiration of six (6) months from the end of that year and shall not be entitled to membership privileges in the Association until paying all fees in arrears and being reinstated as a voting member in good standing.

3.6 SUSPENSION OF MEMBERS. Any member who does not conduct himself in accordance with the policies, rules and regulations of the association, the Alberta Soccer Association or the Canadian Soccer Association, or is deemed, by the Board of Directors, not to act or have acted in the best interests of the association, may have his/her membership suspended upon a two-thirds majority decision of the Board of Directors present at a vote.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 MANAGEMENT. The management of the affairs of the Association shall be vested in the Board. The Board may enact and enforce regulations regarding the management and operations of the Association, and such regulations shall be consistent with these By-Laws.

4.1.2 The Board shall remain properly constituted notwithstanding one or more vacancies on the Board. Such vacancies are not to exceed 50% of the positions on the Board.

4.1.3 The Directors shall be elected from the general membership at the annual general meeting. The President and Secretary shall be elected to two year terms every even numbered (fiscal) year.

4.1.4 The Vice-President and Treasurer shall be elected to two year terms every odd numbered (fiscal) year.

4.1.5 All other Director positions shall be for a one year term.

4.1.6 At any given time at least two Directors shall be affiliated with the Minor League Program and two directors shall be affiliated with the Senior League programs.

4.2 NUMBER OF DIRECTORS. The affairs of the Association shall be managed by a Board of not less than five (5) nor more than eleven (11).

4.3 ELECTION AND TERM.

4.3.1 The election of directors shall take place at the annual meeting of the members and all of the directors then in office whose terms are due to expire shall retire, but if qualified, shall be eligible for re-election. The number of directors to be elected at such a meeting shall be the number of directors then in office unless the voting members determine otherwise. A quorum of directors may fill a vacancy among the directors elected at the annual meeting of the members. If there is not

a quorum of directors, the directors then in office shall forthwith call a special meeting of the members to fill the vacancy. A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

4.4 DUTIES OF A DIRECTOR – GENERAL

The duties of the Director shall be as follows:

- 4.4.1 To use their best efforts at all times to promote the objectives of the association and to uphold the by-laws of the association;
- 4.4.2 To manage the affairs of the association;
- 4.4.3 To safeguard and ensure the exercise of due diligence in the management of the funds held by the association;
- 4.4.4 To attend meetings as and when called;
- 4.4.5 To carry out or caused to be carried out the duties assigned to their office as defined in the book of policy;
- 4.4.6 No member of the Board of Directors shall enter into any business arrangement in which they have a direct interest with the association; and
- 4.4.7 Any member of the Board of Directors who has a real or perceived interest in any activity must excuse themselves from the Board's decisions relating to that activity. This includes financial, disciplinary and player movement decisions.

4.5 APPOINTMENT OR ELECTION. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten (10) days after the appointment or election, if they acted as a director pursuant to the appointment or election.

4.6 RESIGNATION. A member of the Board of Directors may resign by giving written notice to the President and/or the Executive Director of the Association.

4.7 No employee of SCFC may sit as an elected member of the Board of Directors

4.8 REMOVAL OF DIRECTORS. The voting members may, by a resolution passed by a majority of not less than two-thirds (2/3) of the votes at a meeting called for such purpose, remove any director before the expiration of his period of office. A vacancy created by the removal of a director may be filled by the voting members at the meeting at which the director is removed; or, if not filled by the voting members, the vacancy may be filled by a quorum of directors, as per rule 4.3.1.

4.8.1 A Director who has been removed pursuant to this Article may appeal such removal to the general membership at a special general meeting called in

accordance with these by-laws. If the Board's decision is reversed by the general membership by a majority vote of the members present, as set out in these by-laws, the Director shall be immediately reinstated.

4.9 MEETINGS OF DIRECTORS.

4.9.1 Meetings of the Board of Directors shall be called by notice from the Executive Director at the request of the President. A minimum of 8 meetings shall be held each year at a maximum interval of two months.

4.9.2 Special meetings of the Board of Directors shall be called pursuant to written notice stating the agenda for the meeting, given to the Executive Director and signed by three members of the Board of Directors

4.10 PLACE OF MEETINGS. Meetings of the Board may be held at any place within the Province of Alberta.

4.11 MEETINGS BY TELEPHONE. If all the directors participating in a meeting consent, one or more directors may participate by telephone or other means of communication as to permit all persons to hear each other, and a director participating in a meeting by such means is deemed to be present at the meeting. Any consent shall be deemed effective whether given before or after the meeting to which it relates and may be given with respect to all meetings if the directors held while a director holds office.

