



**Bylaw Relating Generally to the
Conduct of the Affairs of
Mosaic Badminton Club**

15 October 2024

Be it enacted and it is hereby enacted as the By-laws of Mosaic Badminton Club (hereinafter referred to as the "Club") current Societies Act in the Province of Alberta:

1.0 General

- 1.1 The Board may establish procedures for convening any meeting and decision making referred to in these Bylaws by electronic or other communication facilities including a conference telephone call, videoconferencing, facsimile, e-mail or such other technology as may become available.
- 1.2 Notwithstanding anything in these Bylaws, if by virtue of severe weather conditions, a pandemic or other emergency reason that is generally applicable, it is impossible for a quorum to participate in any scheduled or required meeting, then:
 - a. the time for undertaking any action, and,
 - b. the terms of office of the Directors, President and Vice-Presidents, shall be extended until the meeting can be reconvened.
- 1.3 When written notice is required to be provided under these Bylaws, the notice may be given in a format which enables the recipient to review the entire text of the notice.
- 1.4 Meeting minutes and voting results are to be filed by the secretary in writing regardless of the meeting format that took place.

2.0 Membership

- 2.1 Any person of the age of majority shall be eligible for membership subject to the absolute discretion of the board of directors.
- 2.2 The board of directors may for such period of time that the board of directors may decide, suspend or otherwise modify and place conditions upon all advantages and privileges and rights of members.
- 2.3 Members shall be entitled to inspect the books and records of the club, provided sufficient notice has been given and an appropriate time can be mutually agreed upon.

3.0 Dues and Voting Rights

- 3.1 Membership fees shall be determined by the board of directors.
- 3.2 Members in good standing in attendance at any general meeting shall be entitled to one vote.

4.0 Termination of Membership

- 4.1 A member may resign at any time by giving notice in writing to that effect to the secretary.
- 4.2 Membership is automatically terminated by non-payment of current membership fees.
- 4.3 The board of directors upon being satisfied after due inquiry that cause exists for termination of membership of any member may, by resolution of not less than two-thirds of the votes cast, terminate the membership of that member.

5.0 Seal

The seal shall be the corporate seal of the club and such seal shall be maintained by the secretary and shall be used on all legal documents.



6.0 Meetings of the Club

- 6.1 The annual meeting of the club shall be held before the 1st of September.
- 6.2 The fiscal year of the club shall end before 1st of June.
- 6.3 Special general meetings may be called at any time by the president. As well, the secretary shall call a special general meeting upon receipt of the written request from any director for the transaction of only such business as may be specified in the request calling the meeting. Such special meetings must be called within 30 days of the receipt of the written request.
- 6.4 Notice of annual or special general meetings stating the place, hour, date and the business to be transacted shall be forwarded by the secretary to all members in writing at least 14 days before the date of such meetings.
- 6.5 Notice to members of the annual general meeting shall include a copy of the current financial statements of the club.
- 6.6 Non-receipt of notice of any meeting by any member shall not invalidate any bylaw or resolution passed or any proceeding taken at such meeting.
- 6.7 Three (3) members present in person shall be a quorum at any annual or special general meeting.
- 6.8 In the case of equality of votes on any matter proposed at an annual or special general meeting the chairperson thereof shall have a casting vote.
- 6.9 Voting by proxy shall not be permitted at any meeting of the club.

7.0 Order of Business

The order of business for the annual general meeting shall be determined by the president.

8.0 Appointment of Auditors

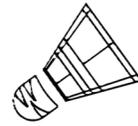
Members shall at each annual meeting appoint auditor(s) to audit the accounts of the club, and the auditor so appointed shall hold office until the next annual general meeting.

9.0 Election of Directors

- 9.1 The affairs of the club shall be managed by a board of directors of at least 3 members of good standing as of the closing date for nominations for election, to be elected as follows:
- 9.2 In the case of an equality of votes for election to the board of directors, the scrutineer will decide the tie by a toss of the coin.
- 9.3 Directors shall take office immediately following the annual general meeting at which their election is announced and shall remain in office until two annual general meetings have been concluded.
- 9.4 Subject to removal provisions a vacancy on the board of directors which occurs during the term of office shall be filled by a majority vote of the board of directors and the new director so elected shall hold office for the balance of the term of the director being replaced.
- 9.5 Directors shall serve without remuneration provided that directors may be reimbursed for reasonable expenses incurred in the performance of duties as an officer or director.
- 9.6 Members of club committees may be reimbursed for reasonable expenses incurred in the performance of duties.

