



BY-LAW

OF THE

ALBERTA NETBALL ASSOCIATION

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A By-law relating generally to the transaction of the business and affairs of the Alberta Netball Association.

1. INTERPRETATION

1.1 Definitions

In the By-laws of the Association, unless the context otherwise requires:

- (a) “**Association**” means the Alberta Netball Association;
- (b) “**appoint**” means “elect” and vice versa;
- (c) “**Executive**” means the Executive Committee of the Association;
- (d) “**By-laws**” means this By-law and all other By-laws of the Association from time to time in force and effect;
- (e) “**Directors**” means those persons who have been duly elected or appointed from time to time to act as Members of the Executive;
- (f) “**Recorded address**” means, in the case of a Member, her address as recorded in the records of the Association.
- (g) “**Resident Canadian**” means an individual who is ordinarily resident in Canada and, in any case,
 - (i) is a Canadian citizen, or
 - (ii) has been lawfully admitted to Canada with “landed immigrant” status.
- (h) “**signing authority**” means, in relation to any instrument, any person authorized to sign the same on behalf of the Association by virtue of Section 2.2 of this By-law or by a resolution passed pursuant thereto.
- (i) “**ordinary resolution**” means a resolution passed by a majority of the votes cast.
- (j) “**special resolution**” means:
 - a resolution passed at a general meeting which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given; and by a majority of not less than 75% of the votes of those member who, if entitled to do so, vote in person or by proxy. Or;
 - a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days’ notice has been given, if all the members entitled to vote attend and vote at that general meeting so agree; or
 - a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, if proxies are permitted, by proxy.

All terms which are contained in the By-laws of the Association which import the singular number shall include the plural and vice versa; the masculine shall include the feminine or body corporate as the context may require.

2. BUSINESS OF THE ASSOCIATION

2.1 Financial year

The financial year of the Association shall terminate on the last day of August in each year, or such other date as may be determined from time to time by resolution of the Executive. Two suitably qualified persons as appointed by the Netball Alberta Executive will audit the financial records prior to the Annual General meeting.

2.2 Signing authorities

Any documents which are to be executed on behalf of the Association shall be signed by any two of the President, Vice-President, Secretary, and Treasurer, or such other persons or Directors as may be authorized, from time to time, by the Executive.

2.3 Custody and Use of the Seal

The Seal of the Association shall be held by the Secretary of the Association. The signature of one or both of the Treasurer or President will authenticate the seal.

2.4 Banking arrangements

The banking business of the Association shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by the Directors. Such banking business or any part thereof shall be transacted under the direction of the Executive.

2.5 Borrowing power

The Executive may from time to time on behalf of the Association, without authorization of the Members:

- (a) borrow money upon the credit of the Association;
- (b) issue, or reissue promissory notes or other evidence of the indebtedness or guarantee of the Association (excluding debentures), whether secured or unsecured;
- (c) give a guarantee on behalf of the Association, to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) create a security interest in all or any of the property, real or personal, of the Association

The Association may only issue debentures by a Special Resolution of the Association.

2.6 Lending Power

The Executive may not, without authorization of the Members lend money to, or guarantee the debts of any person in any amount in excess of \$250.00. Loans or guarantees up to the amount of \$250.00 shall only be permissible as an advance on disbursements or expenses to be incurred by a person on behalf of the Association.

2.7 Custody of securities

All shares and securities owned by the Association shall be lodged (in the name of the Association) with a chartered bank or a trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by the Directors.

3. DIRECTORS

3.1 Powers of the Directors

The Directors shall have full power and authority to manage the business and affairs of the Association, including, without limiting the generality of the foregoing, the power to pass all necessary, rules, regulations, and policies related in any way to the operation of the Association. The Directors shall act as the Officers of the Association which shall at least include a President, Vice-President, Secretary and Treasurer. The powers of the Executive may be exercised by resolution passed at a meeting at which a quorum is present, or, by resolution in writing signed by *all* the Directors entitled to vote on that resolution, signifying their agreement thereto, and such resolution shall be effective from and relate back to the date stated thereon.

