

# BYLAWS OF THE SWAN CITY FOOTBALL CLUB

Revised and passed at Annual General Meeting on November 28<sup>th</sup>, 2023

## 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

1.2.1 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;

"Club" means the "**Swan City Football Club**" (SCFC);

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

"By-laws" means these By-laws;

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

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

"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 Club 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 Club. Such documents requiring the signature of the Club 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 Club 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 Club 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 Club may from time to time adopt statements of policy concerning the operations of the Club or concerning any issue of concern to the Club. 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 Club 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.

Any person having a vested interest in the objective of the Swan City Football Club, residing in Alberta, being of the full age of 18 years, who has completed the membership requirements and is in good standing with the Club, is eligible to become a Member of the Club with voting privileges at any General Meeting of the Club Membership.

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 Club is conditional upon the members adhering to the applicable program.

3.4 NON-PLAYING MEMBER.

Any non-playing person 18 years or older may become a member in the Club if they are a parent of a minor registered player AND have paid the requisite registration fee or they become involved as a coach, referee, or member of the Board of Directors. A non-playing member will have only one vote, regardless of the number of children playing or 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 Club 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 Club, 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 Club, 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 Club shall be vested in the Board. The Board may enact and enforce regulations regarding the management and operations of the Club, 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 two-year terms.

4.1.6 At any given time where possible at least two (2) Directors shall be affiliated with the Minor League Programs, two (2) Directors shall be affiliated with the Senior League programs, and one (1) Director shall be affiliated with non-Grande Prairie programming.

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 twelve (12).

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 Club;

4.4.2 To manage the affairs of the Club;

4.4.3 To safeguard and ensure the exercise of due diligence in the management of the funds held by the Club;

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 Club; 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 Club.

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 (2) 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 (3) 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 meeting Chair) shall have one (1) vote by show of hands. Votes must be made in person and not by proxy. 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.

4.16 ELECTRONIC VOTES.

The President may authorize an electronic vote by email if a situation needs to be acted upon by the Board between physical meetings. In the case of an electronic vote, a quorum shall be constituted when at least 60% of the Members of the Board cast a vote by email. Any motion taken electronically will be formally recorded into the minutes of the next Board meeting.

**ARTICLE 5 - EXECUTIVE COMMITTEE**

5.1 PURPOSE.

There shall be an Executive Committee of the Board of Directors to facilitate the business of the Club.

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 Chairperson 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 Club 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 in accordance with the following:

6.1.1 A maximum of 25% of the Executive Committee may be appointed; no more than 25% of the Executive Committee may reside outside Alberta.

6.1.2 Officers of the Executive Committee must not be related to one another.

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 Club. 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 Club 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 Club 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 Club 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 Club and to employ and discharge agents and employees of the Club. The Executive Director shall at all reasonable times give to the Board of Directors all information it may require regarding the affairs of the Club. As directed by the Treasurer, the Executive Director shall receive all monies paid to the Club 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 Club.

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 Chairperson and prescribe the terms of reference and dissolve any special committee. The Chairperson 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 Club 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 Club;
- 8.1.2 for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Club;
- 8.1.3 for the insufficiency or deficiency of any security in or upon which any of the monies of the Club 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 Club 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 Club 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 Club 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 Club 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 Club website and emailed to current members 3 weeks preceding the meeting, with one (1) reminder the week of the meeting by email. The Annual General meeting shall not be prior to November 1<sup>st</sup>, and not later than November 30<sup>th</sup>, 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 (7) 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 Club, 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.

As per section 18(2) of the Societies Act, in no case shall debentures be issued without the sanction of a special resolution of the society. As a result, 2/3 must read  $\frac{3}{4}$  as a special resolution means:

In relation to the Societies Act a resolution passed at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by a majority of no less than 75% of the votes of those members who, if entitled to do so, vote in person or by proxy OR a resolution proposed and passed as a special resolution at a general meeting of which less 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree OR a resolution consent to in writing by all members who would have entitled at a general meeting to vote on the resolution in person or, if proxies are permitted, by proxy.

9.8 PREPARING AND KEEPING THE MINUTES OF THE ASSOCIATION MEETINGS.

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.

9.9 VOTING AT MEETINGS

Any voting Member, including each Member of the Board, who has not withdrawn from membership and who has been neither suspended nor expelled shall have the right to vote at any Annual, Regular or Special General Meeting of the Membership. Such votes must be made in person and not by proxy or otherwise. Members will vote by show of hands or by secret ballot where 50% + 1 will be considered the majority, except in the case of a Special Resolution which shall require 65% of the vote to pass. Should there be a tie, the President or meeting Chair, shall be entitled to cast a vote to break the tie.

## ARTICLE 10 - FINANCIAL ARRANGEMENTS

### 10.1 FINANCIAL YEAR.

The financial year for the Club shall end on the 30th day of September in each year.

### 10.2 AUDITING

10.2.1 The books, accounts and records of the Club 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 Club 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 Club. 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 Club'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 Club, to transact with the said bank any business they may think fit.

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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 Club shall not be used for any other purpose except to fund capital expenditures to develop soccer facilities for the Club. 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 Club 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 Club during the time it is in operation shall be used for the purpose of the Club as the Directors may see fit. In the event of the winding up of the affairs of the Club, all the assets of the Club, 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 Club 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 Club 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 Club, 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 Club shall be open for inspection by any member of the Club 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 Club requires them to do) shall have any right of inspecting any account, book or document of the Club except as conferred by statute or authorized by the Board of Directors or by resolution of the Club's membership at the general meeting.

## **ARTICLE 15 – MISCELLANEOUS PROVISIONS**

### **15.1 IMPARTIALITY.**

The Swan City Football Club 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 Club shall not lend its support to or work against any candidate in any public office.

15.2 STATIONARY.

The Club's stationary shall bear the official logo of the Swan City Football Club.

15.3 LOGO and UNIFORMS.

The Club colors shall be determined by the Board of Directors.

Dated this \_\_28<sup>th</sup>\_\_ day of November, 2023

Derek Van Tassell  
Swan City FC President

Paul Wedman  
Swan City FC Vice-President

David Rojas  
Swan City FC Executive Director

