



**CALGARY MINOR SOCCER ASSOCIATION**

**BYLAWS**

**JUNE 21, 2023**

## TABLE OF CONTENTS

Article 1 NAME AND PURPOSE .....	1
Article 2 INTERPRETATION .....	1
Article 3 AFFILIATION.....	2
Article 4 POLICIES AND PROCEDURES .....	3
Article 5 MEMBERSHIP .....	3
Article 6 MEETINGS OF MEMBERS.....	6
Article 7 VOTING OF MEMBERS.....	8
Article 8 BOARD OF DIRECTORS.....	8
Article 9 VOTING OF DIRECTORS.....	10
Article 10 QUORUM .....	11
Article 11 EXECUTIVE COMMITTEE OF CMSA- DUTIES OF OFFICERS .....	11
Article 12 BOARD GOVERNANCE AND DUTIES OF OFFICERS.....	12
Article 13 STANDING COMMITTEES .....	13
Article 14 FINANCE.....	14
Article 15 AUDITORS.....	14
Article 16 INDEMNITY AND LIABILITY OF DIRECTORS AND EMPLOYEES .....	15
Article 17 CONDUCT/SANCTION .....	15
Article 18 APPEALS .....	16
Article 19 AMENDMENTS TO THE BYLAWS.....	16
Article 20 BORROWING POWERS.....	17
Article 21 DISSOLUTION/WINDING UP .....	17
Article 22 CORPORATE SEAL.....	17
Article 23 LAWS OF THE GAME.....	17

**ARTICLE 1  
NAME AND PURPOSE**

- 1.1 The name of the organization shall be the "Calgary Minor Soccer Association", hereinafter referred to as "CMSA".
- 1.2 These Bylaws relate to the general conduct of the activities and affairs of CMSA.
- 1.3 Restrictions on Activities CMSA may carry on:

CMSA shall be restricted to carrying out its activities on a not-for-profit basis and without the purpose of gain for its Members, and any gains or accretions to CMSA shall be used in promoting its purposes.

CMSA shall not accumulate income except for the purpose of its permitted activities or as is deemed necessary in the prudent management of its affairs, provided in all cases that the size of such reserves are reasonable and reflect CMSA's operating requirements as a not-for-profit organization.

**ARTICLE 2  
INTERPRETATION**

- 2.1 In these Bylaws, unless the context otherwise requires:
- (a) "**AGM**" shall mean the Annual General Meeting of the Members of CMSA as required by the *Societies Act* (Alberta);
  - (b) "**ASA**" means the Alberta Soccer Association;
  - (c) "**Board**" means the Board of Directors of CMSA;
  - (d) "**Board Ordinary Resolution**" means a simple majority of the votes cast by the Directors as determined in accordance with Article 10;
  - (e) "**CMSA**" means the Calgary Minor Soccer Association;
  - (f) "**CSA**" means the Canadian Soccer Association;
  - (g) "**Director**" means a member of the Board of Directors of CMSA;
  - (h) "**FIFA**" means the Federation Internationale de Football Association;
  - (i) "**Fiscal Year**" means the fiscal year of CMSA which shall be from the first (1<sup>st</sup>) day of October until the thirtieth (30<sup>th</sup>) day of September of the following year;

- (j) **"Good Standing"** means a Member shall be in good standing only after forty-five (45) calendar days have passed from the date the Board approved the admission as a Member and shall continue to be in good standing until that Member ceases to be a Member or fails to pay annual fees, is in arrears, or is suspended in accordance with the Bylaws;
- (k) **"Member"** means an Organization/Club or an individual that satisfies the requirements of a membership category described in Article 5;
- (l) **"Ordinary Resolution"** means a resolution passed at an AGM or SGM by a simple majority of votes cast by a minimum of forty percent (40%) of the Voting Members present at such meeting;
- (m) **"Organization/Club"** means a soccer organization or club meeting the membership criteria set out in Article 5;
- (n) **"SGM"** means Special General Meeting;
- (o) **"Special Resolution"** means a resolution passed at an AGM or SGM by not less than seventy-five percent (75%) of the votes cast by a minimum of sixty percent (60%) of the Voting Members present at such meeting;
- (p) **"Staff"** means employee(s) of CMSA;
- (q) **"Volunteer"** means any person/individual who dedicates their time pro bono on behalf of CMSA; and
- (r) **"Voting Member"** means an Organization/Club that satisfies the membership criteria applicable to a Voting Member described in Section 5.1(b).

