

**ALBERTA FENCING ASSOCIATION
BY-LAWS (amended 2020)**

INTERPRETATION

1. In these By-laws:

“**Board**” means the Board of Directors.

“**AFA**” means the Alberta Fencing Association.

“**Director**” means a member of the Board of Directors.

“**National Federation**” means the Canadian Fencing Federation or any successor organization.

“**Special Resolution**” means a special resolution as defined in the Alberta Societies Act.

“**Good Standing**” Means a Member in good standing when:

(a) The Member has paid membership fees or other required fees to the Society; and

(b) The Member has not been formally sanctioned by the Society for any disciplinary or administrative reason.

MEMBERSHIP

2. There shall be at least four (4) primary classes of membership in the AFA, which shall be:

1. Voting Provincial Club Members, which are those that have at least five (5) individual registered fencing members and are:

1. incorporated under the Societies Act,

2. incorporated under the Alberta Business Corporations Act,

3. clubs that are administered under the umbrella of a recreation organization, such as an institution of advanced education or a municipal recreation organization, or

4. subject to approval by the Board of Directors of the Association, clubs that have at least five (5) individual members but otherwise do not fall under any of the above criteria.

2. Non-voting Provincial Club Members, being clubs that meet the criteria of 3(1), except for that of having at least five (5) individual registered fencing members.

3. Individual Members are individuals who are involved in the sport of fencing. The Board of Directors may, from time to time, establish categories of Individual Membership in the Association along with the obligations and rights of those categories of membership.

4. Corporate Members are members that are incorporated under the Alberta Business Corporations Act that are actively involved in the sport of fencing.

3. Clubs meeting the requirements of 3(1) and who are not members of the AFA may become Provincial Club members of the AFA by paying the annual dues for Provincial Club members and by receiving confirmation of their membership in the AFA through an affirmative vote of the Board of Directors or at the Annual General Meeting of the AFA.

4. The Board of Directors may establish additional classes of members from time to time and may establish additional obligations and rights for the various classes of Members of the AFA. The membership fees shall be prescribed from time to time by the Board of Directors.

5. Club Members must designate an individual to receive notices and to represent the Club at meetings of the AFA. In the absence of such designation, the designate will be the Club President. Any Club or individual member may attend the Annual General Meeting and may, by invitation, attend meetings of the Board of Directors. In the event that a Club’s designated representative is unable to attend a Meeting of the AFA, with two weeks advance notice received in writing by the Executive Director, a club’s vote may be authorized to another voting member of the AFA as a proxy.

6. Any Member wishing to withdraw from AFA may do so upon notice to the Executive Director. If any Member is in arrears for fees for any year, that Member shall be suspended automatically as soon as the fees are in arrears and shall thereafter be entitled to no membership privileges or powers in the AFA until reinstated. Any Member upon an affirmative vote of three quarters (3/4) of the members of the Board of Directors of the AFA may be expelled from membership for any cause which the Board may deem reasonable.

HEAD OFFICE

7. The head office of the AFA shall be located in Edmonton; however, the Board of Directors may relocate the head office if it is deemed appropriate.