3.2 Election and term

The election of Directors shall take place at each Annual General Meeting of the Members and all the Directors then in office, except the President, shall retire, but if qualified, shall be eligible for re-election. The term of the President of the Association shall be for 2 years, and at the Annual General Meeting held on even-numbered years, the President shall retire, but if qualified, shall be eligible for re-election. The number of Directors to be elected at any such meeting shall be the number of Directors then in office unless the Executive or the Members otherwise determine. The election shall be by majority vote.

3.3 Qualification

No person shall be qualified for election as a Director if she is not ordinarily resident in Alberta, is less than 16 years of age; if she is of unsound mind; or if she has the status of a bankrupt. A Director need not be a Member. A person shall not be qualified for election as President, Vice President or Treasurer unless they are a “Resident Canadian”.

3.4 Consent

No election or appointment of a person as a Director shall be effective unless:

- (a) she was present at the meeting when she was elected or appointed and did not refuse to act as a Director, or
- (b) she consents in writing to act as a Director before her election or appointment or within ten days thereafter, or
- (c) she acts as a Director pursuant to the election or appointment.

3.5 Removal of Directors

The Members may by “ordinary resolution” passed at a meeting of the Members remove any Director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Directors as provided in paragraph 3.7.

3.6 Vacation of office

A Director ceases to hold office when:

- (a) she dies;
- (b) she is removed from office by the Members;
- (c) she ceases to be qualified for election as a Director as provided in these By-Laws;
- (d) her written resignation is sent or delivered to the Association or, if a time is specified in such resignation, at the time so specified;
- (e) she fails, without reasonable excuse to attend 3 consecutive meetings of the Executive.

3.7 Vacancies

A quorum of the Directors may fill a vacancy on the Executive. If there has been a failure to elect the minimum number of Directors required by the Bylaws, the Directors then in office shall forthwith call a special meeting of the Members to fill the vacancy. If the Directors fail to call such a meeting or if there are no Directors then in office, any Member may call the meeting. The Members may also fill any vacancy among the Directors at any meeting duly called for that purpose. A vacancy created by the removal of a Director may be filled by the Members at the meeting at which the Director is removed or, if not so filled, may be filled by an appointment made by a quorum of the Directors.

3.8 Quorum

The quorum for the transaction of business at any meeting of the Directors shall consist of three or such greater number as the Executive may from time to time by resolution determine. In the event of vacancies on the Executive which reduce the number of Directors to 3 or less, a quorum of Directors shall be all of the remaining Directors who may exercise all the powers of the Executive.

3.9 Meeting by telephone

If *all* the Directors consent, a Director who is absent may participate in a meeting of the Directors by means of telephone, such that all persons participating in the meeting are able to hear each other. A Director participating in such a meeting by such means, shall be deemed to be present at the meeting.

3.10 Place of meetings

Meetings of the Executive or any Sub-Committee of Directors, may be held at any place within the Province of Alberta, or outside of Alberta with the unanimous consent of the Directors, or by the Sub-Committee of Directors involved, as the case may be.

3.11 Calling of meetings

Meetings of the Executive shall be held from time to time and at such place as the President or any three Directors may determine.

3.12 Regular meetings

The Executive may designate one or more days in any month or months for regular meetings of the Executive, at a place and hour to be named. A notice specifying the place and time of such regular meetings shall be sent or delivered to each Director forthwith after being passed, and forthwith to each Director subsequently elected or appointed, but no other notice shall be required for any such regular meeting except where this By-law requires the purpose of the meeting to be specified.

