APOLLO CURLING LEAGUE
BY-LAWS

ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Apollo Curling League, also known as the League or the ACL.

1.2 Definitions – The following capitalized terms have these meanings in these By-laws:

a. *Act* – the *Societies Act* (Alberta), as amended, replaced or superseded from time to time.
b. *Annual Meeting* - the annual general meeting of the Members required to be held once a year in accordance with the Act and these By-laws, for the purpose of conducting the business of the League.
c. *Auditor* – one or more individuals, or a partnership or corporation, appointed under section 7.3 to audit the books, accounts and records of the League and to report to the Members at the next Annual Meeting in accordance with the Act.
d. *Board* – the Board of Directors of the ACL
e. *Committee* – a committee appointed by the Board in accordance with these By-laws and as further described in Article VI.
f. *Days* – calendar days including weekends and statutory holidays in Alberta.
g. *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
h. *Member* – an individual who has been admitted as a member of the League in accordance with Article II of these By-laws and whose membership remains active at the relevant time.
i. *Officer* – an individual elected or appointed to serve as an Officer of the League pursuant to these By-laws and as further described in Section 4.2 and Article V.
j. *Ordinary Resolution* – a resolution passed by a simple majority (more than half) of the votes of the Members cast on that resolution.
k. *Registrar* – the Registrar of Corporations appointed under the Act.
l. *Society* – the Apollo Curling League (ACL).
m. *Special Meeting* – a meeting of the Members, other than an Annual Meeting, that is called in accordance with these By-laws to consider specific business or matters requiring Member approval.
n. *Special Resolution* – a resolution passed by at least three-quarters (75%) of the votes cast by the Members entitled to vote, and as otherwise set forth in the Act.

1.3 Registered Office – The registered office of the League will be located within the Province of Alberta.

1.4 No Gain for Members – The League will be carried on without the purpose of gain for its Members and any profits or other accretions to the League will be used in fulfillment of the League's mandate and mission.

1.5 Ruling on By-laws – The Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of the League and reasonable, and consistent with the Act. Any such interpretation by the Board is interim and remains in effect only until the next meeting of the Members, at which the Members may confirm, vary, or overturn it.

1.6 Conduct of Meetings – Meetings of the Members and of the Board will be conducted in a fair, orderly, and democratic manner. Robert's Rules of Order (current edition) may be used as a guide on questions of procedure not otherwise addressed by these By-laws.

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include corporate bodies. Words importing an organization name, title, or program will include any successor organizational name, title, or program. The words "including" or "includes" mean "including but not limited to".

1.8 Non-Discrimination Policy – The League will not discriminate, in terms of admissibility for membership, with regard to age, race, sex, creed, national or cultural origin, religious affiliation, sexual orientation, gender identity or expression, marital status, physical ability, or health status. Nothing in this clause prevents the League from adopting temporary, reasonable health or safety measures applicable to all participants in response to a public-health situation, consistent with the directions of Alberta Health Services or other competent authority.

1.9 Limitation on Activities – The League is carried on without the purpose of gain for its Members, in accordance with section 1.4 of these By-laws. Any profits or accretions to the League will be applied solely to the promotion of the objectives of the League.

ARTICLE II: MEMBERSHIP

2.1 Categories – The ACL has one class of Member. The ACL is open to all who support its objectives and agree to abide by these By-laws and the League's Code of Conduct, including its commitment to a safe, welcoming, and inclusive environment for 2SLGBTQI+ participants and allies. All such individuals interested in joining the League may become a Member, upon payment of the annual membership dues, completion of the membership application, and execution of the required waiver. Membership approval cannot be unreasonably withheld, however, the Board may cap total membership numbers, in its sole discretion, from time to time, to prudently manage the size of the ACL.

Authority of Members

2.2 Membership Authority – All Members in good standing of the League will have the following powers:

a. to appoint the Auditor
b. to amend the By-laws
c. to elect Directors;
d. to inspect records in accordance with the Act at reasonable times; and
e. to vote on any matters put to a vote of the membership of the League at any meeting of the Members.

