



Calgary Sport Council Society

"Sport Calgary"

BYLAWS 2020

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Article I. PREAMBLE

1.1 The Society

The name of the Society is Calgary Sport Council Society, which may be known or referred to as Sport Calgary, Calgary Sport Council or the Society and was incorporated as a non-profit society on February 28, 2001.

1.2 Objects of the Society

The objects of the Society are to:

- (a) Develop a vision and strategies to deal with growth of sport in Calgary;
- (b) Act as a resource for sport organizations in Calgary;
- (c) Act as an advisory council for sport stakeholders in Calgary;
- (d) Provide a unified voice for amateur sport in Calgary;
- (e) Increase the profile of sport in Calgary;
- (f) Provide educational opportunities and events to experience sport and/or learn about sport and all its facets; and
- (g) For the purposes of furthering the objects above, but only for such purposes:
 - i) To raise funds to achieve the objects of the Society. This includes soliciting, receiving and accepting donations, gifts, grants, legacies, bequests in trust, inheritances, real or personal property for the objectives of the Society, as well as setting up Foundation(s) to achieve charitable objects of the society;
 - ii) To acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for community purposes;
 - iii) To borrow funds and lease, mortgage, sell, and otherwise dispose of property of the Society; and
 - iv) To enter into agreements to further the objects of the Society.

1.3 The Bylaws

The following articles set forth the Bylaws of the Calgary Sport Council Society.

Article II. MEMBERSHIP

2.1 Classification of Membership

Membership in the Society shall be open to all sport organizations, businesses and all persons aged 18 and above who:

- (a) Accept and agree with the objectives of the Society;
- (b) Are able to assist in furthering the goals and objectives of the Society;
- (c) Meet the terms and conditions set by the Board and ratified by the Society, including a Board approved Statement of Policy and Procedure regarding Membership and Sport Calgary's Code of Conduct for Members; and
- (d) Make application to the Society to become a member.

2.1.1 Three classes of Membership shall exist:

- (a) **Sport Organization Member (Voting)** shall be a sport association, group, or organization, presently involved in sport within Calgary and area, as approved by the Board of Directors. Each Organization shall have 1 vote. The official voting representative of the Sport Organization Member shall be determined by that sport association, group, or organization.
- (b) **Individual Member (Non-Voting)** shall be a person interested in furthering and promoting the objectives of the Society. Non-voting at General or special meetings but voting if elected as a Board member for Board purposes.
- (c) **Associate Member (Non-Voting)** shall be a business, corporation or non-profit society interested in furthering and promoting the objectives of the Society.

2.1.2 Membership in the Society shall be further divided into such number of classes as may be decided from time to time by the Board of Directors.

2.2 Admission of Members

Any individual, organization or business may become a Member in the appropriate category by meeting the requirements in Article 2.1. The applicant will be entered as a Member under the appropriate category in the Register of Members.

2.3 Rights and Privileges of Members

Any Member in good standing is entitled to:

- (a) receive notice of Annual General Meetings and Special General Meetings of the Society;
- (b) attend any Annual General Meetings and Special General Meetings of the Society;
- (c) speak at any Annual General Meetings and Special General Meetings of the Society;
- (d) exercise other rights and privileges given to Members in these Bylaws; and
- (e) receive information and updates through a newsletter or email.

A Statement of Policy and Procedure regarding Membership, as approved by the Board will further define all sections of Article 2 – Membership.

2.4 Withdrawal of Membership

Any Member may resign from the Society by sending or delivering a written notice to the Society through its Chair or Chief Executive Officer (CEO).

2.5 Expulsion of Members

2.5.1 Any Member, by resolution of the Board, may be expelled from membership in the Society, for one or more of the following reasons:

- (a) the Member has failed to abide by the requirements of these Bylaws;
- (b) the Member has disrupted meetings or functions of the Society, or
- (c) the actions or omissions of the Member has harmed the Society.

2.5.2 The Member considered for expulsion shall retain the right to appear at a meeting of the Board for explanation and discussion of the expulsion.

2.5.3 The decision of the Board is final.

2.6 Transmission of Membership

No right or privilege of any Member is transferable to another party. All rights and privileges cease when the Member resigns or is expelled from the Society.