10.0 Proceedings of Directors

- 10.1 The first meeting of the board of directors following the adoption of these bylaws shall be held immediately following the general meeting at which these bylaws were adopted.



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- 10.2 All subsequent meetings of the board of directors shall be called by the secretary in accordance with any resolution of the board of directors and failing any such resolution at the discretion of the president, or upon the request in writing of any directors.
- 10.3 A quorum of the board of directors shall be three (3).
- 10.4 The president shall act as chairperson of general meetings and meetings of the board of directors and in the absence of the president the vice-president shall act as chairperson.
- 10.5 All questions at meetings of the board of directors shall be decided by a show of hands, and in the case of an equality of votes the chairperson shall have a second or casting vote.
- 10.6 At the discretion of the president any question may be submitted by writing to the board of directors who may vote thereon by writing and such vote shall be binding on the board of directors as if taken at a duly convened meeting thereof.

11.0 Vacation of Office of Director

The office of director shall be vacated upon:

- 11.1 the club becoming bankrupt or suspending payment or compounding with creditors, making unauthorized assignments or being declared insolvent;
- 11.2 filing notice of resignation in writing to the club;
- 11.3 being found to be mentally incompetent or becoming of unsound mind.
- 11.4 ceasing to be a member of the club.

12.0 Removal of Directors

The members may by resolution passed by at least two-thirds of the votes cast at a special general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiry of term of office, so long as a quorum of directors remains in office.

13.0 Powers of the Board of Directors

- 13.1 The board of directors shall have the power to do all things as in its opinion may be necessary to carry out efficiently the objects of the club, and to delegate all or any of its powers to such committees as it may establish from time to time.
- 13.2 The board of directors shall not exercise borrowing power.

14.0 Officers of the Club

The officers of the club shall be: president, vice-president, treasurer/ secretary.

15.0 Election of Officers

- 15.1 Officers of the club shall be elected every two years from and by the directors at the first meeting of the board of directors held immediately following the annual general meeting at which the election of directors is announced.
- 15.2 Nominations for all officers shall be by a member in good standing and shall be seconded. It should be accompanied by the written consent of the nominee unless the nominee is present at the board of directors meeting at which nominations are considered and consents to the nomination.



16.0 Duties of the Officers

- 16.1 The president shall preside at meetings of the club and of the board of directors and shall act as chairperson. The president may appoint and rescind appointments of chairpersons of committees not otherwise provided for in these bylaws and shall see that other officers, all committees and employees perform their duties. The president shall be an ex official member of all committees if they should choose. The president's two-year term shall start on an even number year.
- 16.2 The vice-president shall assist the president in performance of duties. The vice-president in the absence of the president shall have all the powers and duties of the president. The vice-president's two-year term shall start on an odd number year.
- 16.3 The secretary shall:
- 16.3.1 keep the registry of members and board of directors, amending the same as may be required from time to time;
 - 16.3.2 issue notices calling all meetings, both of the club and the board of directors and keep the minutes of all meetings, together with a record of such other matters as pertain to the activities of the club;
 - 16.3.3 conduct correspondence of the club and keep copies thereof, which correspondence shall be open at any time for the inspection of the members;
 - 16.3.4 have the power to delegate the functions of the office of secretary to other officers or employees of the club.
 - 16.3.5 have a two-year term that starts on an even number year.
- 16.4 The treasurer shall:
- 16.4.1 have custody of club funds, securities and other valuable effects in the name of and to the credit of the club in depositories designated by the board of directors from time to time;
 - 16.4.2 cause to be kept full and accurate accounts, receipts and disbursements, and books of account of the club;
 - 16.4.3 be responsible for the deposit of all monies received in the name of the club and for disbursing funds of the club as may be ordered by the board of directors, taking the proper vouchers for such disbursement and rendering to the board of directors at regular meetings, or whenever required, an accounting of all transactions and of the financial position of the club;
 - 16.4.4 present at the annual general meeting a duly audited report, covering receipts and expenditures at the end of the preceding fiscal year of the club, and a statement of receipts and disbursements for the current year prepared at a date immediately prior to the annual general meeting;
 - 16.4.5 have the power to delegate functions of the office of treasurer to other officers or employees of the club.
 - 16.4.6 have a two-year term that starts on an odd number year.