2.2 Interpretations of these Bylaws as well as questions in dispute shall be referred to the Board. The singular may include the plural and vice-versa. Masculine may include feminine and vice-versa.

### **ARTICLE 3 AFFILIATION**

CMSA shall be affiliated with the ASA, CSA, FIFA, and shall be subject to the bylaws, rules and regulations adopted by those bodies.

## **ARTICLE 4 POLICIES AND PROCEDURES**

- 4.1 The Board shall draft the "Policies and Procedures" of CMSA and may amend them from time to time as deemed necessary or desirable to further the mission statement of CMSA. It shall be noted that the purpose of the Policies and Procedures of CMSA is to govern the game of soccer in Calgary and all of the Members under the jurisdiction of CMSA, including matters relating to business, management, rules of play, regulations, appeals, and hearings that are not already herein expressly provided for.
- 4.2 The Policies and Procedures shall include the Rules of Play for the game of soccer under the jurisdiction of CMSA.
- 4.3 The Policies and Procedures may be amended by Board Ordinary Resolution of the Board from time to time.
- 4.4 The Policies and Procedures, as amended from time to time, shall be made available to the public by posting them on the CMSA website.
- 4.5 All questions regarding the Policies and Procedures, which are not covered herein, shall be referred to the Board for decision.

## **ARTICLE 5 MEMBERSHIP**

- 5.1 General Membership Guidelines
  - (a) There shall be five categories of Members:
    - (i) Voting Members;
    - (ii) Non-Voting Members;
    - (iii) Life Members;
    - (iv) Associate Members; and
    - (v) Directors.
  - (b) Voting Member
    - (i) Voting Members shall be organizations or clubs operating within the Calgary soccer district that have teams registered with CMSA and that are in Good Standing.

- (ii) Membership requirements for Voting Members shall be contained in the Policies and Procedures, as amended by CMSA from time to time.
  - (iii) Voting Members shall be responsible for compliance with the Policies and Procedures by their teams, management and supporters.
- (c) Non-Voting Member
  - (i) Non-Voting Members shall be organizations or clubs operating outside the Calgary soccer district that have teams registered with CMSA and are in Good Standing or organizations or clubs operating within the Calgary soccer district that have teams registered with CMSA, but are not in Good Standing.
  - (ii) Membership requirements for Non-Voting Members shall be contained in the Policies and Procedures, as amended by CMSA from time to time.
  - (iii) Non-Voting Members shall be entitled to receive notice of the AGM and any SGM at which they may have a voice, but no vote.
  - (iv) Non-Voting Members shall be responsible for compliance with the Policies and Procedures by their teams, management and supporters.
- (d) Life Member
  - (i) The Board may, by resolution, appoint an individual as a Life Member in recognition of significant contributions to CMSA.
  - (ii) Life Members shall not be required to pay any membership fee and shall be entitled to notice of an AGM or SGM at which they may have a voice, but no vote.
- (e) Associate Member
  - (i) The Board may, by resolution, grant Associate Membership to local organizations such as public, separate or private schools.
  - (ii) Associate Members may operate at arm's length of CMSA and are not subject to the Policies and Procedures applicable to Members that have teams registered with CMSA.
  - (iii) Associate Members shall be required to pay an annual associate membership fee as determined by the Board.