2.7 Limitations of the Liability of Members

No Member is, in his/her individual or Sport Organization Member's capacity, liable for any debt or liability of the Society, unless such debt is incurred through acts of fraud, dishonesty, wilful negligence or bad faith.

2.8 Membership Year

The Membership Year for all categories is January 1 – December 31 or as decided by the Board from time to time.

2.9 Membership Fees

2.9.1 Membership fees shall be decided from time to time by the Society as determined by a simple majority of the Board of Directors at a regularly scheduled Board Meeting.

2.9.2 Membership fees for any member category may be waived as determined by a simple majority of the Board of Directors at a regular scheduled Board Meeting.

Article III. THE GOVERNANCE OF THE SOCIETY

3.1 Governance and Management of the Society

The Board governs the affairs of the Society. The Board may hire staff to carry out management functions under the direction and supervision of the Board.

3.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the *Societies Act*. The powers and duties of the Board include:

- (a) Promoting the objects of the Society;
- (b) Promoting membership in the Society;
- (c) Maintaining and protecting the Society's assets and property;
- (d) Approving an annual budget for the Society;
- (e) Paying all expenses for operating and managing the Society;
- (f) Paying persons for services and protecting persons from debts of the Society;
- (g) Investing any extra monies;
- (h) Financing the operations of the Society, and borrowing or raising monies;
- (i) Making policies for managing and operating the Society;
- (j) Approving all contracts for the Society;
- (k) Maintaining all accounts and financial records of the Society;
- (l) Appointing legal counsel as necessary;

- (m) Making policies, rules and regulations for operating the Society and using its facilities and assets;
- (n) Selling, disposing of, or mortgaging any or all of the property of the Association; and
- (o) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Association.

Powers and Duties of the Board shall be reflected and further defined in a Statement of Policy and Procedure on Roles and Responsibilities.

3.3 Composition of the Board

3.3.1 There shall be a minimum of five (5) and a maximum of **Fourteen (14)** Directors.

3.3.1.1 Three categories of Directors shall exist:

- (a) **Appointed Representative:** One representative from the City of Calgary will be appointed as a non-voting Board Member.
- (b) **Elected Directors:** A minimum of five (5) and a maximum of thirteen (13) Directors will be elected at an Annual General Meeting.
- (c) **Appointed Directors:** The Board has the power to appoint Members to act in the same capacity as an elected Board member, until the next Annual General Meeting, should the number of elected members be less than 13.

The Board of Directors may appoint a non-voting recording secretary who is not a Member of the Board.

3.4 Election of Directors

3.4.1 Elections of the elected representatives on the Board of Directors shall be conducted annually at the Annual General Meeting of the Society by the Voting Members present at the meeting or represented by proxy.

3.4.2 The Board will appoint a Nominating Committee not less than sixty (60) days in advance of the Annual General Meeting. The Nominating Committee shall present a slate of candidates naming Individual Members in good standing for election as Directors, after having ensured that each nominee is eligible for election and will accept if elected. Nominations will not be accepted from the floor at the time of the Annual General Meeting.

3.4.3 Voting shall be by voting card or by proxy. The vote is taken for each individual presented on the slate. If more individuals have been presented than slots open, those with the higher number of votes will be declared the winner.

3.5 Terms of the Elected Directors

3.5.1 The Elected Directors shall be elected for a two (2) year term. Elected Directors may serve a maximum of three consecutive terms or until such time as others are elected. If there are more than four (4) vacancies for directors entering their third and final term in any one year on the Board of Directors, a maximum of four (4) shall be elected to a two (2) year term while others will be elected to a one (1) year term in order to maintain board continuity.

3.6 Vacancies on the Board and Removal of Directors

- 3.6.1 Should any vacancies on the Board occur for an elected Director, the Board may appoint Individual Members (up to one less than the number elected) to fill the vacancies until the next Annual General Meeting. When a vacancy on the Board arises and there is an intention to fill it by Board appointment, prior notification shall be given to the membership, as well as the general public, asking for expressions of interest in serving for the balance of the term (until the Annual General Meeting , at which point that appointment may be affirmed).
- 3.6.2 Should a vacancy on the Board reduce the number to less than five (5), an appointment must be done immediately to maintain the legality of the organization and insurance.
- 3.6.3 Any Director or Officer, upon a majority vote of the Board of Directors, will be removed from office for one or more of the following reasons:
 - (a) failing to act in concert with the Objects of the Society or the goals and resolutions of the Board;
 - (b) conducting oneself in a manner determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the Society;
 - (c) wilfully breaching these Bylaws and the Policies of the Society; or
 - (d) failing to attend three regularly scheduled meetings, without providing prior notice, in any twelve (12) month period.
- 3.6.4 The Director considered for removal shall retain the right to appear at a regular meeting of the Board for explanation and discussion of the removal.
- 3.6.5 The decision of the Board is final.