4.12 NOTICE. Notice of the time and place of each meeting of the directors shall be sent to each director not less than three (3) days before the meeting. A director who participates in a meeting shall be deemed to have received notice of the meeting.

4.13 QUORUM. The quorum for the transaction of business at any meeting of the Board shall be four (4) directors.

4.14 VOTES TO GOVERN. Each member of the Board of Directors excluding the Chair (President or designate) shall have one (1) vote by show of hands. Questions arising at any meeting

of the Board shall be decided by a majority of the votes. In the case of a tie, the Chair shall have a casting vote.

4.15 RESOLUTION IN WRITING. Notwithstanding anything to the contrary in these By-Laws, a resolution in writing, signed by all of the directors, shall be valid as if it had been passed at a meeting duly called and constituted.

ARTICLE 5 - EXECUTIVE COMMITTEE

5.1 PURPOSE. There shall be an Executive Committee of the Board of Directors to facilitate the business of the Association.

5.2 COMPOSITION. The Executive Committee shall be composed of the appointed officers as defined in Section 6.1 of these By-Laws, together with any Executive Director, who shall be a member of the Executive Committee by right of office but without voting privileges.

5.3 POWERS AND FUNCTIONS. The Executive Committee shall report to the Board of Directors. The Executive Committee may take action at any time in relation to any matter within the power and authority of the Board of Directors which requires attention before the date of the next meeting of the Board. Such action shall not involve any change of policy nor the authorization of expenditures of an extraordinary nature.

5.4 DECISIONS OF THE EXECUTIVE COMMITTEE. Decisions made or actions taken by the Executive Committee are binding and shall have the same force as if they were made by the Board. Notice of all decisions made and actions taken by the Executive Committee shall be given to the Board at the next Board meeting.

5.5 TRANSACTION OF BUSINESS. The powers of the Executive Committee may be exercised by a resolution passed during an Executive Committee meeting at which a quorum is present or by resolution in writing signed by all members of the Executive Committee who would have been entitled to vote on that resolution at a meeting of the Executive Committee. Meetings of the Executive Committee may be held at any place within the Province of Alberta.

5.6 PROCEDURE. Unless otherwise determined from time to time by the Board of Directors, the Executive Committee shall have the power to fix its quorum at not less than the majority of its members, to elect its Chairman and to regulate its procedures.

5.7 RESIGNATION. A member of the Executive Committee may resign by delivering written notice to the Board of Directors and the Board may then fill that vacancy.

5.8 REMOVAL BY MEMBERS. The members of the Association may remove any member of the Executive Committee by a resolution, passed by a 2/3 majority of members at a meeting called for such purpose, and the members may then fill that vacancy.

5.9 REMOVAL BY BOARD OF DIRECTORS. A member of the Executive Committee, except for the President, may be removed from the Executive Committee by a resolution, passed

by a 2/3 majority of Board of Directors at a meeting called for such purpose, and the Board of Directors may then fill the vacancy which is so created.

5.10 REMUNERATION. Members of the Executive Committee of the Association shall serve without remuneration but shall be entitled to be reimbursed for expenses reasonably incurred including the expenses of attendance at meetings.

5.11 TERMINATION OF COMMITTEE MEMBERSHIP. Any director who ceases for any reason to be a director shall cease to be a member of the Executive Committee and all other committees of directors.

ARTICLE 6 - OFFICERS

6.1 APPOINTMENT. The officers of the Association (Executive Committee) shall consist of a President, Vice President, a Secretary, and a Treasurer and any other officers as the Board of Directors may determine. Other officers may be appointed at a meeting of the Board of Directors by a 2/3 majority vote

6.2 PRESIDENT. The President shall be a director, and shall be charged with the general management and supervision of the affairs and operations to the Association. The President shall be an ex-officio member of all Committees. The President shall when present, preside at all meetings of the members of the Association and of the Board of Directors. In the absence or inability of the President to attend, a Chairperson may be elected at the meeting to preside.

6.3 VICE-PRESIDENT. The Vice-Presidents shall be a director, and shall have such duties and powers as determined by the Board.

6.4 SECRETARY. The Secretary shall be a director and shall be the Secretary of all meetings of the Board and of the members and shall enter or cause to be entered in records the minutes of all proceedings at those meetings.