3.13 Notice of meeting and waiver of notice

Notice of the time and place of each meeting, other than a regularly scheduled meeting of the Executive, shall be given in the manner provided in paragraph 9.1 to each Director not less than forty-eight hours before the time when the meeting is to be held. A notice of a meeting of the Executive shall specify such matters to be dealt with at the meeting. A Director may in any manner and at any time waive notice of, or otherwise consent to, a meeting of the Executive.

3.14 First meeting of new Directors

Provided a quorum of Directors is present, the newly elected Executive may without notice hold their first meeting immediately following the meeting of Members at which such Directors were elected.

3.15 Notice of adjourned meeting

Notice of an adjourned meeting of the Executive is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.16 Minutes

Minutes of any meeting of the Executive or any Sub-Committee of Directors, purporting to be signed by the President and Secretary, or, adopted as read at the next meeting of the Executive, or, Sub-Committee of Directors, as the case may be, shall be conclusive of the matters stated in such minutes.

3.17 Resolution in lieu of meeting

Notwithstanding any of the foregoing provisions of this By-law, a resolution in writing signed by *all* the Directors entitled to vote on that resolution, signifying their agreement thereto, is as valid as if it had been passed at a meeting of the Executive.

3.18 Chairman and Secretary

The Chairman of any meeting of the Executive shall be the President, or in her absence the Vice-President. In the absence of both the President and the Vice-President, the Directors present at such meeting will appoint a Director to act as Chairman. The Secretary of the Association shall be, or may appoint a person to act as, the recording secretary at a meeting of the Executive. If the Secretary of the Association is absent, the Chairman of the meeting shall appoint a person, who need not be a Director, to act as recording secretary of the meeting.

3.19 Votes to govern

At all meetings of the Executive, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote in addition to her ordinary vote. The recording secretary shall, in all instances, record the number of votes cast for and against each question.

3.20 Conflict of interest

A Director who is a party to, or has a material interest in, a material contract or proposed material contract with the Association, shall disclose the nature and extent of her interest prior to the approval of the contract, and shall not participate in any vote in relation thereto.

3.21 Remuneration and expenses

The Directors shall not be paid for acting in the capacity of Director; however, the Directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in so acting. Nothing herein contained shall preclude any Director from serving the Association in any other capacity and receiving remuneration therefor.

3.22 Employment

The Executive shall be entitled, from time to time, to employ such persons as they deem advisable to facilitate the business of the Association, and to set the remuneration and other terms of employment therefor.

4. COMMITTEES

4.1 Sub-Committees of Directors

The Directors may appoint one or more Sub-Committees of Directors, however designated, and delegate to such Sub-Committees any of the powers of the Executive. The Executive shall define the purpose, terms of reference, and the limits of the authority, of any Sub-Committee of Directors it creates or appoints.

4.2 Transaction of business

The powers of a Sub-Committee of Directors may be exercised by resolution passed at a meeting at which a quorum is present, or, by resolution in writing signed by *all* the Members of such Sub-Committee entitled to vote on that resolution, signifying their agreement thereto. Meetings of Sub-Committees may be held at any place in Alberta, or outside of Alberta with the consent of all Members of the Sub-Committee involved. A quorum of the Directors of a Sub-Committee may, if, and to the extent, authorized by the Executive, appoint individuals, who are not Directors, to participate as ad hoc Members of that Sub-Committee. Such ad hoc Members of a Sub-Committee shall be entitled to vote on matters before that Sub-Committee only if expressly authorized by the Executive.

4.3 Procedure

Unless otherwise determined herein, or from time to time by the Executive, each Sub-Committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its Chairman and to regulate its procedure.

4.4 Termination of Sub-Committee membership

Members of Sub-Committees hold office at the discretion of the Executive, and may be removed or replaced as the Executive may determine.