- (iv) Associate Members shall be entitled to receive notice of the AGM and any SGM at which they may have a voice, but no vote.
- (f) Directors
  - (i) Each Director shall be a Member during his or her term of office and shall be entitled to receive notice of the AGM and any SGM at which they may have a voice, but no vote.
- (g) Every Member, as herein noted and defined by CMSA Policies and Procedures, must adhere to the Bylaws, Policies and Procedures and the rules of CMSA as implemented from time to time and must fulfill all obligations accordingly.
- (h) All new membership applications are subject to approval by the Board. In order to be eligible to vote at an AGM or SGM in a particular Fiscal Year, a new Member must have teams registered with CMSA in the year immediately preceding the beginning of such Fiscal Year.
- (i) The president or most senior officer of each Member shall be the representative of that Member at all meetings of Members of CMSA, unless some other person is designated by the president or most senior officer of that Member by notice in writing to the Secretary or Executive Director of CMSA. Any such designate must be a director of the Member.
- (j) CMSA will not be held responsible for liabilities of any Member.
- (k) Membership in CMSA is not transferable.
- (l) If a Member withdraws, then the Member shall remain liable for payment to CMSA of any dues or debt which became payable by that Member to CMSA prior to such withdrawal.
- (m) Every Member Organization/Club shall pay an annual CMSA fee to CMSA as determined and set by the Board from time to time, with such annual fee to be applied to the registration of the Organization/Club Member.

5.2 A person shall cease to be a Member of CMSA:

- (a) upon delivering a written notice of withdrawal to CMSA with the stated effective date of withdrawal or, if no date is stated, the withdrawal shall be effective upon receipt by CMSA of such notice;
- (b) if an individual, upon that Member's death;
- (c) if an Organization/Club, upon that Member winding up or otherwise dissolving the Organization/Club in accordance with relevant legislation;

- (d) upon completion of that Member's term of membership;
- (e) upon that Member being expelled in accordance with Section 5.3;
- (f) ninety (90) calendar days after that Member has ceased to be in Good Standing with CMSA; or
- (g) upon ceasing to be a director of CMSA for any reason other than the expiration of that person's term as a director

5.3 A Member may be expelled by a resolution passed at a meeting of the Board by not less than seventy-five percent (75%) of the votes cast by those Directors present at such meeting and who are entitled to vote. A Member Organization/Club may be expelled by the Board if the particular Member Organization/Club has been absent from three (3) consecutive AGMs.

5.4 Any Member who has ceased to be a Member shall not be entitled to the return of any dues or other amounts that the Member has paid to CMSA, or be entitled to the restoration of the Member's membership privileges unless and until all arrears of dues, annual fees and any other debt owing by that Member to CMSA are paid and the Member has otherwise been approved by the Board to be restored to membership.

## **ARTICLE 6 MEETINGS OF MEMBERS**

61 The AGM of CMSA shall be held within ninety (90) calendar days of the Fiscal Year end and at a time, date and place to be determined by the Board.

62 All Members in Good Standing shall receive written notice at least twenty-one (21) calendar days before the AGM or any SGM. At such a meeting, each Member Organization/Club may designate two (2) representatives with voice, but only one (1) designated representative may vote. Guests may attend without voice or vote, but only with consent of CMSA.

63 For any particular Fiscal Year of CMSA, each Voting Member shall be entitled to such number of votes at an AGM or SGM held during that particular Fiscal Year calculated as the aggregate number of players registered by that Voting Member for the indoor and outdoor seasons immediately preceding the beginning of such Fiscal Year. No one Voting Member will be entitled to greater than ten percent (10%) of the overall CMSA voting rights for any particular Fiscal Year.

64 The Secretary/Treasurer may call an SGM upon instructions from the Board, or upon receipt of a written request by ten (10) Voting Members.

65 The written request of the Voting Members must provide sufficient detail of the matters proposed to be brought before the SGM. At an SGM only business



stated on the agenda shall be open for debate. The Board shall determine the time, date and place of an SGM. Written notice must be provided to the Members a minimum of twenty-one (21) calendar days prior to such meeting. Voting and guest arrangements are the same as described in Sections 6.2 and 6.3 above.