Admission and Renewal of Members

2.3 Admission of Members – Any individual will be admitted as a Member, or have their membership renewed, if the individual:

a. Makes an application for membership, or renewal of membership, in a manner prescribed by the Board;
b. Has paid fees as prescribed by the Board;
c. Agrees to uphold and comply with these By-laws and the policies and rules of the League, including any Code of Conduct; and
d. Meets any other condition of membership determined by the Board, provided that any such condition is reasonable, applied consistently to all applicants, and communicated to Members in advance.

Membership Dues and Duration

2.4 Year – Unless otherwise determined by the Board, the membership year of the League will be from August 1 of one year until July 31 of the following year.

2.5 Dues and Fees – Membership dues and fees will be determined annually by the Board.

2.6 Duration – Membership duration is for one membership year, and Members may re-apply for membership annually.

2.7 Renewal – The Board will establish a membership renewal period each year, typically within the period from mid-August to early October, but at its full discretion. Members will be notified in writing of the membership dues, the renewal period dates, and the consequences of non-renewal. A Member who has not paid the annual dues by the end of the renewal period will automatically cease to be a Member of the League.

Transfer, Suspension, and Termination of Membership

2.8 Transfer – Membership in the ACL is non-transferable.
2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the League's policies related to discipline, or by resolution of the Board, passed by a majority vote at a meeting of the Board provided the Member has been given at least seven (7) Days prior notice and the opportunity to be heard at such meeting.

2.10 Termination – Membership in the League will terminate immediately upon:

a. The end of the renewal period established under Section 2.7, where the Member has not renewed their membership in accordance with these By-laws;
b. The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.3 of these By-laws;
c. Resignation by the Member by giving written notice to the Board;
d. Dissolution of the ACL;
e. A decision made by a panel in accordance with the League's applicable discipline policies;
f. By resolution of the Board passed by majority vote, provided at least fifteen (15) Days prior notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.11 Resign versus Discipline – A Member may resign from the ACL at any time, however, the resignation does not terminate the Board's disciplinary jurisdiction over matters arising prior to resignation.

2.12 Arrears – Where a Member owes membership dues, fees, or other monies to the League (other than an unrenewed annual membership governed by Sections 2.7 and 2.10), the Board may, in its discretion and on reasonable notice, suspend or expel the Member. Any dues, subscriptions, or other monies owed to the League by a suspended or expelled Member remain due.
2.13 Discipline – A Member may be disciplined in accordance with ACL policies and procedures relating to the discipline of Members.

Good Standing

2.14 Definition – A Member will be deemed to be "in good standing", provided that the Member:

a. Has not ceased to be a Member;
b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
c. Has completed and remitted all documents as required by the Board;
d. Has complied with the By-laws, policies, and rules of the League
e. Has complied with any disciplinary sanctions imposed under these By-laws; and
f. Has paid all required membership dues.

2.15 Cease to be in Good Standing – Members that cease to be in good standing, based on the objective criteria set out in Section 2.14, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Annual Meeting – The League will hold an Annual Meeting of Members at such date, time, and place, within the Province of Alberta, as determined by the Board from time to time and in accordance with the Act. The Annual Meeting will be held no later than sixty-one (61) Days following the financial year end of each year.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of twenty-five percent (25%) or more of the Members for any purpose connected with the affairs of the League that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) Days from the date of the deposit of the requisition.

3.3 Notice – Notice of every Annual Meeting and every Special Meeting of the Members will be given to each Member, in writing or electronically in the manner set out in Article IX, at the Member's address of record.

a. Notice will be given not less than twenty-one (21) Days and not more than sixty (60) Days before the date of the meeting.
b. The notice will state the date, time and place of the meeting and the means by which Members may attend and vote; will state the general nature of the business to be transacted; and, where a Special Resolution is to be proposed, will specify the intention to propose that Special Resolution.
c. Notice of an Annual Meeting will be accompanied by the agenda and by any Member Proposals and Board resolutions required to be circulated under section 3.6.
d. In addition to notice given under this section, the League will post notice of the meeting on the League's website.
e. This section is subject to section 3.7, which governs notice of a meeting reconvened after adjournment for want of quorum.