BOARD OF DIRECTORS

8. The Board of Directors shall consist of at least 5 and no more than 15 Directors, including the Chairman, the Vice-Chairman and additional Directors at large.
9. Directors shall be elected at the Annual General Meeting by representatives of the Association's Member Clubs present at the meeting via separate individual resolutions and shall be elected for a term of 1 year. A member of the Association is eligible for nomination as a Director if
 - They are at least 18 years old;
 - They have not been declared incapable by a court in Canada or in another country;
 - They must be an individual (i.e., a corporation cannot be a director);
 - They must not be in bankrupt status; and
 - They must be a member in good standing
10. All Directors agree to uphold the provisions of the Association's Code of Conduct and all other applicable policies and by-laws.
11. The Directors, so elected, form the Board of Directors for the Alberta Fencing Association and shall determine from among themselves by nomination and simple majority vote the Chairman and Vice-Chairman of the AFA, when necessary. All Directors shall serve until their successors are elected and installed.
12. The Board shall, subject to the by-laws and any directions given to it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of AFA. The Board may delegate responsibility to the Executive Director of the AFA.
13. There shall be no remuneration for Directors or Officers serving on the Board of Directors, except as may be authorized by the Board of Directors regarding the business of the AFA.
14. Meetings of the Board shall be held as often as may be required, and shall be called by the Chairman on five days' notice. A Special Meeting must be called by the Chairman at the request of any three Directors, provided they make the request in writing, and state the business to be brought before the meeting.
15. Notice of meetings of the Board may be given by mail, email or other means of electronic communication to each Director at the address provided to the Chairman for notices. If notice is sent by mail, it shall be mailed at least five days' prior to the meeting. If notice is given by email or other means of electronic communication, it shall be given at least three days prior to the meeting. Participation in Board meetings can be either in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
16. A majority of Directors then holding office shall constitute a quorum at meetings of the Board.
17. Each Director shall be entitled to one and only one vote at meetings of the Board. The Chairman may present motions and in the event of a tie, the Chairman will have the deciding vote. The Chairman of the Alberta Fencing Association shall have an equal vote for the resolutions presented to the board unless the Chairman is making the motion in which case they will reserve their vote, unless there is a tie.

Decisions shall be determined by a simple majority of votes cast, unless otherwise specified by this by-law. Voting will be by a show of hands or voice vote unless a ballot is requested by one or more Directors.

18. Any Member of the Board of Directors may put forward a Motion(s):

- a) at a meeting of the Board of Directors when there is a quorum. The motion will be recorded in the meeting minutes and voting shall generally be by oral vote or ballot unless otherwise determined by the Chairman.
- b) via e-mail. A Motion made via email requires a Super Majority (75%) of Directors to respond affirmatively for the motion to pass.

Once a Motion has successfully passed, it shall be considered a Resolution of the Board and shall be both binding and actionable.

19. The office of a member of the Board of Directors shall be vacated only upon expiration of the term of office, upon written resignation, receipt of which is acknowledged by the Chairman, upon death, upon suspension by the Canadian Fencing Federation, or upon suspension by a vote of three quarters (3/4) of members of the Board of Directors.

20. Should any Director cease to hold office during that Director's term of office, the Board may appoint an individual to replace that Director for the remainder of the Director's term of office.

21. If any Director misses three consecutive meetings of the Board, the Board may, at its discretion, by a vote of three quarters (3/4) of members of the Board of Directors, vote to remove the Director from the Board and appoint a replacement.

22. The Board, prior to August 31st of each year, shall meet to update the Strategic Plan of the AFA. The Strategic Plan shall be reviewed at the AGM each year by the membership to allow for changes to be made as needed in a timely fashion. A copy of the Strategic Plan shall also be sent to the member clubs prior to the AGM. The Executive Director will administer the Strategic Plan as provided and execute the decisions of the Board or special meeting of the Board. The Board may from time to time adopt policies and guidelines for all matters affecting the AFA, including a policy defining the circumstances giving rise to a conflict of interest. A Director shall abstain from voting on any matter considered at a meeting of the Board in respect to which the member may have a conflict of interest.

23. Directors elected at the Annual General Meeting may appoint additional directors between annual meetings to hold office for a term that must expire on or before the next annual meeting of members. This is permitted as long as the total number of appointed directors is not more than one-third of the number of directors elected at the previous annual meeting and the motion is approved by 3/4 of the existing Directors.

24. The minutes of the Board shall be available to the general membership of the AFA.

CHAIRMAN

25. The Chairman shall also be President of the AFA and shall, when present, preside at all meetings of AFA and the Board. He/she shall be an ex-officio member of all Committees. He/she shall normally serve a 2 year term and may be reappointed for one additional consecutive 2-year term. If the Chairman is nominated for additional consecutive terms beyond the initial two, the duration of each term shall be for only one year and the individual must be re-elected each year. At the end of his/her term or if the Chairman must prematurely leave this role, the Vice-Chairman will fill the vacancy until the next Annual Meeting.