- 66 The President shall preside at all meetings of CMSA, and if absent, a Vice President shall chair the meeting (the "**Chair**").
- 67 Proxy votes of the Members will not be allowed at the AGM or at any SGM.
- 68 At an AGM or SGM, only Voting Members in Good Standing are entitled to vote.
- 69 A Director shall have voice but no vote at the AGM or SGM. A Director may not sit as a designated voting representative for a Member at an AGM or SGM.
- 610 If there is a tie, the resolution shall not pass. The Chair shall not be entitled to cast a deciding vote at an AGM or SGM.
- 611 Order of business at the AGM will be determined by the Chair and the Board prior to the AGM, but shall include:
  - (a) determination of quorum;
  - (b) minutes of the previous AGM and any SGM;
  - (c) business arising out of the minutes;
  - (d) presentation of the audited financial statements;
  - (e) President's Report, Secretary/Treasurer's Report, Standing Committees' Reports as they may apply;
  - (f) Resolutions to consider and approve, if required, player registration fees, and any other matters pertaining to the financial status of CMSA;
  - (g) Resolutions to appoint an auditor and to authorize the Board to fix the required remuneration; and
  - (h) Resolutions to elect the Board.
- 612 Subject to the consent of the Board, a Member or any other person entitled to attend an AGM or SGM may participate by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other, and a person participating in such a meeting by those means is deemed to be present at the meeting.
- 613 Notwithstanding any provisions in this Bylaw to the contrary, and subject to the *Societies Act* (Alberta) and the consent of the Board, if the Board or the Voting Members call an AGM or SGM, the Board or the Voting Members, as the case

may be, may determine that the meeting will be held entirely by electronic means, telephone, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **ARTICLE 7 VOTING OF MEMBERS**

- 7.1 At any meeting of the Members, each Member may vote through only one (1) designated representative as referred to in Section 6.2 of these Bylaws.
- 7.2 At all meetings of the Members, if the vote is tied, the resolution shall not be passed.
- 7.3 Ordinary Resolutions may be decided by show of hands or by voice. Members have a right by majority decision to determine that a vote on any matter shall be decided by the casting of ballots.
- 7.4 All resolutions and motions to be voted on at any meeting of Members shall, unless otherwise required by these Bylaws or by law, be determined by Ordinary Resolution.
- 7.5 For the purposes of voting on the election of the Board, the positions will be filled starting with the nominee who has garnered the highest number of votes, then the one with the second highest number of votes and so on until all the openings have been filled.
- 7.6 In any contested election, voting shall be by secret ballot.

## **ARTICLE 8 BOARD OF DIRECTORS**

- 8.1 Regular Board meetings shall be held at a time, date, and place determined by the Board or at the call of the President, by contacting each Director at least forty-eight (48) hours in advance of a meeting, unless the entire Board is available and agrees to meet otherwise.
- 8.2 Obligations and Powers of the Board:
- (a) to be accountable to the Members of CMSA;
  - (b) to establish, implement and monitor Policies and Procedures relative to matters of business, management, rules of play, regulations, appeals, and hearings that are not already herein expressly provided for;
  - (c) to regularly review finances and exercise good judgement regarding the general affairs of CMSA;

- (d) to deal with protests and appeals and all cases of discipline of any nature whatsoever under CMSA's jurisdiction; and
- (e) to establish and determine a schedule for annual fees to be paid by Members.

8.3 Board Composition:

- (a) the number of directors comprising the Board shall be fixed at twelve (12) effective at the first AGM following the adoption of these bylaws, and prior thereto the Board shall be comprised of the number of directors then in office;
- (b) the Members shall approve the number of directors contemplated in Section 8.3(a) prior to the election of Directors at any AGM or SGM;
- (c) the Board shall consist of the Directors elected by the Members or appointed by the Board to fill a vacancy in accordance with the Bylaws;
- (d) for every AGM, the Board or a Standing Committee will present to the Members at least one (1) nominee for each Board vacancy and accordingly prepare a slate of nominees. Only persons who are present or have given their written consent may be elected by the Members;
- (e) the Directors shall be elected by the Members at the AGM from among the names submitted to that AGM and SGM by the current Board pursuant to these Bylaws and shall take office commencing at the close of that AGM or SGM;
- (f) the Members may nominate additional individuals at an AGM or SGM at which Directors are to be elected, however, such nominated individuals must be present at such meeting of the Members;
- (g) the Directors' term of office shall be two (2) years, except that the Board may determine that up to six (6) of the Directors elected at the first AGM following the adoption of these bylaws be elected to serve for a term of one (1) year.
- (h) Directors are eligible for re-election but shall serve no more than four (4) consecutive terms. A Director that has served four (4) consecutive terms may not be re-elected or re-appointed to the Board until the second AGM following the expiration of their fourth consecutive term. The term limit shall become effective immediately prior to the AGM in 2021. Any director that has held office for more than four (4) consecutive terms upon the term limit becoming effective may continue to hold office until their present term expires;
- (i) any person having obtained the age of majority and indicating a sincere interest to further the best interests of CMSA may be nominated by the Board, or the Governance & Nominating Committee, as a candidate for election at the AGM;