3.4 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.5 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members will invalidate the meeting or make void any proceedings taken at the meeting.

3.6 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board ninety (90) Days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board will be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.7 Quorum – Fifteen (15) Members in good standing constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present within thirty (30) minutes of the time appointed for a meeting of the Members, the meeting stands adjourned to a date not less than seven (7) nor more than thirty (30) Days later, of which notice will be given. At the reconvened meeting, the Members in good standing present in person or by electronic means will constitute a quorum.

3.8 Agenda – The agenda for the Annual Meeting may include:

a. Call to order
b. Establishment of quorum
c. Appointment of scrutineers
d. Approval of the agenda
e. Approval of minutes of the previous Annual Meeting
f. Presentation and approval of reports
g. Report of Auditors (if any)
h. Appointment of Auditors (if any)
i. Business as specified in the meeting notice
j. Election of new Directors
k. Adjournment

3.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members, and no notice is required for continuation of the meeting if the meeting is held within thirty (30) Days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the League and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.12 Virtual Member Meetings - Meetings of Members may be held by telephonic or electronic means, provided all participants can communicate adequately.

Voting at Meetings of Members

3.13 Voting Rights – Each Member in good standing is entitled to one (1) vote.

3.14 Voting Powers – Each Member in good standing may vote on every issue that has been put to a vote.

3.15 Eligibility of Votes – On a specific date, the Board will determine the list of Members in good standing who are eligible to vote at a meeting of the Members. The date will be no more than ten (10) Days prior to the meeting.

3.16 Delegates – Members are not allowed to send a delegate to vote on their behalf.

3.17 Determination of Votes – Votes will be determined by a show of hands, orally, or by electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.18 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

3.19 Written Resolution – A resolution signed by all the Members in good standing entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of seven (7) to nine (9) Directors.

4.2 Composition of the Board – The Directors will fulfill the following Officer and other roles:

a. President
b. Vice President
c. Treasurer
d. Secretary
e. Three (3) to five (5) Directors with assigned portfolios outlined in the Role Description Policy

4.3 Multiple Portfolios - All Directors including Officers are eligible to hold up to two portfolios outlined in the Role Description Policy.

Eligibility of Directors

4.4 Eligibility – To be eligible to serve as a Director, an individual must:

a. Be eighteen (18) years of age or older;
b. Have the power under law to contract;
c. Be a current Member of the League;
d. Not have been determined to be ineligible to serve as a director or a public or private company by a judicial or regulatory authority in Canada or elsewhere; and
e. Not be bankrupt or insolvent.

Election of Directors

4.5 Nominations:

a. The nomination of a Director will include the written consent of the nominee by signed or electronic signature. In the case of the nominee being present at the Annual Meeting they may give consent to the nomination orally;
b. nominations will be made by a Member in good standing of the League; and
c. nominations must comply with the procedures established by the Board.

4.6 Election – Directors will be elected to fill any vacancies on the Board at each Annual Meeting.

4.7 Elections - Elections for each Director position will be decided by Ordinary Resolution of the Members in accordance with the following:

a. Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
b. More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.
c. Fewer Nominations than Available Positions - The elected Directors may fill any vacant Director positions by simple majority vote in accordance with Section 4.13.

4.8 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) Days to become eligible for the position or will be removed as a Director by the remainder of the Board.

4.9 Terms – At the first Annual Meeting after incorporation, half of the Directors, or half the Directors less one, if the number of Directors is odd, will be elected to one-year terms and the remaining Directors to two-year terms; thereafter all elections will be for two-year terms.