5. OFFICERS

5.1 President

The President shall be the chief Executive Officer of the Association, and preside at all General Meetings of the Members and meetings of the Executive. Subject to the direction of the Executive, she shall have general and active management of the business and affairs of the Association, and, without limitation to the foregoing:

- (a) shall have general superintendence and direction of all the other officers of the Association;
- (b) shall submit the annual report of the Executive, and submit, or may direct the submission of, reports on the business and affairs of the Association to the Annual General Meeting. From time to time she shall report to the Executive on all matters within her knowledge, which the interests of the Association requires to be brought to their attention.
- (c) shall be *ex-officio* a Member of all standing Sub-Committees;
- (d) shall, at first instance, receive, consider, and dispose of any grievance or complaint by a Member in relation to any decision of the Executive or action of the Association;
- (e) shall, together with the Secretary, sign all By-Laws.

5.2 Vice-President

The Vice-President shall exercise the duties and authorities of the President in her absence or incapacity, and shall otherwise have such duties and powers as the Executive may specify.

5.3 Secretary

The Secretary, as and when requested to do so,

- (a) shall attend and be the Secretary, or alternatively shall ensure a recording secretary is present at all meetings of the Directors, Members and Sub-Committees of Directors;
- (b) shall enter, or cause to be entered, in records kept for that purpose, minutes of all proceedings thereat;
- (c) shall give, or cause to be given, when instructed, all required notices to Members, Directors and Members of Sub-Committees of Directors;
- (d) shall, together with the President, sign all By-Laws;
- (e) shall be the custodian of the books, papers, records and other documents belonging to the Association, and shall, at all reasonable times, exhibit same to any Director upon request;
- (f) shall have such other powers and duties as the Executive may specify.

5.4 Treasurer

The Treasurer:

- (a) shall keep proper accounting records;
- (b) shall be responsible for the deposit of money, the safekeeping of securities and the disbursements of the Association;
- (c) shall be the custodian of all the financial books, papers, records, documents and instruments belonging to the Association, except when some other person has been appointed for that purpose;
- (d) shall render to the Executive, whenever required, an account of all of her transactions as Treasurer and of the financial position of the Association, and shall submit the annual financial statements and reports of the Association to the Annual General Meeting;
- (e) shall at all reasonable times exhibit her books and accounts to any Director upon request; and
- (f) shall have such other duties and powers as the Executive may specify.

5.5 Powers and duties of other Directors or Officers

The positions, powers and duties of any and all other Directors and officers shall be as the Executive may from time to time, specify.

5.6 Election and term of Officers

The election of Officers shall take place at each Annual General Meeting of the Members and all the Officers then in office shall retire, but if qualified, shall be eligible for re-election. The number of Officers to be elected at any such meeting shall be the number of Officers then in office unless the Executive or the Members otherwise determine. The election shall be by majority vote.

5.7 Removal of Officers

The Members may by "ordinary resolution" passed at a meeting of the Members remove any Officer from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Directors as provided in paragraph 3.7.

5.8 Remuneration and expenses

The Officers shall not be paid for acting in the capacity of Officer; however, the Officers shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in so acting. Nothing herein contained shall preclude any Officer from serving the Association in any other capacity and receiving remuneration therefor.

6. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 Conflict of Interest

A Director shall not be disqualified by her office, or be required to vacate her office, by reason only that she is a party to, or has a material interest in, a material contract or proposed material contract with the Association. Such a Director shall, however, disclose the nature and extent of her interest in the contract to the Association prior to the approval thereof. Any such contract or proposed contract shall be referred to the Executive or Members for approval even if such contract is one that in the ordinary course of the Association's business would not require approval by the Executive or Members. A Director shall not, by reason only of her office, be accountable to the Association or its Members for any profit or gain realized from such a contract or transaction, and such contract or transaction shall not be void or voidable by reason only of the director's interest therein, provided that the required declaration is made by the Director, the contract or transaction is approved by the Directors or Members, it is fair and reasonable, and the Director refrains from voting as a Director on the contract or transaction.