- (j) a Director may resign from office upon giving written notice to the Board and such resignation shall be effective on the date of submission of written notice. Resignation prior to the completion of a Director's elected term shall render the individual ineligible for re-election or appointment to the Board until at least one AGM has been held subsequent to the resignation;
- (k) the Board may appoint suitable individuals, between AGMs, to fill vacancies that occur, to serve until the next AGM. Appointees must obtain a majority of two-thirds (66.6%) of the votes with seventy-five percent (75%) of the Board attending the meeting. The term of office for the Board appointed Directors shall be until the next AGM;
- (l) a Director may be deemed to have resigned by being absent from three (3) consecutive Board meetings without satisfactory reason to be determined by the Board;
- (m) any Director who is expelled from office shall be ineligible for re-election or appointment to the Board until at least four (4) AGMs have been held subsequent to the removal of the Director. This period may be extended at the discretion of the Board, provided that at least seventy-five percent (75%) of the Directors present at the meeting addressing such specific extension have approved the extension of the expulsion period;
- (n) no Director shall receive compensation for services as a Director; however, the Board shall establish an out-of-pocket expense policy for expenses incurred in the course of discharging any duty on behalf of CMSA; and
- (o) a Director may not serve as a director, officer, employee or consultant of a Member Organization/Club or as an employee or consultant of CMSA. The foregoing restriction shall become effective immediately prior to the AGM in 2021. In addition, a Director must sign and submit conflict of interest guidelines as established by Policies and Procedures.

## **ARTICLE 9 VOTING OF DIRECTORS**

- 9.1 Upon quorum being reached in accordance with Section 10.3, voting of the Board at a meeting of the Board, shall be by way of show of hands or voice.
- 9.2 In addition to Section 9.1, the Board may approve items of business that only require approval by way of Board Ordinary Resolution by email, facsimile, scan or other telephonic means (the "**Electronic Approval**") if such Electronic Approval is received by one-hundred percent (100%) of the Board entitled to vote on such Board Ordinary Resolution.

- 9.3 At all meetings of the Board, if the vote is tied, the resolution shall not pass. The Chair of the Board shall not be entitled to cast a deciding vote at a Board meeting.

## **ARTICLE 10 QUORUM**

- 10.1 At the AGM or at a SGM, a minimum representation of ten (10) Voting Members holding a minimum of twenty-five percent (25%) of the eligible votes calculated in accordance with Section 6.3 are required to constitute a quorum.
- 10.2 At an AGM or SGM, if, within forty-five (45) minutes from the time appointed, a quorum is not present such meeting shall stand adjourned to be reconvened within thirty (30) calendar days at a time and place to be determined by the Board. If at such adjournment meeting a quorum is not present, the Voting Members present shall constitute a quorum. The Board shall provide a minimum of seven (7) days' written notice of such reconvened meeting.
- 10.3 At a properly convened Board meeting, fifty percent (50%) of Directors attending in person or attending by telephone conference call shall constitute a quorum.
- 10.4 At a properly convened Executive Committee meeting, fifty percent (50%) of the Executive Committee shall constitute a quorum.