Resignation and Removal of Directors

4.10 Resignation – A Director may resign from the Board at any time by presenting written, signed notice of resignation to the Board. This resignation will become effective the date on which the written, signed notice is received by the Chair or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the League resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.11 Vacate Office – The office of any Director will be vacated automatically if:

a. The Director becomes ineligible to serve as a Director;
b. The Director resigns;
c. The Director is determined to be ineligible to be a director of a public or private company by a judicial or regulatory authority;
d. The Director is declared incapable by a court;
e. The Director is charged with any criminal offence related to the position in the League or is convicted of an offence involving fraud, dishonesty, violence, or breach of trust;
f. The Director is absent, without reasonable explanation acceptable to the Board, from three (3) consecutive regular meetings of the Board or from more than half of the regular meetings held in any twelve (12) month period;
g. The Director becomes bankrupt or is insolvent; or
h. The Director dies.

4.12 Removal – An elected Director may be removed by Special Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of twenty one (21) Days, and the opportunity to be present and to be heard at such a meeting. A Special Meeting can be called for this purpose.

Filling a Vacancy on the Board

4.13 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position until the next Annual Meeting of Members.

Meetings of the Board

4.14 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Chair, or by written requisition of at least two (2) Directors.

4.15 Chair – The President will be the Chair of all meetings of the Board unless delegated by the

President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

4.16 Notice – Written notice of meetings of the Board will be given to all Directors at least seven (7) Days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, the newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the League.

4.17 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.18 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.19 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.20 Voting – Each Director is entitled to only one vote, even if holding multiple Officer positions or portfolios. Voting will be by a show of hands, in writing, electronically, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

4.21 No Alternate Directors – No person will act for an absent Director at a meeting of the Board.

4.22 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.23 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.24 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of another telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.25 Standard of Care – Every Director will:

a. Act honestly and in good faith with a view to the best interests of the ACL; and
b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.26 Powers of the ACL – Except as otherwise provided in the Act or these By-laws, the Board has full powers, authority and discretion to act on behalf of the League. The Board may delegate any of its powers, authority and discretion to any one, or more, Directors or Officers.

4.27 Empowered – The Board is empowered to:

a. Make policies and procedures and to manage the affairs of the League in accordance with the Act and these By-laws;
b. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
c. Make policies and procedures relating to the management of disputes within the League and deal with disputes in accordance with such policies and procedures;
d. Employ or engage under contract such persons as it deems necessary to carry out the work of the League;
e. Determine registration procedures, determine membership dues, and determine other registration requirements;
f. Enable the ACL to receive donations and benefits for the purpose of furthering the objectives of the League;
g. Make expenditures for the purpose of furthering the objectives of the ACL;
h. Borrow money upon the credit of the ACL as it deems necessary in accordance with these By-laws;
i. Perform any other duties from time to time as may be in the best interests of the League; and
j. The Board will adopt and maintain written Finance, Complaint, Discipline, Dispute Resolution, and Code of Conduct policies, which will be made available to all Members, and will not retaliate against any Member who reports a suspected breach of these policies in good faith.

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be the President, Vice-President, Secretary, and Treasurer.

5.2 Election of Officers – The Board will elect, by Ordinary Resolution, the Officers from among themselves at a regular meeting of the Board. Except for the President, a single Director may hold up to two (2) Officer roles concurrently.

5.3 Term – The term of the Officers will be one (1) year or until they or their successors are elected or appointed.

5.4 Duties – The duties of Officers are as follows:

a. The President will be the Chair of the Board, will preside at the Annual and Special Meetings of the League and at meetings of the Board unless otherwise designated, will be the official spokesperson of the League, and will perform such other duties as may be established by the Board.
b. The Vice-President will, in the absence or disability of the President, perform the duties of the President, and will perform such other duties as may be established by the Board.
c. The Treasurer will, in the absence or disability of the President and Vice-President, perform the duties and exercise the powers of the President, ensure that proper accounting records are kept, oversee the receipt and disbursement of the League's funds, prepare (or cause to be prepared) an annual budget for the Board's approval, monitor and report to the Board on the League's financial performance against that budget, prepare the financial statements of the League, and will perform such other duties as may be established by the Board.
d. The Secretary will, in the absence or disability of the President, Vice-President and Treasurer, perform the duties of the President, will keep proper records and minutes of the League, manage the League's membership roll, and will perform such other duties as may be established by the Board.