VICE-CHAIRMAN

26. The Vice-Chairman shall preside at all meetings in the absence of the Chairman. He/she shall normally serve a 2-year term and may be reappointed for additional terms. At the end of his/her term or in the event that the Vice Chairman leaves this role before the end of his or her term, this position will be taken over by a Director selected by the Board of Directors.

LIMITATION OF LIABILITY AND INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS

27. No Director or Officer of the AFA shall be liable for the acts, neglects or defaults of any other Director or Officer, or for any loss or expense happening to the AFA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the AFA, or for the insufficiency or deficiency of any security in or upon which any money of the AFA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any money, securities or effects of the AFA shall be deposited, or for any loss occasioned by any error or judgment or oversight on a Director's or Officer's part, or for any other loss, damage or misfortune which occurs in the execution of the duties of the office of Director or Officer or in relation thereto unless the loss, damage or misfortune happened through the Director or Officer's own dishonesty or negligence.
28. Each officer and member of the Board of Directors of the AFA or other members of the AFA who have undertaken or are about to undertake any activity on behalf of the AFA shall from time to time and at all times, be indemnified and saved harmless out of the funds of the AFA, from and against:
29. All cost, charges and expenses which such Directors, Officers or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter, in or about the execution of duties of their office or in respect of any such liability.
30. All other costs, charges and expenses which they sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

COMMITTEES

31. The Board may, from time to time, establish such committees of the Board as it believes are required for the good governance of the AFA. Members of committees may be drawn from the general membership of the AFA and are not required to be members of the Board of Directors.

BOOKS AND RECORDS

32. The Executive Director shall ensure that all necessary books and records of the AFA required by the by law of the AFA or by any applicable statute of law are regularly and properly kept. The Executive Director shall perform the duties of Secretary at all meetings of the Association and shall be responsible for keeping and distributing all meeting minutes.

PROTECTION OF PERSONAL INFORMATION

33. The AFA will comply with all relevant laws concerning privacy and the protection of personal information. The Board of Directors, its' committee's, and individual director's will not access the personal information of AFA members unless it is necessary for carrying out the assigned duties of the Board of Directors, its' committee's, or individual director's. The Board may make rules regarding the appropriate handling of personal information.

FINANCIAL OBLIGATIONS

34. Unless otherwise ordered by the board, the fiscal year end of the AFA shall be August 31.
35. Financial statements shall be provided to the Directors not later than 12 days after the end of quarter.
36. For the purpose of carrying out its objectives, the AFA may borrow or raise or secure the payment of money in such manner as it sees fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the AFA and in no case shall debentures be issued without the sanction of a Special Resolution of the AFA.
37. The Directors of AFA may, from time to time, authorize any Director or Directors, Officer or Officers,

employee of AFA or other person or persons whether connected with AFA or not, to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements terms and conditions and to give additional securities for any monies borrowed or remaining due by AFA as the Directors of AFA may authorize, and generally to manage, transact and settle the borrowing of money by AFA.

38. The Board of Directors may, from time to time, authorize any Director or Directors, Officer or Officers, employee of AFA or persons, whether connected with AFA or not, to sign, execute and give on behalf of AFA, all documents, agreements and promises necessary and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same all renewals or substitutions therefore so signed shall be binding on AFA.

AUDIT AND FINANCE

39. Signing authority shall be established by the Board and shall be updated after the Annual General Meeting each year if required. The Chairman, Vice-Chairman, and Executive Director shall be signing authorities and as many others as the Board deems necessary.
40. The books, accounts and records of the Association must be audited at least once a year and the audit must be presented to and approved by the Board. The Board must submit audited financial statements for the previous year at the Annual Meeting. The Board of Directors determines the fiscal year end. The books, accounts, and records of the Association must be audited at least once each year by a duly qualified accountant.
41. The books and records of AFA may be inspected by any member of AFA at the Annual Meeting provided for herein or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer having charge of same. Each member of the Board shall, at all times, have access to such books and records.
42. The books and records of the AFA may be inspected in the AFA's Head Office by any member at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers responsible.