## **ARTICLE 11 EXECUTIVE COMMITTEE OF CMSA- DUTIES OF OFFICERS**

- 11.1 The Board shall elect the Executive Committee and the four (4) executive positions described in Section 11.2 from the Directors at a special meeting of the Board to be held immediately following the AGM. The previous Executive Committee shall function as an interim Executive Committee until this election is concluded. Should the circumstances arise, where an executive position is contested, there will be an election held. The positions will be filled with the candidate who has garnered the highest number of votes. In the event that there are more than two (2) candidates, after the first vote, the candidate with the lowest number of votes will be dropped, and another ballot taken, and so on until the last vote is decided between only two (2) candidates. Any candidate may withdraw at any time after the first ballot. In any contested election the voting shall be by secret ballot.
- 11.2 The Executive Committee will be a Standing Committee of the Board and shall consist of the following executive positions: President, First Vice President, Second Vice President and Secretary/Treasurer. With Board approval any Director may fill two (2) executive positions. The Executive Director shall be an ex-officio member of the Executive Committee.

- 11.3 The Executive Committee shall conduct the business of CMSA between meetings of the Board and report all decisions made for approval at the subsequent Board meeting.
- 11.4 Executive meetings shall be called by the President or any two members of the Executive Committee, giving each member at least forty-eight (48) hours notice by telephone or other agreed upon means of communication, or by agreement determined at a previous meeting.
- 11.5 The President shall be chair of the Executive Committee, in the absence of the President one of the Vice Presidents will assume the chair.

**ARTICLE 12**  
**BOARD GOVERNANCE AND DUTIES OF OFFICERS**

- 12.1 Directors need to have a good understanding of the concept of Board governance, and the role of the Board in comparison to the role of the Executive Director in leading CMSA. Governance is an interdependent process shared by the Board and the Executive Director, each operating within a particular sphere of influence.
- 12.2 The Board is responsible for:
- (a) establishing strategic direction;
  - (b) establishing Policies and Procedures, budgets, and financial overview;
  - (c) reviewing operations; and
  - (d) hiring of and monitoring the performance of the Executive Director in accordance with established Policies and Procedures.
- 12.3 The Executive Director is responsible for:
- (a) managing the organization in accordance with the Policies and Procedures;
  - (b) reporting to the Board through the President; and
  - (c) hiring CMSA Staff and consultants, as ratified by the Board, when necessary.
- 12.4 The First Vice President may assume the duties of the President in case the President is absent, at all meeting of CMSA. In the event the First Vice President is absent, then the duties of the President shall be fulfilled by Second Vice President and if the Second Vice President is not present, then the Secretary/Treasurer.

- 12.5 The Secretary/Treasurer will chair the Finance and Audit Committee. The office of the Secretary shall ensure the maintenance of an accurate record of minutes relative to Meetings of CMSA and shall be in charge of the seal of CMSA. The Executive Director or designate will be responsible for taking the minutes and for correspondence of CMSA. The office of the Treasurer shall receive all funds provided to CMSA and give receipt for funds received. Such role shall be completed through the work of CMSA staff. Financial statements shall be prepared for Board review as required. The Secretary/Treasurer in concert with the Executive Director shall prepare an annual budget for approval by the Board. The Secretary/Treasurer must be bondable and possess basic financial qualifications as required by CMSA Policies and Procedures.
- 12.6 Directors shall assume duties as determined by the Board.

### **ARTICLE 13 STANDING COMMITTEES**

- 13.1 The Board will appoint committees hereinafter called Standing Committees to assist in carrying out the functions of CMSA.
- 13.2 Subject to Section 12.5, the Board will appoint the chair of any Standing Committee. Unless there are special circumstances, the chair or a co-chair of any Standing Committee shall be a Director of CMSA. CMSA Standing Committees may have staff appointed liaisons if deemed appropriate by the Executive Director and the Board. The President shall be ex-officio of all Standing Committees.
- 13.3 The Board shall create the following Standing Committees and all Standing Committees shall have established Terms of Reference as approved by the Board:
- (a) Executive Committee;
  - (b) Finance & Audit Committee; and
  - (c) Governance & Nomination Committee.
- 13.4 In addition to Section 13.1, the Board shall have the power and discretion to create any Ad Hoc Committees that it deems necessary to ensure efficient administration of CMSA affairs. These committees shall be temporary or long-term as the Board sees fit, possible options include Appeals, Member Relations, and Human Resources.
- 13.5 The Board has ultimate discretion with respect to creating or dissolving an Ad Hoc Committee or Standing Committee. Approval by Board Ordinary Resolution is necessary to create or dissolve an Ad Hoc Committee or Standing Committee.
- 13.6 At every regular meeting of the Board, Standing Committees shall provide update reports.