6.5 TREASURER. The Treasurer shall be a director and may direct the Executive Director to receive all monies paid to the Association and deposit that money in a Canadian chartered bank, trust company, credit union or treasury branch. The Treasurer shall properly account for the funds of the Association and keep such books as directed, and shall present a full account of receipts and disbursements to the Board whenever required.

6.6 EXECUTIVE DIRECTOR. The Board of Directors may from time to time appoint an Executive Director, who shall be an ex-officio member of the Board of Directors without voting power. The Board of Directors may delegate to the Executive Director full authority (subject to any restrictions contained in the Act or imposed by the Board) to manage and direct the business and affairs of the Association and to employ and discharge agents and employees of the Association. The Executive Director shall at all reasonable times give to the Board of Directors all information it may require regarding the affairs of the Association. As directed by the Treasurer, the Executive Director shall receive all monies paid to the Association and shall be responsible for

the deposit of that money in a Canadian chartered bank, trust company, credit union or treasury branch. The Executive Director shall keep a record of all the members of the Association and their addresses, send all notices of meetings as required, and shall collect and receive the annual dues or assessments levied by the Association.

6.7 POWERS AND DUTIES OF OTHER OFFICERS. The power and duties of all other officers shall be determined by their terms of their engagement or as specified or delegated by the Board.

6.8 REMOVAL OF OFFICERS. The directors may at any time, in their discretion, remove any officer of the Association by a 2/3 majority vote.

ARTICLE 7 - COMMITTEES

7.1 SPECIAL COMMITTEES. The Board of Directors may at any meeting, appoint any special committee, name a Chairman and prescribe the terms of reference and dissolve any special committee. The Chairman of each committee shall be a member of the Board of Directors, and if so empowered under the terms of reference given, select the members of the said committee from the voting members.

7.2 SPECIAL COMMITTEE – FINANCE COMMITTEE. The finance committee shall be Chaired by the Treasurer and consist of at least three members of the Board including the Treasurer, the President and one other member of the Board.

7.3 SPECIAL COMMITTEE – DISCIPLINARY COMMITTEE. The disciplinary committee shall consist of one member of the Board and two other appointed members.

7.4 SPECIAL COMMITTEE – FACILITIES MANAGEMENT COMMITTEE. The association's buildings and fields shall be managed by a facilities management committee consisting of a minimum of three Board Members.

7.5 TRANSACTION OF BUSINESS. The powers of a committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the committee members who would have been entitled to vote on that resolution at a meeting

of the committee. Meetings of a committee may be held at any place within the Province of Alberta.

7.6 **PROCEDURE.** Unless otherwise determined by the directors, each committee shall have the power to fix its quorum at not less than the majority of its members, to elect its Chair and to regulate its procedures.

7.7 **TERMINATION OF COMMITTEE MEMBERSHIP.** Any Chair who ceases, for any reason, to be a director shall also cease to be a Chair of any committee.

ARTICLE 8 - PROTECTION OF DIRECTORS AND OFFICERS

8.1 **LIMITATION OF LIABILITY.** No director, officer or member of a committee of the Association shall be liable for the following:

- 8.1.1 any acts, receipts, neglects or defaults of any other director or officer or employee of the Association;
- 8.1.2 for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association;
- 8.1.3 for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested;
- 8.1.4 for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Association shall be deposited;
- 8.1.5 for any loss occasioned by any error of judgment or oversight on their part; or
- 8.1.6 for any other loss or damage while in the execution of the duties of their offices or in relation to those duties unless the loss or damage happens through their own wilful neglect or default.

8.2 INDEMNITY.

- 8.2.1 The members and former members of the Board of Directors, officers and former officers, and members and former members of all committees of the Association and each of them, and each of their heirs, executors administrators, successors and assigns, shall be indemnified for all costs, charges, losses, damages and expenses which they, or their heirs, executors, administrators, successors and assigns, shall or may incur by their performance of their duty or purported duty in their offices, except the loss or damage incurred through their own wilful or reckless default.
- 8.2.2 This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the members and former members of the Board of

Directors, officers and former officers and members and former members of all committees of the Association may be entitled to at law or in equity.

ARTICLE 9 - MEETINGS OF THE MEMBERS

9.1 ANNUAL GENERAL MEETINGS.

9.1.1 The annual meeting of members of the Association shall be held once per calendar year for the purpose of electing directors, if appropriate, and appointing auditors, and for the transaction of any other business as may properly be brought before the meeting. Notice of the time, place and location of each meeting of the members shall be posted on the Association website and emailed to current members 3 weeks preceding the meeting, with 1 reminder the week of the meeting by email. The Annual General meeting shall not be prior to November 1, and not later than November 30, said date to be determined by the Board.