3.7 Officers of the Society

The Officers of the Society shall be:

- (a) Past Chair (optional);
 - (b) Chair;
 - (c) Vice-Chair;
 - (d) Secretary-Treasurer or Secretary and Treasurer; and
 - (e) Chief Executive Officer (CEO)
- 3.7.1 Election of Officers
Officers, excluding the Past Chair, shall be elected from within, and by, the Board of Directors immediately following the Annual General Meeting.
 - 3.7.2 Terms of Officers
 - (a) The term of an Officer, except the Chief Executive Officer (CEO) shall be one (1) year; and
 - (b) The term of the Chief Executive Officer (CEO) shall be defined by contract as approved by the Board.

3.8 Duties of the Officers of the Society

The duties of the Officers shall be articulated in the Board approved Statement of Policy and Procedure, regarding Roles and Responsibilities. Such duties shall include, but not be limited to, the following:

- (a) The Past-Chair shall be responsible for elections and other duties as determined by the Board of Directors.
- (b) The Chair shall preside at all meetings of the Society. In his/her absence, the Vice-Chair, or in his/her absence, the Chair's designated alternate, shall preside at such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- (c) The Chair shall be an ex-officio member, of all Committees of the Society.
- (d) The Vice Chair shall have such powers and duties as the Board or the Chair may from time to time determine. During the absence or inability of the Chair, the duties and powers of the Chair may be exercised by the Vice- Chair, and if the Vice-Chair exercises any such duty or power the absence or inability of the Chair shall be presumed with reference thereto.
- (e) The Secretary shall ensure that accurate minutes of the meetings of the Society are kept in order and available. The Secretary shall ensure a record of all the members of the Society and their addresses is current, ensure all dues or assessments are collected and ensure that accurate records are maintained on all receipts and disbursements of money.
- (f) The Treasurer shall be responsible to properly account for the funds of the society and keep such books as directed. He/she shall present a full detailed account of receipt and disbursements to the Board whenever requested and shall prepare for submissions to the Annual General Meeting, an audited financial statement and shall report on the financial activities of the Society.

3.9 Executive Committee

The Executive Committee is comprised of the Officers of the Society.

3.10 The Chief Executive Officer (CEO)

The Board may hire a Chief Executive Officer (CEO) to carry out assigned duties. The duties of the CEO will be defined by contract, as approved by the Board and a Board approved Statement of Policy and Procedure regarding Roles and Responsibilities.

3.10.1 Line of Authority

The Chief Executive Officer (CEO) reports directly to the Chair, is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Chief Executive Officer (CEO) does not vote at any meeting.

3.11 Board Committees

The Board may determine and appoint Committees and will specify the terms and responsibilities of each Committee.

3.12 Conflict of Interest

- 3.12.1 A conflict of interest is where either the Director could financially or personally gain or lose through a decision of the Board or where there is a conflicting obligation to another organization and the Society or where a Director has a personal or private interest, sufficient to influence or even appear to influence the objective and open-minded loyal exercise of their function as a Board Member.

- 3.12.2 Prior to or shortly after becoming a Director, the Director must read and sign the Society's Conflict of Interest Agreement. This document must be signed annually by all Directors. By signing the document, the Director acknowledges that they are under obligation to avoid situations where a conflict of interest exists. Should one arise, the Director will be required to declare the conflict and either remove themselves from the room while discussion ensues or refrain from voting on the issue or both.
- 3.12.3 All Directors will, by all honourable means, advance the interests of the Society and will not publicly express opinions contrary to the decisions or initiatives of the Board.

A Statement of Policy and Procedure on Ethics will be developed and refined from time to time by the Board.