6.2 Limitation of liability

No Director or officer shall be liable for the acts, neglect or default of any other Director, officer or employee, or for any loss, damage or expense suffered by the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on her part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of her office or in relation thereto, unless the same is occasioned by her own wilful neglect or default.

6.3 Indemnity

The Association shall and does hereby indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Association's request as a Director or officer of the Association or a person who undertakes or has undertaken any liability on behalf of the Association, and her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any

civil, criminal, or administrative action or proceeding to which she is made a party by reason of being or having been a Director or officer of the Association or undertaking or having undertaken any liability on behalf of the Association, if:

- (a) she acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, she had reasonable grounds for believing that her conduct was lawful.

7. MEMBERSHIP

7.1 Members

Any person resident in the Province of Alberta shall be eligible for membership in the Association. The Association shall have the following categories of Members:

- (a) **Full Members:** Any person who has paid a fee to participate in any NA sanctioned activity in our financial year. All Full Members have the right to receive notice of any meeting of the Members, but only Full Members over the age of 16 have the right to vote at any meeting of the Members.
- (b) **Associate Members:** Any student who has participated in a Netball Alberta School Clinic for which the school has been charged a fee in our financial year. Associate members do *not* have the right to receive notice of any meeting of the Members. Associate members may attend meetings but do not have the right to vote.
- (c) **Inactive Members:** Former Full Members may remain as an Inactive Member. Inactive members have the right to receive notice of any meeting of the Members. Inactive members may attend meetings but do not have the right to vote. Inactive members are entitled to receive newsletters and invitations to all NA sanctioned activities.
- (d) **Life Members:** Persons who are admitted as Life Members by a Special Resolution of the Executive in recognition of extraordinary achievement or contribution to the Association, or the sport of netball. Life Members have the right to receive notice of, to attend, and to vote at, any meeting of the Members. Life Members shall not be required to pay membership fees.
- (e) **Honorary Members:** Persons who are admitted as Honorary Members at the invitation of the Executive. Honorary Members remain so only for the financial year in which they were admitted. Honorary members have the right to receive notice of any meeting of the Members. Honorary members may attend meetings but do not have the right to vote. Honorary members are entitled to receive newsletters and invitations to all NA sanctioned activities. Honorary Members shall not be required to pay membership fees.

For the purpose of determining eligibility for Full or Associate Membership, the age of a Member shall be determined as of the date the membership application is made. All memberships, *except* those held by Honourary Life Members, shall expire on August 31st of each year.

7.2 Application

Application for membership must be made annually in writing by forwarding a fully completed application for membership to the Association, together with the applicable membership fee. Applications by persons under 18 years of age require the written consent of a parent or guardian. Acceptance of any application shall be at the discretion of the Executive whose decision in this regard shall be final.

7.3 Membership fees

The annual membership fees payable by each category of Member shall be set from time to time by the Executive. The membership fees assessed by the Association shall include a fee for membership in the Canadian Amateur Netball Association and the International Federation of Netball Associations.

7.4 Suspension, removal of Members

Any Member may be suspended or removed as a Member of the Association by a “special resolution” of the Executive at a meeting called for that purpose. The Member in question shall be given notice of the meeting, and the reasons for the calling of the meeting. The Member in question shall not be entitled to attend the meeting unless invited to do so by the Executive, but the Member shall be entitled to make a written submission for consideration of the Directors prior to the

taking of the vote on the question of suspension or removal, as the case may be. The decision of the Executive shall be final and binding.

7.5 Grievances

Any Member who has a complaint or grievance with respect to any decision of the Executive or action of the Association, may submit such complaint or grievance to the President who shall consider and dispose of the complaint or grievance at first instance. The Member may, within 10 days appeal the disposition made by the President to the Executive, which shall consider the appeal at the next meeting of the Executive. The Member shall not be entitled to attend the meeting considering her appeal unless invited to do so by the Executive, but the Member shall be entitled to make a written submission for consideration of the Directors prior to the disposition of the appeal. The decision of the Executive in respect of the appeal shall be final and binding.