5.5 Delegation of Duties – At the discretion of an Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to a committee of the League, or to another Director.

5.6 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board will, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.7 Honorary Officers – The Board may, from time to time, appoint "Honorary Officers" of the League. Honorary Officers have no authority or capacity in the activities of the ACL.

5.8 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI: COMMITTEES AND APPOINTMENTS

Committees

6.1 Appointment of Committees – The Board may appoint such Committees as it deems necessary for managing the affairs of the ACL and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of Committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Executive & Governance Committee – The Board will appoint an "Executive & Governance Committee" that will be composed of the Officers (each counted once) and one "Director-at-Large". The Board may delegate any of its powers and functions to the Executive & Governance Committee, which will have the authority to oversee the implementation of the ACL's policies and procedures during intervals between meetings of the Board, provided that the Board may not delegate powers that are required by law or by these By-laws to be exercised by the Board itself. Decisions of the Executive & Governance Committee will be ratified by the Board at the next meeting of the Board. The Executive & Governance Committee will meet once each year solely to discuss existing By-laws and Policies and have a full review of existing By-laws and Policies every three years. The Executive & Governance Committee may not exercise powers reserved to the Board under law or under these By-laws, including approval of financial statements, By-law amendments, or dissolution matters.

6.3 Vacancy – When a vacancy occurs on any Committee, other than the Executive & Governance Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.4 Removal & Dissolution – The Board may remove any member of any Committee at the Board's sole discretion. The Board may also dissolve any Committee, including the Executive & Governance Committee, at any time, at the Board's sole discretion.

6.5 Debts – No Committee will have the authority to incur debts in the name of the League.

6.6 External Appointments – From time to time, the Board may appoint individuals to serve as representatives for the League (which includes a delegate at meetings of Canadian Pride Curling Association, and others). Where possible, such appointees will be Directors.

ARTICLE VII: FINANCE AND MANAGEMENT

7.1 Fiscal Year **–** Unless otherwise determined by the Board, the fiscal year of the League will be May 1 **–** April 30

7.2 Bank **–** The banking business of the League will be conducted at such financial institution as the Board may determine.

7.3 Auditors **–** The books, accounts and records of the League will be audited once each year.

a. Appointment - At each Annual Meeting the Members will, by Ordinary Resolution, appoint an Auditor to audit the books, accounts and records of the League for the fiscal year then in progress. The Auditor holds office from the date of appointment until the close of the next Annual Meeting. If the Members fail to appoint an Auditor, or if the office of Auditor becomes vacant before the audit is completed, the Board will appoint an Auditor meeting the requirements of subsection (b) to hold office for the remainder of that term. The first Auditor will be appointed by the Board as soon as practicable after incorporation and will hold office until the close of the first Annual Meeting.

b. Who may act as Auditor - The Auditor will be either (i) an accountant, accounting partnership or accounting corporation qualified to practise public accounting in Alberta, or (ii) two (2) Members in good standing appointed for that purpose. In either case the Auditor must not be a Director, an Officer or an employee of the League, must not be an immediate family member of any of the foregoing, and must not have taken part in keeping the accounting records being audited. No member appointed as auditor shall receive compensation for the audit unless the members have approved such compensation.

c. Conduct of the audit - The audit will be carried out after the end of the fiscal year being audited and before the Annual Meeting at which the financial statements for that fiscal year are presented. The Auditor will examine the financial statements of the League together with the books, accounts, records, vouchers, invoices, bank statements and other financial documents on which they are based, and will verify the League's income, disbursements, assets and liabilities for the fiscal year audited. The Directors, Officers and employees of the League will give the Auditor access to all books, accounts, records and documents of the League and will provide any information and explanations the Auditor needs to complete the audit.

d. Report - The Auditor will report to the Members on the financial statements for the fiscal year audited and will sign the financial statement presented to the Members at the Annual Meeting as required by the Act. The Auditor's report forms part of the annual financial statements package presented under section 7.4, and the audited financial statement will be filed with the League's annual return to the Registrar in accordance with the Act.