Article IV. VOTING

4.1 Rights of Voting Members

All Voting Members in good standing are entitled to:

- (a) Vote in the Annual General Meeting;
- (b) Receive notice of the Annual General Meeting and Special General Meetings of the Society;
- (c) Participate in the Annual General Meeting and Special General Meetings of the Society; and
- (d) Exercise other rights and privileges given to Members in these Bylaws.

4.2 Voting on the Board of Directors

- 4.2.1 All elected Directors present at a Board meeting shall have one (1) vote, which they shall exercise, whenever required, unless excused by reason of conflict of interest. A Director is required to fully disclose the nature and extent of a conflict of interest with a transaction that the Board may be considering.
- 4.2.2 All Directors, in order to vote, must be members as defined by Article 2.
- 4.2.3 A tie vote means the motion is defeated.
- 4.2.4 The Chair shall have one and only one vote on any question.

Article V. MEETINGS OF THE SOCIETY

5.1 Timing, Dates, Locations and Voting at Meetings of the Board

- 5.1.1 The Board of Directors shall meet a minimum of four (4) times per year.
- 5.1.2 Meetings of the Board shall be held at such time and on such days and at such location as the Chair of the Society may, from time to time, determine.

- 5.1.3 Directors may participate in Board meetings by means of telephone, video conference, or any other means of communication that permits all participating directors to hear and be heard.
- 5.1.4 Questions arising at any Board meeting shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken by show of hands. A declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 5.1.5 A resolution in writing signed by all the directors entitled to vote on such resolution shall be valid and effectual as if it had been passed at a Board meeting duly called and constituted and such written resolution shall satisfy all of the requirements of the Bylaws relating to meetings of the Board. Resolutions in writing may be signed in counterparts.

5.2 Special Meetings of the Board

Meetings of the Board may be called on the request of any four (4) Directors provided that such request shall be made to the Chair in writing, to call such a meeting and such request shall state the business to be brought before the meeting.

5.3 Quorum of the Board

A quorum for the transaction of business at any meeting of the Board shall exist if a majority of the members of the Board are present in person, or by telephone, video conference or other means as permitted by these Bylaws.

If there is no quorum, any resolution that may be passed at the meeting must be ratified at the next Board of Directors meeting or by a written resolution signed by all directors entitled to vote on such resolution.

5.4 Attendance of Members at Board of Directors' Meetings

Members may be invited to attend meetings of the Board.

5.5 The Annual General Meeting

- 5.5.1 The Society shall hold its Annual General Meeting at a place, day and time established by the Board within ninety (90) to one hundred and twenty (120) days following the end of each fiscal year of the Society.
- 5.5.2 A notice shall be mailed, delivered, faxed, or e-mailed to each Voting and Non-Voting Member at least twenty-one (21) days before the Annual General Meeting. This notice shall state the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 5.5.3 Agenda for the Annual General Meeting

The Annual General Meeting shall deal with only the following matters:

- (a) Adopting the minutes of the last Annual General Meeting;

- (b) Presentation of the report from the Chair;
- (c) Receiving the Annual Report and a financial statement setting out the income, disbursements, assets and liabilities for the last Fiscal Year of the Society, audited and signed by the Society's auditor;
- (d) Appointment of the auditors;
- (e) Election of Directors; and
- (f) Consideration of matters specified in the meeting notice.

5.5.4 Quorum at the Annual General Meeting

Ten (10) Voting Members (not including Board Members – unless they represent a member sport organization) at the Annual General Meeting, whether represented in person or by proxy shall constitute a quorum.

5.6 Special General Meetings of the Society

A Special General Meeting may be called at any time in one or more of the following ways:

- (a) By a resolution of the Board of Directors to that effect; or
- (b) On the written request of a majority of the Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- (c) On receipt by the Chair of a petition signed by one third (1/3) of the Voting Membership in good standing, setting forth the reasons for such a meeting.

5.6.1 Notice

A notice shall be mailed, delivered, faxed, or e-mailed to each Member at least twenty-one (21) days before the Special General Meeting. This notice shall state the place, date, time, and purpose of the Special General Meeting.