9.1.2 If business other than the election of the Directors is to be transacted, special notice specifying the general nature of the business must be given and such notice included in the aforementioned website and email.

9.1.3 At the annual general meeting the President shall present to the annual general meeting a report of the activities of the previous year. The Treasurer shall present the audited financial statements together with a statement from the auditors as to the accuracy of such financial statements submitted, as set out in these bylaws.

9.2 SPECIAL MEETINGS.

9.2.1 A special meeting of the members shall be called by the President by resolution of the Board of Directors or upon receipt by any of them of a petition signed by 10% of the voting members in good standing, setting forth the reasons for calling such meeting. The meeting must be held within 22 days of such call. Notice of the special meeting shall be published in the same manner as the Annual General meeting at a date, time and place as determined by the Directors.

9.2.2 Notice of the special meeting shall be published in the same manner as the Annual General meeting at a date, time and place as determined by the Directors. Such notice must specify the general nature of the business to be transacted thereat, and no other business than that specified shall be transacted without the unanimous consent of all the members present.

9.3 **PLACE OF MEETINGS.** Meetings of the members may be held at any place in the Province of Alberta.

9.4 **QUORUM.** The quorum for transaction of business at any meeting of the members shall be constituted by the presence of seven voting members in good standing.

9.5 **MEETINGS BY TELEPHONE.** If all the members participating in a meeting consent, a member may participate by means of telephone or any other means of communication as to permit all persons to hear each other and a member participating in the meeting by such means is deemed

to be present at the meeting. Any consent shall be deemed effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the members.

9.6 CHAIR. The Chair of the annual general and special meetings of the members as well as of the meetings of the Board of Directors shall be the President of the association, in their absence, the Vice-President, or in their absence the past President, or in the absence of those listed, a Chair shall be elected by those members in good standing present at the meeting.

9.7 DECISIONS. At all meetings, inclusive of meetings of the members or the Board of Directors, every question shall be decided by a majority of the votes by the members present in person as set out in these by-laws. Every question shall be decided in the first instance by a show of hands and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the association shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such a manner as the Chair shall direct and the result of such poll shall be deemed the decision of the association or the Board of Directors upon the matter in question. In case of equality of votes at any meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a casting vote.

PREPARING AND KEEPING THE MINUTES OF THE ASSOCIATION MEETINGS. The Secretary is responsible for taking minutes at the association meetings and keeping those minutes. The committee Chair is responsible for taking committee meetings and the Secretary is responsible for keeping those minutes as well. Copies of all minutes are to be filed in the Association office.

ARTICLE 10 - FINANCIAL ARRANGEMENTS

10.1 FINANCIAL YEAR. The financial year for the Association shall end on the 30th day of September in each year.

10.2 AUDITING

10.2.1 The books, accounts and records of the Association shall be audited each year by an audit by an independent public accountant duly appointed by the membership at the annual general meeting of the previous year.

10.2.2 A detailed report on the records prepared by one of the methods described above shall be submitted for the consideration and approval of the membership at the annual general meeting immediately following the financial year.

10.3 TRUE ACCOUNTS. The Board of Directors shall cause true accounts to be kept of the sums of money received and expended by the Association and the manner in which said receipts and expenditures take place, of all sales, purchases, payment of fees and other disbursements and of assets and liabilities of the Association. The records of such accounts must be kept safe for a minimum period of time as required by law.

10.4 BANKING. Any two of the following: President, Vice-President, Treasurer or a combination of one of the aforementioned persons and any such other person as the Board of Directors may from time to time designate, are hereby authorized for and in the name of the Swan City Football Club.

- 10.4.1 to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and order for payment of money;
- 10.4.2 to receive all moneys and to give a quittance for the same;
- 10.4.3 subject to the approval of the Board of Directors, to assign and transfer to the bank all or any stocks, bonds and other securities;
- 10.4.4 subject to the approval of the Board of Directors, from time to time to borrow money from a bank by incurring an overdraft or otherwise;
- 10.4.5 to negotiate, deposit with, endorse or transfer to a bank, but for the credit of the Swan City Football Club only, all or any bills of exchange, promissory notes, cheques or money orders for payment of money and other negotiable papers;
- 10.4.6 from time to time to arrange, settle, balance and certify all books and accounts between the Swan City Football Club and the said Association's bank;
- 10.4.7 to receive all paid cheques and vouchers;
- 10.4.8 to sign the bank forms of settlement of balances and release; and
- 10.4.9 generally in the name and on behalf of the Association, to transact with the said bank any business they may think fit.