7.4 Annual Financial Statements **–** The Directors will approve the ACL financial statements (evidenced by signature of one or more Directors) of the last fiscal year. This will be completed not more than six (6) months before the Annual Meeting. The approved financial statements will be presented to the Members at every Annual Meeting. A copy of the annual financial statements will be provided to any Member requesting a copy of them not less than twenty-one (21) Days before the Annual Meeting. The annual financial statements package will include:

a. The financial statements;
b. The Auditor's report on the audit conducted under section 7.3; and
c. Any further information respecting the financial position of the League

7.5 Books and Records – The books and records of the ACL required by these By-laws or by applicable law will be properly kept. The books and records include:

a. The ACL's articles and By-laws;
b. The minutes of meetings of the Members and of any Committee of Members;
c. The resolutions of the Members and of any Committee of Members;
d. The minutes of meetings of the Directors or any Committee of Directors;
e. The resolutions of the Directors and of any Committee of Directors;
f. A register of Directors;
g. A register of Officers;
h. A register of Members; and
i. Account records adequate to enable the Directors to ascertain the financial position of the League on a quarterly basis.

Custody – The Secretary is responsible for the preparation and custody of the books and records listed in this section 7.5, other than the account records described in subsection (i), for which the Treasurer is responsible. The books and records will be kept at the registered office of the League or at such other place in Alberta as the Board may designate and may be maintained in electronic form.

Inspection by Members – The books and records listed in this section 7.5 are open to inspection by any Member in good standing, free of charge, at the registered office of the League (or such other place as the Board has designated under this section) during normal business hours, on not less than seven (7) Days' written notice to the Secretary, and at the Annual Meeting. The Secretary may satisfy a request for inspection by providing the books and records to the Member in electronic form. A Member may make copies of or take extracts from the books and records at the Member's own expense. The register of Members is open to inspection as to the names of Members; the League will not disclose Members' addresses, contact information or other personal information except as permitted or required by the Personal Information Protection Act (Alberta) and the League's Privacy Policy.

7.6 Signing Authority – Any documents or any other instruments in writing to be executed by the League will be executed by, at a minimum, any two of the following; the President, Vice-President, Secretary, and Treasurer. Other signing authorities may be authorized by an Ordinary Resolution of the Board.

7.7 Property – The powers with respect to buying, selling and otherwise dealing with real estate and personal property granted under Section 17 of the Act, may be exercised at the discretion of the Board only if the value of such property is $20,000 or less, either individually or in the aggregate. Member approval is required by Ordinary Resolution for any property transactions or other property dealings, as contemplated by Section 17 of the Act, valued at over $20,000, or such other amount as the Members may from time to time set by Ordinary Resolution.

7.8 Borrowing & Investing – Subject to the restrictions in this Section 7.8, the Board may borrow and invest funds under such terms and conditions as the Board may determine, and as permitted by the Act. Member approval is required by Ordinary Resolution for any borrowing or investing above $20,000 or such other amount as the Members may from time to time set by Ordinary Resolution. Investments may only be in financial instruments sold by major Canadian banks, credit unions in Alberta, or Alberta Treasury Branches, and in which the principal amount invested is not at risk of loss (e.g. guaranteed investment certificates or similar instruments).

7.9 Restriction – The Members may, by Special Resolution, further restrict the powers of the Board set forth in Sections 7.7 and 7.8 above, but a restriction so imposed expires at the next Annual Meeting.

Remuneration

7.10 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services, other than financial auditing services, to the League under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.11 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest in a proposed contract or transaction with the League will disclose fully and promptly, as soon as it is known, the nature and extent of such interest to the Board or Committee. The conflicted party will leave any meeting and refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest. Any disclosure of a conflict will be recorded in the meeting minutes.