**ARTICLE 14  
FINANCE**

- 14.1 All funds of CMSA shall be deposited in a Canadian chartered bank or other financial institution authorized by the Board, to an account, or accounts in the name of CMSA. Withdrawals must be reported to the Board. The Secretary/Treasurer and any two other members of the Executive Committee shall sign withdrawals and cheques drawn on behalf of CMSA. The Board shall review the authorization limits on withdrawals annually. Upon resolution of the Board, surplus funds of CMSA may be invested in such a manner as the Board may determine.
- 14.2 The Board shall cause an annual budget to be prepared and for the budget to be approved by Board Ordinary Resolution prior to the commencement of each Fiscal Year.
- 14.3 Expenditures not authorized through budget resolution and not requiring Member approval pursuant to these Bylaws must have prior Board approval, unless such expenditures do not exceed an amount equal to one percent (1%) of the current annual budget or such other amount as may be prescribed from time to time by Board Ordinary Resolution.
- 14.4 The Members shall approve by Ordinary Resolution:
- (a) the player registration fees applicable to league play if the proposed fee to be charged per player exceeds the amount charged in the prior year and, in the event that a proposed fee increase is not approved by Members, the player registration fees charged per player shall remain the same as the prior year; and
  - (b) any expenditure of funds from CMSA's internally restricted facility fund that exceeds \$200,000.
- 14.5 Within seven (7) calendar days of a written request, Members' designated representatives may have an opportunity to inspect the financial records or the books of minutes, during normal business hours at the office of CMSA.

**ARTICLE 15  
AUDITORS**

- 15.1 CMSA shall annually appoint auditors at the AGM to audit the accounts of CMSA. The books and records will be audited once a year, on every Fiscal Year, prior to the AGM.



**ARTICLE 16**  
**INDEMNITY AND LIABILITY OF DIRECTORS AND EMPLOYEES**

- 16.1 Indemnity and liability shall be as stated by the laws of the Province of Alberta, relating to not-for-profit organizations, and shall be adopted as policy by CMSA.
- 16.2 Every member of the Board, Staff, and Volunteers of CMSA shall be indemnified and saved harmless by CMSA from and against:
- (a) any liability and all costs, charges and expenses that are sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against him or her in respect of anything done or permitted by him or her in respect of execution of duties of his or her office; and
  - (b) all other costs, charges, and expenses that he or she sustains or incurs in respect to the affairs of CMSA;

provided that no member of the Board, Staff, and Volunteers of CMSA shall be indemnified by CMSA in respect to any liability, costs, charges, or expenses that he or she sustains or incurs as a result of his or her own fraud, dishonesty, willful neglect or willful default.

- 16.3 CMSA will purchase and maintain liability insurance or such other insurance for the benefit of members of the Board, Staff and Volunteers as the Board shall from time to time consider appropriate.

**ARTICLE 17**  
**CONDUCT/SANCTION**

- 17.1 Following a set time, date and place of a properly constituted hearing, any Member or any of its directors, team officials, or registered players may be required to appear at a disciplinary hearing, if charged for good and sufficient cause, by violation of CMSA Rules as created pursuant to the Policies and Procedures or the decision of the Board, and, provided written notice, of at least seventy-two (72) hours has been given to the Member charged.
- 17.2 By simple majority decision, upon hearing evidence and being satisfied that an offence has been committed, the Board or the CMSA Discipline Committee, may levy punishment by suspension, fine, bond, or any combination thereof.
- 17.3 Any Member or any of its directors, team officials, or registered players who, by their personal or business conduct, violate any part of the Bylaws or Policies and Procedures of CMSA, may be expelled from membership by a two-thirds (2/3) majority vote of the Board after investigation has been made at which the Member concerned has been given a proper hearing with a full opportunity to explain their actions. When such a hearing is being initiated by the Board, notice of such hearing shall be given to all concerned in writing not less than five (5) business days before such hearing.