EXECUTION OF DOCUMENTS

43. Contracts, documents or any instruments in writing requiring the signature of the AFA, shall be signed by any two Directors as determined from time to time by the Board of Directors. All contracts, documents and instruments in writing so signed shall be approved by the Board of Directors before signing and shall therefore become binding on the AFA without any further authorization or formality.
44. The banking business of the AFA shall be transacted with such banks or trust companies as may from time to time be designated by the Board of Directors. The selection of such financial institute shall give consideration first to the security of funds on deposit and then to the cost of service.

MEETINGS OF MEMBERS

45. The AFA shall hold an Annual Meeting each year within 90 days of the fiscal year end, of which notice in writing shall be delivered in the mail or via e-mail to each Club Member thirty days prior to the date of the meeting.
46. General meetings of AFA may be called at any time upon the instructions of the Chairman or the Board by notice given by fax or other means of electronic transmission five business days prior to such meeting. A Special Meeting shall be called by the Chairman upon receipt by him/her of a petition signed by one third of the Club Members in good standing, setting forth the reasons for such meeting, delivered by mail, by fax or other means of electronic transmission five business days prior to such meeting.

47. Participation in General or Special meetings:
1. Each Voting Provincial Club Member in Good Standing has one (1) vote:
 - a. This vote may be cast by a show of hands or by provided electronic means.
 - b. A Voting Provincial Member is not required to attend in person to be able to vote so long as they are participating via telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
 - c. A Voting Provincial Member may delegate their Vote (1) to a proxy as outlined in Bylaw 6.
 2. A show of hands and/or by provided electronic means decides every vote at a General Meeting or Special Meeting:
 - a. A simple majority of the votes of the Voting Members present decides each issue and resolution, unless;
 - aa. In the case of a ballot vote, the President or the presiding officer may set the method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
 - bb. the issue needs to be decided by a Special Resolution.
 3. The President decides any dispute on any vote. The President decides in good faith, and this decision is final.
48. Six (6) Voting Club Members in good standing shall constitute a quorum at any Annual General Meeting or Special Meeting.
49. Resolutions of the Members may be made:
1. at a meeting of the Members by oral votes or by secret ballot, as determined by the Chairman;
 2. in writing, and may be executed in counterpart, provided that each Member signs such resolution; or
 3. via e-mail, provided that that each Member responds affirmatively to the resolution.

Special Resolutions of the members may be made as per the definition found in the Alberta Societies Act.

RULES AND REGULATIONS

50. The Board of Directors may prescribe rules and regulations consistent with these by-laws relating to the management and operation of the AFA as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members when they shall be confirmed, and failing such confirmation shall cease to have any force or effect.

DISSOLUTION OF THE AFA

51. Upon dissolution of the AFA, the Board shall by majority vote transfer money, goods and materials, and any property of the AFA in whole or in part to any other society or societies it deems worthy of such transfers provided that the society or societies receiving the transferred moneys, goods and materials and property have similar objectives to those of the AFA.

BY-LAWS

52. These By-Laws may be constituted, rescinded, altered or added to by a "Special Resolution" of the membership.

REMOVAL OF A BOARD MEMBER

53. A Board Member can be removed before the end of their term by:
- a. The Voting Members via a Special General Meeting called for this purpose, or;
 - b. A unanimous vote of all of the remaining Directors if:
 - aa. if the director fails to perform their duty in a reasonably diligent manner;
 - bb. if the director has failed to abide by the Bylaws;

- cc. if the director has been disloyal to the Society;
- dd. if the director has disrupted meetings or functions of the Society; or
- ee. if the director has done or failed to do anything judged to be harmful to the Society.