7.6 Members Right to Withdraw

Any Member has the right to withdraw from the Association at any time by providing written notice of their intention to withdraw to the Executive.

8. MEETINGS OF MEMBERS

8.1 Annual meetings

The annual meeting of Members shall be held at such time in each and every year as the Executive may from time to time determine, which shall in any event be *not* more than 3 months from the end of the fiscal year, for the purpose of considering the financial statements and reports of the Association, electing Directors and appointing auditors (if required), and for the transaction of such other business as may properly be brought before the meeting.

8.2 General Meetings

A General Meeting of the membership may be called at any time by the Executive, or by any ten voting Members of the Association. Notice will be given in the manner provided in Paragraph 9.1, at least 21 days in advance of the meeting. The quorum for a General Meeting of the Members shall be 20 Members of the Association who are entitled to vote and are personally present.

8.3 Special meetings

The Executive by resolution, or any ten voting Members of the Association, may call a special meeting of Members at any time. The quorum for a Special Meeting of the Members shall be 20 Members of the Association who are entitled to vote and are personally present.

8.4 Place of meetings

Meetings of Members shall be held in the City of Calgary, at such place as the Executive shall determine.

8.5 Notice of meetings

Notice of the time and place of each meeting of Members shall be given, in the manner provided in paragraph 9.1, at least 21 days in advance, to each Director and to each Member entitled to receive notice of the meeting. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and report, and election of Directors shall state the nature of such business in reasonable detail and shall state the text of any "special resolution" to be submitted to the meeting.

8.6 Chairman, and Secretary

The Chairman of any meeting of the Members shall be the President, or the Vice-President in her absence. In the absence of both the President and the Vice-President, the Directors present at such meeting will appoint a Director to act as Chairman. If no Directors are present at the meeting, a Chairman shall be selected by the Members. The Secretary of the Association shall be, or may appoint a person to act as, the recording secretary at such a meeting. If the Secretary of the Association is absent, the Chairman of the meeting shall appoint a person, who need not be a Director, to act as recording secretary of the meeting.

8.7 Record date for notice

The record date for the determination of the Members entitled to receive notice of a meeting of the Members shall be the day before the date on which the notice is given, or, if no notice is given, the day on which the meeting is held.

8.8 Persons entitled to be present

The only persons entitled to be present at a meeting of Members shall be: those entitled to vote thereat, the Directors of the Association, and others who, although not entitled to vote, are entitled or required under any provision of the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman or with the consent of the meeting.

8.9 Right to vote

At any meeting of Members, every person shall be entitled to vote who, on the record date, is a Full Member of the Association in good standing. Associate Members, Inactive Members and Honourary Life Members shall not have the right to vote.

8.10 Waiver of Notice

A Member may in any manner waive notice of a meeting of the Members and the attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting *except* where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.11 Quorum

The quorum for a General Meeting of the Members shall be 20 Members of the Association who are entitled to vote and are personally present. If a quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the entire meeting. If a quorum is not present within one hour from the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time (which time shall not be less than seven days, or more than one month, from the time of that meeting), and at the same place as that meeting but may not transact any other business. The quorum at an adjourned meeting of the Members, which has been adjourned in accordance with this paragraph, shall be the number of Members personally present at such adjourned meeting.

8.12 Voting and votes to govern

At any meeting of the Members every question shall, unless otherwise required by the By-laws, be determined by the majority of the votes cast on the question. In the case of an equality of votes, either upon a show of hands or upon a ballot, the Chairman of the meeting shall be entitled to a second or casting vote.

8.13 Show of hands

Any question at a meeting of the Members shall be decided by a show of hands unless a ballot is required or demanded as provided by paragraph 8.13. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands is taken upon a question, unless a ballot thereon is required or demanded, a declaration by the Chairman of the meeting of the results of that vote and the entry to that effect in the minutes of the meeting, shall be prima facie evidence of the fact without proof of the actual number or proportion of the votes cast on the question. The result of the vote so taken shall be the decision of the Members upon the said question, unless a ballot is demanded or required immediately after the show of hands.