- 17.4 Any Director who through their actions or behaviour, violates in any part or in whole the Bylaws or Policies and Procedures of CMSA, may be removed from their position by a two-thirds (2/3) majority vote of the Board with seventy-five percent (75%) of the Board present. The individual concerned must be given a proper hearing with a full opportunity to explain their actions. When such a hearing is being initiated by the Board, notice of such hearing shall be given to all concerned in writing not less than five (5) business days before such hearing. This removal takes place after a Board decision has been rendered in writing.
- 17.5 No individual(s) expelled or suspended for a specific period of time under the jurisdiction of CMSA shall be eligible for membership or active participation in CMSA or any Member Organization/Club and such individual(s) shall be reported to the ASA.

### **ARTICLE 18 APPEALS**

- 18.1 Appeals from decisions by a committee of CMSA may be directed to the Board.
- 18.2 Appeals from decisions of the Board may be directed to the ASA.
- 18.3 The Board shall decide in what manner and by whom such appeal shall be heard and will determine the time and place of the meeting.
- 18.4 Every appeal to CMSA must be in writing and accompanied by a fee as determined by CMSA.
- 18.5 CMSA shall prepare and establish Policies and Procedures addressing all aspects of appeals.

### **ARTICLE 19 AMENDMENTS TO THE BYLAWS**

- 19.1 The CMSA Bylaws may be rescinded or amended by a Special Resolution.
- 19.2 Members may provide a written request for proposed amendments to the Bylaws, if submitted with the signature of a minimum of ten (10) Voting Members. Such written notice must reach the office of CMSA thirty (30) calendar days prior to the AGM. Proposed amendments shall be placed on the agenda of the AGM. Any proposal for amendments to the Bylaws at the AGM not carried by a seventy-five percent (75%) vote of the Voting Members present shall not be reintroduced for two (2) years, unless the Board deems its reintroduction advisable and necessary.

- 19.3 The Board may place any amendment to the Bylaws to the Members for approval. The Board may request amendments to the Bylaws at an AGM or SGM by providing a written notice to the Members outlining the proposed amendments, at a minimum of twenty-one (21) calendar days prior to the AGM or SGM, at which time the Members will vote on the Bylaws.
- 19.4 The Executive Director must put a copy of the amended Bylaws as approved by the Members on the CMSA website within fourteen (14) calendar days after any such amendment has been filed with the Corporate Registry of Alberta.

## **ARTICLE 20 BORROWING POWERS**

- 20.1 For the purpose of carrying out its objectives, CMSA may borrow or secure funds up to the allowable credit limits set by any Canadian chartered bank or other financial institution.
- 20.2 CMSA may raise money by issuing debentures for specific capital projects.
- 20.3 A Special Resolution must be passed by the Voting Members at the AGM or at a SGM every time money is borrowed, or each time debentures are to be issued.

## **ARTICLE 21 DISSOLUTION/WINDING UP**

- 21.1 In the case of dissolution of CMSA, any assets remaining after payment of all liabilities of CMSA shall be distributed to one or more registered charities selected by the Board.

## **ARTICLE 22 CORPORATE SEAL**

- 22.1 CMSA shall have a corporate seal, which shall be in the custody of the Secretary/Treasurer.
- 22.2 Whenever the seal is used, two (2) signatures shall authenticate it: first by the President and the Secretary/Treasurer and in the absence of either one, by any other member of the Executive Committee.

## **ARTICLE 23 LAWS OF THE GAME**

- 23.1 CMSA shall support and maintain the principles of the Laws of the Game as established by FIFA, except as provided to accommodate regional differences in age or climatic conditions.