10.5 ANNUAL BUDGET

- 10.5.1 The Board shall cause a budget to be prepared and same must be approved by a majority of the members of the Board of Directors in attendance at the meeting. The budget shall form the basis for the registration fee.
- 10.5.2 No budget which provides for a deficit shall be either submitted or approved by the Board of Directors. A contingency fund in an amount not to exceed 10% of the total budget shall be incorporated in the budget.
- 10.5.3 The budget shall be approved no later than January 31 each year.

10.6 NON-BUDGET EXPENDITURE. Any expenditures not included in the budget may be approved by the Board of Directors on a majority vote of those present, provided such expenditures do not exceed the amount of the contingency in any one year or the amount approved replaces a budget amount no longer required.

10.7 CAPITAL FUNDS. The capital funds of the association shall not be used for any other purpose except to fund capital expenditures to develop soccer facilities for the association. Said funds may only be expended with the approval of not less than two thirds of the members of the Board present at the time of voting.

10.8 CLUB TEAM OR DEVELOPMENT PROGRAM SURCHARGE may be established seasonally by the SCFC office in consultation with the applicable Director or Committee and with subsequent approval by the Executive Committee.

10.9 TRAVEL FUND. The association may contribute financially to all member teams qualifying for Provincial or National competitions when travel distances exceed 500 kilometers from Grande Prairie. The amount will be established by the Board of Directors via a majority vote.

10.10 DISTRIBUTION OF ASSETS ON DISSOLUTION OF THE ASSOCIATION. Any surplus which may accrue to the Association during the time it is in operation shall be used for the purpose of the Association as the Directors may see fit. In the event of the winding up of the affairs of the Association, all the assets of the Association, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, shall be donated to the City of

Grande Prairie and/or a charity in Grande Prairie or non-profit organization in Grande Prairie as determined by a resolution passed by the members at a general meeting.

ARTICLE 11 - REMUNERATION

11.1 REMUNERATION OF DIRECTORS, OFFICERS AND MEMBERS.

Directors of the Association shall serve without remuneration for their work as a Director but shall be entitled to be reimbursed for reasonably incurred expenses.

ARTICLE 12 - BORROWING POWERS

12.1 AUTHORITY. For the purpose of carrying out its objects, the Association may borrow, raise, or secure the payment of money in any manner as it thinks fit, and in particular by the issue of debentures. This power shall be exercised only under the authority of the voting members of the Association, and only on majority vote of two-thirds of the members present at a special general or annual general meeting.

ARTICLE 13 - BY-LAWS

13.1 AMENDMENTS. These By-Laws may be rescinded or amended by a Special Resolution, as defined in the Act, Section 1(d).

ARTICLE 14 - BOOKS AND RECORDS

14.1 INSPECTION

14.1.1 All books and records of the Association shall be open for inspection by any member of the Association at the annual meeting or at such other time upon giving reasonable notice to the officers having charge of the books and records. Each member of the Board of Directors shall have access to such books and financial records during normal business hours.

14.1.2 The books of accounts shall be kept at such place or places as designated by the Board of Directors and no person (other than a Director, auditor, member, officer or person whose duty to the Association requires them to do) shall have any right of inspecting any account, book or document of the Association except as conferred by statute or authorized by the Board of Directors or by resolution of the Association's membership at the general meeting.

ARTICLE 15 - MISCELLANEOUS PROVISIONS

15.1 IMPARTIALITY. Swan City FC shall be non-sectarian and shall not promote or seek to advance nor shall it adopt views or policies against any religious or ethnic

group. The Association shall not lend its support to or work against any candidate in any public office.

15.2 STATIONARY. The Association's stationary shall bear the official logo of the St. Albert Soccer Association.

15.3 LOGO and UNIFORMS. The Club colors shall be determined by the Board of Directors.

Dated the 31st day of August, 2020

DV Tassell

• Derek Van Tassell

GPSA President

Val Aulhenac

• Val Aulhenac

GPSA Vice President

WITNESSED BY:

• Dylan Cartier

Dylan Cartier

GPSA Executive Director