17.0 Term of Office and Remuneration

The term of office of all officers of the club shall be from the date of the annual general meeting and board of directors meeting following their election until the conclusion of the annual general meeting two years immediately following. The officers shall serve without remuneration and no officer shall directly or indirectly receive profits from the position; provided that an officer may be reimbursed for reasonable expenses incurred in the performance of duties.



18.0 Vacation of Office

The office of an officer shall be vacated upon:

- 18.1 the club becoming bankrupt or suspending payment or compounding with creditors, making unauthorized assignments or being declared insolvent;
- 18.2 filing notice of resignation in writing to the club;
- 18.3 being found to be mentally incompetent or becoming of unsound mind.
- 18.4 ceasing to be a member of the club.

19.0 Removal of Officers and Filing of Vacant Positions

- 19.1 Directors may by resolution passed by at least two-thirds of the votes cast at a directors' meeting of which notice specifying the intention to pass such a resolution has been given, remove any officer before the expiry of the term of office and by majority of the votes cast at that meeting elect a qualified person for the remainder of the term of office.
- 19.2 Retiring officers shall be eligible for re-election except in the case of the president, who after two full terms of office must receive at least two-thirds of the voting strength at the board of directors meeting held immediately following the annual general meeting at which the election of directors is announced, in order to be elected for a third and/or subsequent term of office as president.

20.0 Contracts and Signing Authority

Contracts, documents or other instruments in writing requiring the signature of the club shall be signed by any two officers. All contracts, documents and instruments in writing so signed shall be binding upon the club without further authorization or formality; provided that no contract or document shall be executed on behalf of the club by any officer involving the acquisition or disposition of real property without prior approval of the board of directors, and no such contract or document shall have any force or effect without such approval; and provided that the directors shall have the power from time to time to appoint an officer on behalf of the club either to sign documents, contracts or instruments in writing.

21.0 Conflict of Interest

- 21.1 The directors, officers and employees shall be free from any interest, influence or relationship that may conflict with the performance of their duties in accordance with the best interest of the club. The following situations are deemed to be conflict of interest:
 - 21.1.1 soliciting or accepting a gift or favor of other than nominal value from an individual or organization with which the club does or plans to do business;
 - 21.1.2 acquiring ownership or any significant financial interest in an organization with which the club does business or in anticipation of doing business with the club;
 - 21.1.3 having a family member who, as a participant in club programs, may be eligible to receive benefits, financial or otherwise.
- 21.2 Any officer, director or employee in these situations must so declare the interest and abstain from discussion and voting on all related issues.
- 21.3 Any officer, director or employee who knowingly becomes involved in any situation of conflict of interest, or who fails to correct the situation after the board of directors has requested the correction or removal of it, may incur disciplinary action to the extent of discharge from duties.

22.0 Dissolution

Should the Club dissolve, any assets remaining after paying debts or liabilities will be donated to another charitable organization.



23.0 Amendments

The bylaws may be amended by written application by any two board members, at the annual general meeting or any special general meeting, provided a copy of such proposed amendment has been filed with the secretary at least 45 days before the meeting, and that a copy thereof has been forwarded to each member at least 30 days before the meeting. Any such amendment must be passed by special resolution of at least 75% of the members entitled to vote at such meeting. The enactment, repeal or amendment of the bylaws or any of them shall be effective immediately but shall be rescinded if approval by any department of the Government of the province of Alberta is required and not obtained.

Signature:	Address: 99 Malvern Crescent NE Calgary, AB T2A 5P3
Name: James Wong	
Signature:	Address: 409 – 108 13 Avenue NE Calgary, AB T2E 7Z1
Name: Jeremy Luk	
Signature:	Address: 426 28 Avenue NW Calgary, AB T2M 2K6
Name: Joe Goh	
Signature:	Address: 2401, 650 -10 Street SW Calgary, AB T2P 5G4
Name: Gordon Smith	
Signature:	Address: 42 – 5400 Dalhousie Drive NW Calgary, AB T3A 2B6
Name: Brenon Letwin	
Witness Signature:	Address: 426 28 Avenue NW Calgary, AB T2M 2K6
Name: Jerry Thai	