Corporate Seal

7.12 Seal – The League may adopt a corporate seal by Ordinary Resolution of the Board. If a seal is adopted, it will be kept in the custody of the Secretary. The seal may be affixed to a document only on the authority of a resolution of the Board, and only in the presence of and attested by any two of the President, Vice-President, Secretary and Treasurer. The League is not required to affix the seal to a document for the document to be validly executed under section 7.6.

ARTICLE VIII: AMENDMENT OF BY-LAWS

8.1 Voting **–** These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members, in one of the following ways and in every case subject to section 8.3:

a. The Board may propose By-law amendments by Board resolution. Any By-law amendment proposed by the Board will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the By-law amendment by Special Resolution; or
b. By a Member in the form of a "Member Proposal". Member Proposals to amend the By-laws will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the Member Proposal by Special Resolution.

8.2 Member Proposal - A Member Proposal must be submitted in writing to the Board, for presentation at the next Annual Meeting, at least ninety (90) Days before the anniversary date of the previous Annual Meeting. The Member Proposal must include the proposal itself and a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to a Member Proposal that was proposed at a meeting of the Members in the past two calendar years. Any Member Proposals at the first Annual Meeting must be submitted to the Board at least (7) Days prior to the meeting.

8.3 Effective Date **–** No rescission of, alteration of, or addition to these By-laws has effect until it has been registered by the Registrar, as required by section 15 of the Act. An amendment approved by Special Resolution of the Members will be filed with the Registrar as soon as practicable after the Special Resolution is passed, and takes effect on the date the Registrar registers it. Once registered, the amendment remains in effect until it is itself rescinded, altered or added to in accordance with these By-laws and the Act..

ARTICLE IX: NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by regular mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) Days after the date the mail is post-marked.

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE X: DISSOLUTION

10.1 Dissolution – The ACL may be dissolved in accordance with the Act. In the event of voluntary dissolution or winding-up of the affairs of the League, all remaining assets after payment of the liabilities of the League will be distributed to one or more charitable or non-profit organizations, located in the Calgary region, that promote the objectives of the League, as determined by Special Resolution of the Members.

ARTICLE XI: INDEMNIFICATION

11.1 Will Indemnify **–** The League will indemnify and hold harmless each Director, Officer and any individual who acts at the League's request or instructions in a similar capacity, from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer, or any individual who acts at the League's request or instructions in a similar capacity. Directors and Officers will not be personally held liable if acting in good faith.

11.2 Will Not Indemnify **–** The League will not indemnify or hold harmless a Director, Officer, or any individual who acts at the League's request or instructions in a similar capacity, for acts of fraud, dishonesty, bad faith, wilful misconduct, breach of any statutory duty or responsibility imposed upon the individual under the Act. For further clarity, the League will not indemnify an individual unless:

a. The individual acted honestly and in good faith with a view to the best interests of the League; and
b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance **–** The League may obtain and maintain Directors and Officers liability insurance, at the discretion of the Board, to provide coverage for such persons in respect of their duties to the League. If such insurance is obtained, the League will make reasonable efforts to maintain it in force, subject to availability, cost and other terms deemed appropriate by the Board.

ARTICLE XII: PRIVACY

12.1 Privacy – The ACL will comply with the Personal Information Protection Act (Alberta) and will adopt and maintain a Privacy Policy governing the collection, use and disclosure of personal information.

ARTICLE XIII: ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were adopted by Special Resolution of the Members on September 4, 2026, and are effective as of that date.

Name	Address	City, Prov	Postal	Signature
Ivers, Phillip	[redacted]	Calgary, AB	[redacted]	
Holmlund, Geoff	[redacted]	Calgary, AB	[redacted]	
Greaves, Mark	[redacted]	Calgary, AB	[redacted]	
Sloan, Thomas	[redacted]	Calgary, AB	[redacted]	
Nagy-Kovacs, Zoltan	[redacted]	Calgary, AB	[redacted]	

WITNESS

Name	Address	City, Prov	Postal	Signature
Hamilton, Jason	[redacted]	Calgary, AB	[redacted]	