8.14 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member entitled to vote at the meeting may demand that the vote be conducted by a written ballot. The Chairman of the meeting shall determine the manner in which the ballot is to be taken. The result of the ballot shall be the decision of the Members upon the said question.

8.15 Adjournment

If a meeting of the Members is adjourned with the consent of a majority of the Members for a period less than one month, it shall not be necessary to give notice of the adjourned meeting other than by way of announcement at the meeting being adjourned.

9. NOTICES

9.1 Manner of giving notice

Any notice, communication or document to be given or sent to a Member, Director, or Member of a Sub-Committee of Directors shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered or if mailed to her recorded address by prepaid mail, or if sent to her recorded address by means of facsimile transmission or other means of transmitted or recorded communication. A notice may be effectively given if incorporated in a newsletter or other publication of the Association given or sent in the same manner as herein provided. Notice shall be deemed to have been given:

- (a) if delivered personally or to the recorded address of the recipient: on the date of delivery;
- (b) if mailed to the recorded address of the recipient: on the fifth day following the date of mailing;
- (c) if sent by means of facsimile transmission or any other means of transmitted or recorded communication: the date on which it is transmitted to the recipient.

The Secretary shall change, or cause to be changed, in the records of the Association, the recorded address of any Member, or Director, in accordance with any information believed by her to be reliable.

9.2 Computation of time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded, and the date of the meeting or other event shall be included.

9.3 Omissions and errors

The accidental omission to give any notice to any Member, or Director or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

9.4 Non-receipt of notices

If a notice or document is sent to a Member by prepaid mail in accordance with paragraph 9.1 and the notice or document is returned on two consecutive occasions, it shall not be necessary to send any further notice or document to the Member until the Member informs the Association in writing of her new address. Notice of a Members' meeting, mailed to a Member in accordance with paragraph 9.1 of this By-law, shall be deemed to be received by the Member on the fifth day following the original mailing of the notice notwithstanding any later return or re-mailing of the said notice.

9.5 Signatures on notices

Unless otherwise specifically provided, the signature of any Director of the Association on any notice or document to be given by the Association may be written, stamped, typewritten or printed.

9.6 Waiver of notice

Any Member or Director, may at any time waive any notice, or waive or shorten the time for any notice, required to be given under any provision of the By-laws or otherwise, and such waiver or shortening shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment may be given in any reasonable manner.

10. INFORMATION AVAILABLE TO MEMBERS

10.1 Provision of information

The Executive may from time to time, determine whether, and to what extent, and at what time and place, and under what conditions, the documents, books, registers and accounting records of the Association shall be open to the inspection of the Members.

11. MISCELLANEOUS

11.1 Effective date of this By-law

This By-law shall come into force upon adoption by the Executive and confirmation by the Members.

11.2 Amendment to this By-law

This By-law may be amended by a Special Resolution of the Members at an Annual General Meeting, a General Meeting, or Special Meeting.

11.3 Representative colours and logo

The official colours of the Association shall be green and white. After September 1st, 2002, the uniforms of any team sent, sanctioned, or sponsored by the Association to represent the Province of Alberta in any Inter-Provincial or National competition shall be of these colours and no other. Prior to September 1st, 2002, such uniforms may be either green and white, or green and gold. The Association may adopt a logo which may be incorporated on any stationery, document, clothing or signage of the Association.

11.4 Affiliations

The Association shall maintain its affiliations with the Canadian Netball Association (C.A.N.A.), and the International Federation of Netball Associations (I.F.N.A.).

ADOPTED AND APPROVED by the Directors of the Association as of the 4th day of March 2013
and confirmed by the Members of the Association as of the 16th day of March 2013.