5.6.2 Agenda for the Special General Meeting

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

5.6.3 Voting and Quorum at the Special General Meeting

Any Special General Meeting has the same quorum requirements as the Annual General Meeting, but motions must be passed by 75% of the registered attending members entitled to vote.

5.7 Proceedings at the Annual General Meeting or a Special General Meeting

5.7.1 Failure to Reach Quorum

If a quorum is not present at the set time of the Annual General Meeting, the Chair shall cancel the Annual General Meeting or Special General Meeting. If cancelled, the meeting shall be rescheduled within one-half (½) hour after the set time of the meeting; if still unable to achieve quorum, the meeting shall be rescheduled to come to order one week later and will proceed with the Members in attendance.

5.7.2 Presiding Officer

The Chair shall preside over every Annual General Meeting or Special General Meeting of the Society. In the absence of the Chair, the Vice-Chair may act as the Chair for the meeting.

Without notice received by the start of the meeting, if neither the Chair nor Vice-Chair is present within one-half (½) hour after the set time for the Annual General Meeting or Special General Meeting, a member of the Executive Committee present and selected by the officers of the society present at the meeting shall chair the meeting.

5.8 Voting at an Annual General Meeting or Special General Meeting

- (a) A show of hands decides every vote at every Annual General Meeting or Special General Meeting. Each Voting Member has one (1) vote.
- (b) A Sport Organization Member must appoint a representative to vote on its behalf at least twenty-four hours prior to the commencement of a general meeting in a form duly provided for such a purpose.
- (c) Proxy votes must be submitted to the Chair of the Society or his/her designate at least twenty-four hours prior to the commencement of a general meeting on a form duly provided for such a purpose.
- (d) If there is a tie vote, the motion is defeated.
- (e) A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.9 Failure to Give Notice of Meeting

No action taken at an Annual General Meeting or Special General Meeting is invalid due to:

- (a) Accidental omission to give notice to any Member;
- (b) Any Member not receiving any notice of the meeting; or
- (c) Any error in any notice that does not affect the meaning.

Article VI. FINANCE AND ADMINISTRATION

6.1 The Registered Office

The Registered Office of the Society shall be located in Calgary, Alberta.

6.2 Fiscal Year

The fiscal year of the Society shall be from January 1 to December 31.

6.3 Bank Accounts

All funds of the Society shall be deposited in a Canadian Chartered bank or other recognized banking entity, authorized by the Board of Directors, to an account in the name of the Society.

6.4 Audit

There shall be an audit of the books, accounts and records of the Society at least once each year. The audit shall be carried out by a qualified accountant appointed at the Annual General Meeting. At each Annual General Meeting of the Society, the Secretary-Treasurer submits a complete statement of the books of the previous year.

6.5 Seal of the Society

The Board may adopt a seal as the Seal of the Society. The Seal of the Society can only be used by Directors and Staff authorized by the Board. The Board must pass a motion to name the authorized Directors and Staff. The Society's seal will be held by the Chair at the registered office of the Society.

6.6 Signing Authority

- 6.6.1 The Board shall annually pass a resolution to designate the signing authorities of the Society. All financial contracts or cheques must be signed by at least two registered signing authorities.

6.7 The Keeping and Inspection of the Books and Records of the Society

- 6.7.1 The Secretary-Treasurer or his/her designate shall ensure that a copy of the Minutes of the Society is kept and that all meetings of the Members and the Board are recorded.
- 6.7.2 The original Minute Books shall be kept at the Registered Office of the Society. This record shall contain minutes from all meetings of the Society, the Board and all other Board Committees.
- 6.7.3 The Secretary-Treasurer or his/her designate shall ensure that all financial records are prepared and held at the Registered Office of the Society.
- 6.7.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the Chair or staff of his/her intention to do so.
- 6.7.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 6.7.6 Other books and records of the Society prepared by the Society are held by the Chair or his/her designate at the Registered Office of the Society and are also open for inspection, except for books and records that the Board designates as confidential.

6.8 Borrowing Powers

The Society may borrow or raise funds to meet its objects and operations. The Board may decide the amounts and ways to raise money. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society, and following any other legal restrictions placed upon the Society.

6.9 Remuneration of Members, Directors, and Officers

- 6.9.1 No Member, Director, or Officer of the Society may receive any payment for his/her services as a Member, Director, or Officer except the hired Chief Executive Officer as defined by the contract that has been approved by the Board.
- 6.9.2 Reasonable expenses incurred by Members, Directors and Officers, while carrying out duties of the Society may be reimbursed at rates set by the Board from time to time as allowed by the *Societies Act*.

6.10 Protection and Indemnity of Directors and Officers

- 6.10.1 Each Director or Officer holds office with protection from the Society. The Society shall indemnify each Director or Officer against all costs or charges that result from any act done in his/her role for the Society. The Society shall not protect any Director or Officer for acts of fraud, dishonesty, negligence or bad faith.
- 6.10.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his/her role for the Society, unless the act committed is one of fraud, dishonesty, wilful negligence or bad faith.
- 6.10.3 Directors or Officers are entitled to rely on the accuracy of any statement or report prepared by the Society's auditor(s). Directors or Officers shall not be held liable for any loss or damage as a result of acting on that statement or report.

Article VII. AMENDING THE BYLAWS

7.1 Cancellation, alteration or addition

These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Society.

7.2 Notice

The twenty-one (21) days' notice of the Annual General Meeting or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.

7.3 Approval

The amended Bylaws shall be submitted to the Corporate Registry of Alberta after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and are to be returned stamped as approved by the Corporate Registry of Alberta. The amended Bylaws become valid after receipt of a stamped copy of the Bylaws by the Corporate Registry of Alberta.

Article VIII. DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

8.1 Distribution of Assets

The Society does not pay any dividends or distribute its property among its Members.

8.2 Dissolution

The Society may be dissolved by Special Resolution. Upon the dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to organizations or charities consistent with the Objects of the Society and of benefit to the community as determined by the Board of Directors. The Society shall be operated on a strictly

not-for-profit basis and in no event shall any Member receive any assets of the Society, except that Members may be reimbursed for reasonable expenses approved by the Board.

Article IX. RULES OF ORDER

9.1 Rules of order

Insofar as they are not inconsistent with these Bylaws or any special rules of order of the Society, parliamentary procedures respecting the management of meetings conducted under these Bylaws shall be governed by the then current edition of Roberts Rules of Order – Newly Revised and the *Societies Act*.

Article X. DEFINING AND INTERPRETING THE BYLAWS

10.1 Definitions

In these Bylaws, the following words have these meanings.

Act means the *Societies Act*. R.S.A. 2000, c S-14 as amended, or any statute substituted for it.

Annual General Meeting means the Annual General Meeting as described in Article 5.5.

Board means the Board of Directors of this Society.

Bylaws mean the Bylaws of this Society as amended.

Society means the Calgary Sport Council Society also known as Sport Calgary.

Conflict of Interest has the meaning ascribed to it in Article 3.12.

Director means any person elected or appointed to the Board.

Member in good standing means any member whose annual membership has been registered during the fiscal year.

Member means any one of the three classes of membership stipulated in Article 2.1.1.

Official Voting Representative of a Sport Organization Member means the person who is entitled to vote at General Meetings of the Society and is appointed in writing by that sport association, group, or organization.

Officer means any Officer as listed in Article 3.7.

Registered Office means the registered office for the Society as submitted to Alberta Registries.

Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.

Special General Meeting means the special general meeting described in Article 5.6.

Special Resolution means a resolution passed to amend the bylaws at an Annual General Meeting. There must be not less than twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the Sport Organization Members present and entitled to vote. (or as defined by Article: 5)

Voting Member means a Sport Organization Member (Sport Advocate) in good standing entitled to vote at the meetings of the Sport Society.

10.2 Interpretation

Singular and plural: words indicating the singular number also include the plural, and vice-versa.

Words pertaining to gender: words indicating the masculine gender shall apply to the feminine gender, and vice versa.

Corporation: words indicating persons also include corporations.

Headings are for convenience only. They do not affect the interpretation of these Bylaws.

Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

History of Bylaws

Creation Date	October 16, 2000
Amended	October 1, 2003
Amended	October 1, 2004
Amended	November 22, 2007
Rescinded & Replaced	September 11, 2009
Amended	March 19, 2009
Rescinded & Replaced	March 17, 2011
Amended	April 12, 2012
Rescinded and Replaced	March __, 2017
Amended and Replaced	_____, 2020